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To Shareholders

Securities Code: 3543  
May 14, 2024

Yuichi Amari  
Representative Director, President & CEO  
**KOMEDA Holdings Co., Ltd.**  
3-12-23, Aoi, Higashi-ku,  
Nagoya, Aichi, JAPAN

## NOTICE OF CONVOCATION OF THE 10TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 9th Ordinary General Meeting of Shareholders of KOMEDA Holdings Co., Ltd. (hereafter the “Company”), which will be held as set forth below.

For the General Meeting of Shareholders, the Company provides information comprising the content of reference documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, which is posted on the Company’s website. Please access the website by using the internet address shown below to review the information.

### The Company’s Website:

<https://komeda-holdings.co.jp/meeting/>



### Website for posting materials for the General Meeting of Shareholders:

<https://d.sokai.jp/3543/teiji/>



### TSE website (Listed Company Search):

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

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show> (English)



Access the TSE website by using the internet address shown above, enter “KOMEDA Holdings” in “Issue name (company name)” field or the Company’s securities code “3543” in “Code” field, and click “Search,” and then click “Basic information,” select “Documents for public inspection/PR information,” and confirm “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” under “Files information available for public inspection.”

Please be advised that even if you do not attend the General Meeting of Shareholders in person, you can exercise your voting rights in writing or via electronic means (internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting right by 6:00 p.m. on Tuesday, May 28, 2024 (JST).

**1. Date and Time:** 10:00 am (JST) on Wednesday, May 29, 2024  
(Reception is scheduled to start at 9:00 am.)

**2. Place:** Banquet Room “Nago” 3rd Floor  
Nagoya Kanko Hotel  
1-19-30 Nishiki, Naka-ku, Nagoya, Aichi

**3. Purpose of the Meeting:**

**Matters to be Reported:**

1. The business report, the consolidated financial statements and audit results on consolidated financial statements by Accounting Auditors and the Audit & Supervisory Committee for fiscal 2023 (March 1, 2023 to February 29, 2024)
2. The non-consolidated financial statements for fiscal 2023 (March 1, 2023 to February 29, 2024)

**Proposals to be Resolved:**

Proposal 1: Election of Five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)

Proposal 2: Election of Two (2) Directors who are Audit & Supervisory Committee Members

**4. Matters Posted on the Company Website**

Of the electronic provision items, the following documents are not included with the material sent to shareholders who have requested delivery of written documents in accordance with laws and regulations, and Article 14 of the Articles of Incorporation.

Of note, the Audit and Supervisory Committee and the Accounting Auditor have audited the documents that are subject to audit, including the above matters.

Business Report:

- Status of assets and earnings
- Business challenges and countermeasures
- Main business
- Major offices and plants
- Status of employees
- Status of major lenders
- Status of shares
- Status of subscription rights to shares
- Matters related to outside directors
- Status of accounting auditor
- System to ensure the properness of business operations and overview of operational status
- Policy on determination of dividends of surplus and others

Consolidated Financial Statements:

- Consolidated Statement of Changes in Equity
- Notes to the Consolidated Financial Statements

Non-Consolidated Financial Statements:

- Balance Sheet
- Statement of Income
- Statement of Changes in Net Assets
- Notes to the Non-Consolidated Financial Statements

Auditor’s Reports:

- Accounting Auditor’s Report on the Consolidated Financial Statements
- Accounting Auditor’s Report on the Non-Consolidated Financial Statements

Notes:

- When attending the meeting in person, please present the enclosed Voting Rights Execution Form at the reception counter.
- Shareholders who have not requested written delivery are being sent documents excerpted from the Reference Documents for the General Meeting of Shareholders, in addition to the matters stipulated by law.
- In the case of any modification to the electronic provision measures items, the original and revised matters will be posted on the Company’s website.
- No gifts or beverages will be provided at the venue.
- The results of the resolutions will be announced on the Company’s website following the conclusion of the General Meeting of Shareholders.

## Instructions for Exercising Voting Rights

Voting rights at the General Meeting of Shareholders are important rights of shareholders. Please review the Reference Documents of the General Meeting of Shareholders below and exercise your voting rights. Voting rights may be exercised by attendance, mail or via the internet.

