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(Securities code: 2742)

(May 7, 2024)

(Start date of measures for electronic provision: April 27, 2024)

## To Shareholders with Voting Rights:

Toshiyuki Sato  
President and Chief Executive Officer,  
Halows Co., Ltd.  
6-26-7, Minamizao-cho, Fukuyama-shi, Hiroshima, Japan  
(Headquarters: 3270-1, Hayashima, Hayashima-cho,  
Tsukubo-gun, Okayama, Japan)

## Notice of the 66th Annual General Meeting of Shareholders

We are pleased to inform you that the 66th Annual General Meeting of Shareholders (the “Meeting”) of Halows Co., Ltd. (the “Company”) will be held for the purposes described below.

In convening the Meeting, the Company has taken measures to electronically provide information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters to be provided electronically), and has posted on the Company’s website on the Internet the matters to be provided electronically as the “Notice of the 66th Annual General Meeting of Shareholders.”

The Company’s website: <https://www.halows.com/en/>

The matters to be provided electronically are posted not only on the Company’s website but also on the website of the Tokyo Stock Exchange (TSE). Please access the TSE website below, enter the issue name (company name) or the code, and select “Basic information,” then “Documents for public inspection/PR information” to view the matters.

TSE website (Listed Company Search)

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

Please consider whether to attend the Meeting after taking into account such matters as the status of the COVID-19 infection.

**If you are unable to attend the Meeting, you may exercise your voting rights in advance by either of the following methods. Accordingly, please review the attached “Reference Documents for the General Meeting of Shareholders” and exercise your voting rights by 6:30 p.m. Japan time on Wednesday, May 22, 2024.**

[When exercising your voting rights via the Internet]

Please access the Company’s designated website for the exercise of voting rights (<https://evote.tr.mufg.jp/>) using the “Login ID” and “Password” shown on the enclosed Voting Rights Exercise Form, follow the on-screen guidance, and indicate your approval or disapproval for the proposals by the aforementioned deadline.

[When exercising your voting rights in writing (by mail)]

Please indicate your approval or disapproval for the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the aforementioned deadline.

Please refer to the “Guidance on Methods for Exercise of Voting Rights” on pages 3 to 4 (Japanese only) when exercising your voting rights.

1. **Date and time:** Thursday, May 23, 2024 at 10 a.m. Japan time
2. **Venue:** Large conference room, 2F, the Company's Headquarters  
3270-1, Hayashima, Hayashima-cho, Tsukubo-gun, Okayama
3. **Meeting Agenda:**
  - Matters to be reported:** Business report and non-consolidated financial statements for the 66th fiscal year (March 1, 2023 to February 29, 2024)
  - Matters to be resolved:**
    - Proposal** Election of Eleven (11) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

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- If you attend the Meeting, please hand in the enclosed Voting Rights Exercise Form at the reception of the Meeting.
  - Any modifications to the matters to be provided electronically will be posted on the websites where they are posted.
  - The Amended Companies Act, which took effect on September 1, 2022, has initiated a system for electronic provision of materials for general meetings of shareholders\*. The general rule under this system is that shareholders access the website and view the materials for the General Meeting of Shareholders via the Internet. As an exception, only those shareholders who have made a request for delivery of written documents by the record date of the General Meeting of Shareholders in accordance with the prescribed method will receive the materials for the General Meeting of Shareholders in writing.  
\*This refers to the Reference Documents for the General Meeting of Shareholders, business report, audit report, and non-consolidated financial statements.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

**Proposal** Election of Eleven (11) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all of the eleven (11) Directors (excluding Directors Serving as Audit and Supervisory Committee Members) will expire at the conclusion of the Meeting. Accordingly, the Company proposes to elect eleven (11) Directors (excluding Directors Serving as Audit and Supervisory Committee Members).

The candidates for Directors (excluding Directors Serving as Audit and Supervisory Committee Members) are shown on pages 5 to 11.