In the event voting rights are exercised more than once:

- (1) If the voting right is exercised both via the internet and by mail, only the exercise of the voting right via the internet shall be valid.
- (2) If the voting right is exercised more than once via the internet, only the last exercise of the voting right shall be valid.

1. When exercising voting rights via INTERNET

### **Exercise due date:**

No later than 6:00 p.m.,  
on Tuesday, May 28, 2024 (JST)



Please access the Voting Rights Exercise Website from your computer or smartphone as follows and indicate whether you are for or against each of the items.

### **Log in from your smartphone**

1. Scan the QR Code at the lower right-hand side of the Voting Rights Exercise Form.
  - It is not necessary to type a burdensome code or password.
  - You can exercise your voting rights only one time by scanning the QR Code to log in.
  - If exercising voting rights more than once, use the instructions in “Log in from your computer, etc.”
  - QR Code is a registered trademark of DENSO WAVE INCORPORATED.
2. Then, please indicate whether you are “for” or “against” each of the items by following the directions on the website.

### **Log in from your computer, etc.**

Voting Rights Exercise Website: <https://www.web54.net>

1. Access the Voting Rights Exercise Website.
2. Fill in the “Code” described on the lower right-hand side of the Voting Rights Exercise Form, and then, fill in the “password” provided on the lower right-hand side of the Voting Rights Exercise Form.
3. Register a new password.
4. Then, please indicate whether you are “for” or “against” each of the items following the directions on the website.

If you have any enquiries on systems, etc., please contact the Help Desk shown below.

Web support, Sumitomo Mitsui Trust Bank, Limited.

Tel: 0120-652-031 (Toll-free, Japanese language only)

(Business hours: 9:00 to 21:00)

### **To institutional investors:**

KOMEDA participates in the electronic voting rights exercise platform operated and administered by ICJ, Inc.

2. When exercising voting rights by MAIL

**Exercise due date:**

To be returned to us no later than 6:00 p.m.,  
on Tuesday, May 28, 2024 (JST)



Please indicate whether you are “for” or “against” each of the items on the Voting Rights Exercise Form and return it to the Company. If there is no indication of “for” or “against” a proposal, it shall be deemed that you have voted for the proposal.

**Guide to filling in the Voting Rights Exercise Form:**

Please indicate “for” or “against” for each item.

- Proposal 1 and 2

When you are for all of the candidates in the item, mark  in the “for” box, and when you are against all of the candidates, mark  in the “against” box.

If you are against certain candidates, mark  in the “for” box, and also write the candidate number for each candidate you are against inside the parentheses.

3. When exercising voting rights by ATTENDANCE

**Date and Time of the Meeting:**

10:00 am, on Wednesday,  
May 29, 2024 (JST)  
(Reception is scheduled to start at 9:00 am.)



Please submit the Voting Rights Exercise Form to the reception counter at the Meeting.

## Reference Documents for the General Meeting of Shareholders

### Proposal and Reference Information

#### Proposal 1: Election of Five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all five (5) Directors (excluding directors of Audit & Supervisory Committee members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of five (5) Directors.

The Independent Advisory Committee deliberated the appropriateness of the candidates for Director, and based on the opinion from the Independent Advisory Committee, the Company selected the candidates for Director.

Also, the Audit & Supervisory Committee has considered this proposal, and the Company has obtained the opinion that each candidate is qualified as a director of the Company. The candidates for Director are as follows:


Candidate Number		Name	Position in the Company (Significant concurrent positions)	Number of years as Member of the Board	Attendance at meetings of the Board of Directors during the fiscal 2023
1	Reappointment	Yuichi Amari	President and Representative Director (Significant concurrent positions) President and Representative Director, KOMEDA Co., Ltd. Director, Taiwan KOMEDA Co., Ltd.	4 years	19/19 (100%)
2	Reappointment	Hiroki Shimizu	Managing Director, CFO (Significant concurrent positions) Managing Director, KOMEDA Co., Ltd. Komisararis, PT KOMEDA Coffee Indonesia Director, Ryukyu KOMEDA Co., Ltd.	5 years	19/19 (100%)
3	Reappointment	Tomohide Yamamoto	Director (Significant concurrent positions) Director, KOMEDA Co., Ltd. President and Representative Director, Ryukyu KOMEDA Co., Ltd.	5 years	19/19 (100%)
4	New appointment	Seiji Shintani	None (Significant concurrent positions) Director, KOMEDA Co., Ltd. Director, Ryukyu KOMEDA Co., Ltd.	–	–
5	Reappointment	Kazuhiro Ishihara	Director (Significant concurrent positions) Director, KOMEDA Co., Ltd. Director, Taiwan KOMEDA Co., Ltd. Director, PT KOMEDA Coffee Indonesia	1 year	13/13 (100%)


Note 1: There are no special interests between any of the candidates and the Company.


Note 2: The Company has entered into a directors and officers liability insurance contract with an insurance company to insure all Directors. The insurance contract covers damages that may arise from any improper acts (including omissions) by the insured Director, based on assuming his/her responsibilities for the performance of their duties or receiving claims in pursuit of such responsibilities, although the Company bears all insurance premiums for the insured.

If this proposal is approved and a candidate becomes a Director, each candidate will be the insured in the insurance contract. The Company plans to renew the insurance contract with the same terms and conditions during the terms of office.


Note 3: The numbers of years as Member of the Board at the conclusion of this Ordinary General Meeting of Shareholders are presented.


<p><u>Candidate Number:</u></p> <p style="text-align: center;">1</p> <p style="text-align: center;"><b>Reappointment</b></p>	<p><u>Brief personal profile, position and responsibility in the Company, and significant concurrent positions:</u></p> <p>Apr. 1985 The Sanwa Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>Jul. 2006 Executive Officer, SEGA SAMMY HOLDINGS INC.</p> <p>Oct. 2006 Director, Sammy Corporation</p> <p>Apr. 2011 Representative Director and Senior Managing Director, Division Manager of Sales Division, Sammy Corporation</p>
<p><u>Name:</u></p> <p style="text-align: center;"><b>Yuichi Amari</b></p> 	<p>Aug. 2011 President &amp; CEO, TAIYO ELEC Co., Ltd.</p> <p>Apr. 2017 Senior Executive Officer, SEGA SAMMY HOLDINGS INC.</p> <p>Dec. 2019 Advisor, KOMEDA Co., Ltd.</p> <p>Mar. 2020 Director, Division Manager of Sales Division, KOMEDA Co., Ltd.</p> <p>May 2020 Director, KOMEDA Holdings Co., Ltd.</p> <p>Nov. 2020 Senior Managing Director, Division Manager of Sales Division, and in charge of Human Resources and General Affairs Division, KOMEDA Co., Ltd.</p> <p>May 2021 Representative Director, Vice President, KOMEDA Holdings Co., Ltd.</p> <p>Representative Director, Vice President, Division Manager of Sales Division, and in charge of Human Resources and General Affairs Division, KOMEDA Co., Ltd.</p>
<p><u>Date of Birth:</u></p> <p style="text-align: center;"><b>April 1, 1963</b></p>	<p>Oct. 2021 Representative Director, Vice President, Division Manager of Sales Division, and in charge of Human Resources Division, KOMEDA Co., Ltd.</p> <p>Mar. 2022 Representative Director, Vice President, and in charge of Human Resources Department, KOMEDA Co., Ltd.</p>
<p><u>Number of shares owned:</u></p> <p style="text-align: center;"><b>28,589</b></p>	<p>May. 2022 President and Representative Director, KOMEDA Holdings Co., Ltd. (current)</p> <p>May. 2022 President and Representative Director, KOMEDA Co., Ltd., and in charge of Human Resources Department, KOMEDA Co., Ltd.</p> <p>Mar. 2023 President and Representative Director, KOMEDA Co., Ltd. (current)</p> <p>May. 2023 Director, Taiwan KOMEDA Co., Ltd. (current)</p> <p><u>Significant concurrent positions:</u></p> <p>President and Representative Director, KOMEDA Co., Ltd.</p> <p>Director, Taiwan KOMEDA Co., Ltd.</p> <p><u>Reasons for nomination as a candidate for Director:</u></p> <p>Mr. Yuichi Amari has extensive experience in the sales field, including serving as a branch manager of a bank. He was the sales division manager of an entertainment and consumer products companies and is the president of KOMEDA Co., Ltd., a subsidiary of the Company. He has a track record of expanding business with many business partners regardless of the type of business or format, and has a wealth of experience, insight, and knowledge of financial accounting. The Company has considered that as member of the Board of Directors of the Company, he will be able to make appropriate decisions based on the above experience, achievements, insights, and to make prompt decisions for the entire business of the Company, so it has appointed him as a candidate for Director.</p>

<p><u>Candidate Number:</u></p> <p style="text-align: center;">2</p> <p style="text-align: center;"><b>Reappointment</b></p>	<p><u>Brief personal profile, position and responsibility in the Company, and significant concurrent positions:</u></p>
<p><u>Name:</u></p> <p style="text-align: center;"><b>Hiroki Shimizu</b></p> 	<p>Oct. 1998 Showa Ota &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>Jun. 2002 Registered as a Certified Public Accountant</p> <p>Sep. 2014 Outside Auditor, KOMEDA Co., Ltd.</p> <p>Nov. 2014 Outside Auditor, KOMEDA Holdings Co., Ltd.</p> <p>Apr. 2016 Outside Director/Audit &amp; Supervisory Committee Member, KOMEDA Holdings Co., Ltd.</p> <p>May. 2017 Deputy Division Manager of Administration Headquarters, KOMEDA Holdings Co., Ltd.</p> <p>May. 2017 Director and Deputy Division Manager of Business Strategy Division, KOMEDA Co., Ltd.</p> <p>May. 2019 Director and Deputy Division Manager of Administration Headquarters, KOMEDA Holdings Co., Ltd.</p> <p>May. 2020 Director and CFO, Division Manager of Administration Headquarters, KOMEDA Holdings Co., Ltd.</p> <p>May. 2020 Director and Division Manager of Business Strategy Division, KOMEDA Co., Ltd.</p>
<p><u>Date of Birth:</u></p> <p style="text-align: center;"><b>August 19, 1973</b></p>	<p>Oct. 2021 Director, Division Manager of Business Strategy Division, and in charge of General Affairs Department, KOMEDA Co., Ltd.</p> <p>Mar. 2022 Director in charge of Business Strategy, Administration Division and General Affairs Department, KOMEDA Co., Ltd.</p>
<p><u>Number of shares owned:</u></p> <p style="text-align: center;"><b>29,103</b></p>	<p>Mar. 2022 Komisaris, PT KOMEDA Coffee Indonesia (current)</p> <p>May. 2022 Managing Director, CFO of KOMEDA Holdings Co., Ltd. (current)</p> <p>May. 2022 Managing Director in charge of Business Strategy, Administration Division and General Affairs Department, KOMEDA Co., Ltd.</p> <p>Mar. 2023 Managing Director in charge of Business Strategy and Administration Division, KOMEDA Co., Ltd.</p> <p>May. 2023 Managing Director, in charge of Administration Division and Digital Innovation Division, KOMEDA Co., Ltd. (current)</p> <p>Apr. 2024 Director, Ryukyu KOMEDA Co., Ltd. (current)</p> <p><u>Significant concurrent positions:</u>  Managing Director, in charge of Administration Division and Digital Innovation Division, KOMEDA Co., Ltd.  Komisaris, PT KOMEDA Coffee Indonesia  Director, Ryukyu KOMEDA Co., Ltd.</p> <p><u>Reasons for nomination as a candidate for Director:</u>  Mr. Hiroki Shimizu is a former outside director (Audit &amp; Supervisory Committee member) of the Company, and in addition to being familiar with the overall business of the Company, he is also the managing director in charge of the Business Strategy Division of its operating subsidiary, KOMEDA Co., Ltd. With a high level of expertise and compliance as a certified public accountant, he participates in management from a wide range of positions regarding business management and financial strategy.  The Company has considered that as a member of the Board of Directors of the Company, he will be able to make appropriate decisions based on the above experience, achievements, insights, and to make prompt decisions for the entire business of the Company, so it has appointed him as a candidate for Director</p>

<p><u>Candidate Number:</u></p> <p style="text-align: center;"><b>3</b></p> <p style="text-align: center;"><b>Reappointment</b></p>	<p><u>Brief personal profile, position and responsibility in the Company, and significant concurrent positions:</u></p> <p>Apr. 1989 Daiwa Jitsugyo Group (currently Daiwa Exceed Co., Ltd.)  Oct. 2003 DOUTOR Coffee Co., Ltd.  Aug. 2010 General Manager of Management Quality Department, SUPER HOTEL Co., Ltd.</p>
<p><u>Name:</u></p> <p><b>Tomohide Yamamoto</b></p> 	<p>Oct. 2013 General Manager of Sales Promotion Department, KOMEDA Co., Ltd.  Jun. 2015 Executive Officer, KOMEDA Co., Ltd.  May. 2017 Director and Division Manager of Sales Division, KOMEDA Co., Ltd.  Mar. 2018 Director and Division Manager of Marketing Division, KOMEDA Co., Ltd.  May. 2019 Director and Division Manager of Sales Division, KOMEDA Co., Ltd.  May. 2019 Director, KOMEDA Holdings Co., Ltd. (current)  May. 2020 Director and Division Manager of Business Promotion Division, KOMEDA Co., Ltd.  Mar. 2022 Director in charge of Production Division, Product Management Division and Marketing Division, KOMEDA Co., Ltd. (current)  Apr. 2024 President and Representative Director, Ryukyu KOMEDA Co., Ltd. (current)</p>
<p><u>Date of Birth:</u></p> <p style="text-align: center;"><b>January 27, 1967</b></p>	<p><u>Significant concurrent positions:</u></p> <p>Director in charge of Production Division, Product Management Division and Marketing Division, KOMEDA Co., Ltd.  President and Representative Director, Ryukyu KOMEDA Co., Ltd.</p>
<p><u>Number of shares owned:</u></p> <p style="text-align: center;"><b>10,242</b></p>	<p><u>Reasons for nomination as a candidate for Director:</u></p> <p>Mr. Tomohide Yamamoto has been involved in the restaurant and franchise business for many years at other companies in the industry. At KOMEDA Co., Ltd., a subsidiary of the Company, he has been responsible for sales improvement of existing stores and new products development as a division manager of Sales, and Marketing Division. He has a wealth of experience, achievements and insights cultivated through such business execution.</p> <p>The Company has considered that as a member of the Board of Directors of the Company, he will be able to make appropriate decisions based on the above experience, achievements, insights, and to make prompt decisions for the entire business of the Company, so it has appointed him as a candidate for Director.</p>



<p><u>Candidate Number:</u></p> <p style="text-align: center;">4</p> <p><b>New appointment</b></p>	<p><u>Brief personal profile, position and responsibility in the Company, and significant concurrent positions:</u></p> <p>Apr. 1987 The Long-Term Credit Bank of Japan, Limited  Jan. 1996 McKinsey &amp; Company Inc. Japan.  Apr. 1999 Director, Intellasset Inc.  Apr. 2000 Principal, Crimson Ventures  Jan. 2002 Director, Capital Arts  May. 2004 Director, Sammy Networks Co., Ltd.  Jun. 2008 Executive Officer and General Manager of New Business Development Division, Sega Corporation  Jun. 2011 Executive Officer, Head of Group Representative Section, Sega Sammy Holdings Inc.  Apr. 2013 Senior Executive Officer, Head of Corporate Headquarters, Sammy Corporation  Oct. 2014 Executive Officer, Management Department, Head of Department, Kadokawa Corporation  May. 2017 Head of Management Department, KOMEDA Holdings Co., Ltd  May. 2017 Managing Director, Head of Corporate Strategy, KOMEDA Co., Ltd.  Mar. 2018 Head of Corporate Strategy &amp; General Manager, New Business Division, KOMEDA Co., Ltd.  May. 2018 Director, Administration Headquarters Manager of KOMEDA Holdings Co., Ltd.  Nov. 2018 Director, Komeda Yummy Co., Ltd. (currently Taiwan KOMEDA Co., Ltd)  May. 2020 CSO, Pan Pacific International Holdings Corporation  Jul. 2020 Senior Managing Executive Officer, CSO, and Head of Financial Company Preparation Office of the Company Representative Director, UCS Co., Ltd.  Sep. 2020 Director, Senior Executive Managing Executive Officer, CSO &amp; CFO, and Head of Financial Company Preparation Office Pan Pacific International Holdings Corporation  Apr. 2021 Director, Senior Managing Officer, CSO Pan Pacific International Holdings Corporation  Jul. 2021 Corporate Auditor, Don Quijote Co., Ltd.  Sep. 2022 CAO (Global), Pan Pacific International Holdings Corporation  Nov. 2023 Director in charge of Human Resources &amp; General Affairs Division, KOMEDA Co., Ltd.  Dec. 2023 Director in charge of Human Resources &amp; General Affairs Division and President's Office, KOMEDA Co., Ltd.  Mar. 2024 Director in charge of Human Resources &amp; General Affairs Division, Customer Relations Division and President's Office, KOMEDA Co., Ltd. (current)</p> <p><u>Significant concurrent positions:</u>  Director, Human Resources &amp; General Affairs Division, Customer Relations Division, and President's Office, KOMEDA CO., Ltd</p> <p><u>Reasons for nomination as a candidate for Director:</u>  Mr. Seiji Shintani has been involved in the planning and promotion of business strategies, the newly launch of domestic and oversea businesses in multiple industries, has also extensive experiences, achievements, and insights of corporate management. In addition, he has been promoting organizational reforms (of its operating subsidiaries) for developing next-generation leaders. The Company has considered that as a member of the Board of Directors of the Company, he will be able to make decisions based on the above experiences, achievements, and insights, and to make entirely prompt decisions about domestic and oversea businesses of the Company, so it has appointed him as a candidate for Director.</p>
<p><u>Name:</u></p> <p style="text-align: center;"><b>Seiji Shintani</b></p> 	
<p><u>Date of Birth:</u></p> <p style="text-align: center;"><b>January 1, 1964</b></p>	
<p><u>Number of shares owned:</u></p> <p style="text-align: center;">—</p>	

<p><u>Candidate Number:</u></p> <p style="text-align: center;"><b>5</b></p> <p style="text-align: center;"><b>Reappointment</b></p>	<p><u>Brief personal profile, position and responsibility in the Company, and significant concurrent positions:</u></p> <p>Apr. 1990 ITOCHU Corporation  Apr. 1997 DANON International Brands Japan Co., Ltd. assigned temporarily  Aug. 2000 General Manager of Business Development Department, Tully's Coffee Japan Co., Ltd.  Mar. 2001 Director, General Manager of Business Development Department, Tully's Coffee Japan Co., Ltd.  Mar. 2002 Managing Director, Tully's Coffee Japan Co., Ltd.  Jun. 2005 President and Director, Cold Stone Creamery Japan  Mar. 2006 President and Representative Director, Cold Stone Creamery Japan  Feb. 2014 Director and Division Manager of Sweets and Café Division, HotLand Co., Ltd.  Dec. 2015 Director and Division Manager of Overseas Division, HotLand Co., Ltd.  Jan. 2018 Officer, Siren Retail Organization, Starbucks Coffee Japan, Ltd.  Aug. 2019 Officer, Store Development &amp; Siren Retail Organization, Starbucks Coffee Japan, Ltd.  May. 2023 Director, KOMEDA Holdings Co., Ltd. (current)  May. 2023 Director, in charge of the New Business Division and Customer Relations Division, KOMEDA Co., Ltd.  Aug. 2023 Director, KOMEDA Taiwan Co., Ltd. (current)  Aug. 2023 Director, PT KOMEDA Coffee Indonesia (current)  Dec. 2023 Director, Overseas and Licensing Business Division, Customer Relations Division, KOMEDA Co., Ltd.  Mar. 2024 Director, Overseas and Licensing Business Division, KOMEDA Co., Ltd. (current)</p> <p><u>Significant concurrent positions:</u>  Director, Overseas and Licensing Business Division, KOMEDA Co., Ltd.  Director, Taiwan KOMEDA Co., Ltd.  Director, PT KOMEDA Coffee Indonesia</p> <p><u>Reasons for nomination as a candidate for Director:</u>  Mr. Kazuhiro Ishihara has been involved in the restaurant and franchise business for many years at other companies in the industry and has a wealth of experience, achievements and insights cultivated through such business execution. In addition, he has a high level of expertise, experience, and insight of corporate management as a former President and Representative Director of Cold Stone Creamery Japan.  The Company has considered that as a member of the Board of Directors of the Company, he will be able to make appropriate decisions based on the above experience, achievements, insights, and to make prompt decisions for the entire business of the Company, so it has appointed him as a candidate for Director.</p>
<p><u>Name:</u></p> <p><b>Kazuhiro Ishihara</b></p> 	
<p><u>Date of Birth:</u></p> <p><b>December 3, 1967</b></p>	
<p><u>Number of shares owned:</u></p> <p style="text-align: center;"><b>1,763</b></p>	

## Proposal 2: Election of Two (2) Directors who are Audit & Supervisory Committee Members

The term of office of two (2) Directors of Audit & Supervisory Committee member, Ms. Chiaki Oda and Ms. Tomoe Matsuda, will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of two (2) Directors who are Audit & Supervisory Committee members. Based on the opinion from the Independent Advisory Committee, the Company decided the candidates for directors who are Audit & Supervisory Committee Members. The Audit & Supervisory Committee has previously given its consent to this proposal.

The candidates for Directors who are the Audit & Supervisory Committee member are as follows:

Candidate Number	Name	Position in the Company (Significant concurrent positions)	Number of years as Member of the Board	Attendance at meetings of the Board of Directors and the Audit and Supervisory Committee during the fiscal 2023
1	<div style="display: flex; flex-direction: column; align-items: center;"> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">Reappointment</div> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">Outside</div> <div style="background-color: #cccccc; padding: 2px;">Independent</div> </div> <p><b>Chiaki Oda</b> (current surname : Maekawa)</p>	<p>Outside Director (Audit &amp; Supervisory Committee Member)</p> <p>(Significant concurrent positions) Shobu LPC, Attorney-at-Law Auditor, KOMEDA Co., Ltd.</p>	2 years	<p>board of directors 19/19 (100%)</p> <p>Audit &amp; Supervisory Committee 18/18 (100%)</p>
2	<div style="display: flex; flex-direction: column; align-items: center;"> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">New Appointment</div> <div style="background-color: #cccccc; padding: 2px; margin-bottom: 2px;">Outside</div> <div style="background-color: #cccccc; padding: 2px;">Independent</div> </div> <p><b>Tomoe Matsuda</b></p>	<p>None</p> <p>(Significant concurrent positions) President and Representative Director, Gem Box Co., Ltd. Adjunct Lecturer, Shukutoku University</p>	—	—

Note 1: Ms. Chiaki Oda and Ms. Tomoe Matsuda are the candidates for Outside Directors.


Note 2: In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Chiaki Oda to limit the liability for damages under Article 423, Paragraph 1 of the Companies Act. If the appointment of Ms. Chiaki Oda is approved, the agreement with her will be continued. In addition, if the appointment of Ms. Tomoe Matsuda is approved, the company plans to conclude such an agreement with her. The maximum amount of liability for damages based on the contract is the minimum liability limit stipulated by laws and regulations.


Note 3: In order to secure excellent human resources and prevent the atrophy of execution of duties, the Company has concluded a liability insurance contract with an insurance company for all directors. If Ms. Chiaki Oda and Ms. Tomoe Matsuda are appointed as Directors who are Audit & Supervisory Committee members, they will be included as insured persons under the liability insurance contract. The outline of the agreement is as described on page 5 (Note 2) of this Notice.

Note 4: Ms. Chiaki Oda is currently an outside director of the Company, and his tenure will be 2 years at the conclusion of this Ordinary General Meeting of Shareholders.

Note 5: Ms. Chiaki Oda and Ms. Tomoe Matsuda meet the requirements of an independent director based on the provisions of the listed stock exchange. The Company plans to register continuously Ms. Chiaki Oda, and newly Ms. Tomoe Matsuda, as independent directors.

Note 6: The numbers of years as Member of the Board at the conclusion of this Ordinary General Meeting of Shareholders are presented.

<p><u>Candidate Number:</u></p> <p style="text-align: center;">1</p> <p style="text-align: center;"><b>Reappointment Outside Independent</b></p>	<p><u>Brief personal profile, position and responsibility in the Company, and significant concurrent positions:</u></p> <p>Dec. 2012 Registration as Attorney-at-Law (Aichi Bar Association)  Jan. 2013 Shobu Law Office (Former office of Shobu LPC) (current)  Oct. 2015 Adjunct Lecturer, Nagoya University, Graduate School of Law  Mar. 2016 Member of the Japan Federation of Bar Associations support center for small and medium-sized companies (current)  Sep. 2016 Nagoya Kita-ward Environmental Council  May. 2022 Outside Director/Audit and Supervisory Committee Member, KOMEDA Holdings Co., Ltd. (current)  May. 2023 Auditor, KOMEDA Co., Ltd. (current)</p> <p><u>Significant concurrent positions:</u>  Shobu LPC, Attorney-at-Law  Auditor, KOMEDA Co., Ltd</p> <p><u>Reasons for nomination as a candidate for Director (Outside Director) who is Audit &amp; Supervisory Committee member, and summary of expected roles:</u>  Ms. Chiaki Oda has a high level of expertise, experience, and insight as a lawyer in the field of overseas business development and M&amp;A as set forth in the Company's medium-term business plan. In addition, since she is from and lives in Nagoya, she has a perspective as a customer of KOMEDA's Coffee, and she is expected to contribute to the decision-making of the Board of Directors and the strengthening of the effectiveness of the supervisory function. Together with the above-mentioned extensive experience and insight, she is considered to be a candidate for Director (Outside Director) who is Audit &amp; Supervisory Committee member.</p> <p>Although she has never been involved in corporate management beyond serving as an outside director, the Company determines that she can appropriately perform her duties as an outside director for the above reasons.</p> <p><u>Reason for judging independence:</u>  There is no business relationship between the Company and her concurrent positions, and there are no other special interests.</p>
<p><u>Name:</u></p> <p style="text-align: center;"><b>Chiaki Oda</b></p> 	
<p><u>Date of Birth:</u></p> <p style="text-align: center;">June 7, 1985</p>	
<p><u>Number of shares owned:</u></p> <p style="text-align: center;">-</p>	

<p><u>Candidate Number:</u></p> <p style="text-align: center;">2</p> <p style="text-align: center;"><b>New appointment Outside Independent</b></p>	<p><u>Brief personal profile, position and responsibility in the Company, and significant concurrent positions:</u></p> <p>Apr. 1985 Fuji Television Network, Inc.  Apr. 1987 Freelance Announcer  Sep. 2019 President and Representative Director, Gem Box Co., Ltd. (current)  Apr. 2022 Adjunct Lecturer, Shukutoku University. (current)</p> <p><u>Significant concurrent positions:</u>  President and Representative Director, Gem Box Co., Ltd.  Adjunct Lecturer, Shukutoku University.</p> <p><u>Reasons for nomination as a candidate for Director (Outside Director) who is Audit &amp; Supervisory Committee member, and summary of expected roles:</u>  Ms. Tomoe Matsuda has been involved in the work around communication with people for many years and giving mental health lectures as a clinical psychological counselor. She has a wealth of knowledge and experience in the fields of the "people and job satisfaction" issues in terms of the Company's materiality. The Company has considered her to contribute to the enhancement of the prompt decision-making of the Board of Directors and the effectiveness of Audit &amp; Supervisory Committee, so it has appointed her as a candidate for an outside Director.</p> <p><u>Reason for judging independence:</u>  There is no business relationship between the Company and her concurrent positions, and there are no other special interests.</p>
<p><u>Name:</u></p> <p style="text-align: center;"><b>Tomoe Matsuda</b></p> 	
<p><u>Date of Birth:</u></p> <p style="text-align: center;">March 12, 1963</p>	
<p><u>Number of shares owned:</u></p> <p style="text-align: center;">-</p>	

**Skills matrix of Board of Directors once Proposal 1 and 2 are approved.**

Capabilities and experience of the Company's directors:

	Management	Knowledge/ Experience (Foodservice)	Finance/ Accounting	Sales/ Marketing	ESG/ Sustainability	Legal/ Compliance	HR/ Labor	Production/ SCM/QC	IT/DX	M&A/ New Business Development/ Overseas
Yuichi Amari	●		●	●	●		●		●	●
Hiroki Shimizu			●		●	●			●	●
Tomohide Yamamoto		●		●	●			●		●
Seiji Shintani	●		●		●	●	●			●
Kazuhiro Ishihara		●		●	●			●		●
Hisashi Shirahata			●			●				●
Masatoshi Hori	●	●		●				●		
Chiaki Oda						●	●			●
Tomoe Matsuda	●				●		●			

\* Marks indicate skills each director is expected to demonstrate in particular