No.	Name	Positions and responsibilities at the Company
1	Toshiyuki Sato	President and Chief Executive Officer, Nomination and Compensation Committee Member
2	Taishi Sato	Executive Vice President, in charge of sales, responsible for Development Div., and in charge of corporate branding
3	Hidenori Hanaoka	Senior Managing Director, General Manager, Administrative Groups and in charge of BCP
4	Masana Takahashi	Senior Managing Director, General Manager, Merchandise Groups and General Manager, Merchandise Div., responsible for Sales Planning Div.
5	Kenji Suemitsu	Executive Managing Director, General Manager, Store Operation Groups and General Manager, Back Office Dept.
6	Tomiko Koshio	Director, in charge of special assignment to the President, General Planning Dept., and promotion of women's advancement Nomination and Compensation Committee Member
7	Kenji Sunada	Director, General Manager, Personnel and Education Div., Administrative Groups
8	Shinzo Sato	Director, Deputy General Manager, Merchandise Groups and General Manager, Merchandise Planning Div.
9	Takanori Ohara	Director and General Manager, General Planning Dept.

10	Reappointment	Outside Independent	Yoshinori Fujii	Outside Director Nomination and Compensation Committee Member
11	Reappointment	Outside Independent	Chiaki Ikeda	Outside Director Nomination and Compensation Committee Member

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<p style="text-align: center;"><u>Reappointment</u> Toshiyuki Sato (January 27, 1949)</p>	<p>October 1971    Joined the Company July 1991        President and Chief Executive Officer (to present) October 2012    Director, General incorporated foundation HALOWS Foundation (presently, Public-interest incorporated foundation HALOWS Foundation) (to present) September 2016 President and Representative Director, Saijo Plaza K.K. (to present) December 2020    Nomination and Compensation Committee Member, the Company (to present) December 2022    Representative Director, Sun Rose Co., Ltd. (to present) December 2022    Representative Director, Sun Rose Kosan Co., Ltd. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Director, Public-interest incorporated foundation HALOWS Foundation</li> <li>• President and Representative Director, Saijo Plaza K.K.</li> <li>• Representative Director, Sun Rose Co., Ltd.</li> <li>• Representative Director, Sun Rose Kosan Co., Ltd.</li> </ul>	2,488,010 shares
<p>[Reasons for candidacy as Director] He has taken charge of management of the Company as President and Chief Executive Officer. His track record of driving the whole Company with strong leadership, abundant insight into management in general, and strong sense of duty will contribute to growing the Company and further strengthening of the functions of the Board of Directors. Therefore, the Company deems he is suitable as Director and has nominated him.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	<p data-bbox="308 678 469 707">Reappointment</p> <p data-bbox="325 712 451 741">Taishi Sato</p> <p data-bbox="272 745 502 775">(September 2, 1952)</p>	<p data-bbox="517 288 703 318">September 1975</p> <p data-bbox="517 322 635 351">June 1990</p> <p data-bbox="517 387 635 416">July 1995</p> <p data-bbox="517 421 635 450">July 1999</p> <p data-bbox="517 486 651 515">March 2007</p> <p data-bbox="517 584 635 613">May 2009</p> <p data-bbox="517 683 635 712">May 2011</p> <p data-bbox="517 748 671 777">October 2012</p> <p data-bbox="517 846 651 875">March 2019</p> <p data-bbox="517 911 703 940">September 2019</p> <p data-bbox="517 976 635 1005">May 2022</p> <p data-bbox="517 1072 635 1102">May 2023</p> <p data-bbox="724 288 1241 1167">           Joined the Company            General Manager, Business Administration Div.            Director, General Manager, Merchandise Div.            Executive Managing Director, General Manager, Merchandise Groups            Executive Managing Director, General Manager, Merchandise Groups and General Manager, Merchandise Div.            Executive Vice President, responsible for Corporate Planning Div. and Merchandise Groups            Executive Vice President, General Manager, Administrative Groups            Executive Vice President, General Manager, Corporate Planning Dept. and General Manager, Administrative Groups            Executive Vice President, General Manager, Corporate Planning Dept.            Executive Vice President, in charge of sales and responsible for Corporate Planning Dept.            Executive Vice President, in charge of sales, and responsible for Corporate Planning Dept. and Development Div.            Executive Vice President, in charge of sales, and responsible for Development Div., and in charge of corporate branding (to present)         </p>	755,000 shares
<p data-bbox="272 1173 671 1202">[Reasons for candidacy as Director]</p> <p data-bbox="272 1207 1412 1326">He has taken charge of management of the Company as Executive Vice President. Based on his track record of holding positions such as General Manager of Merchandise Div., Administrative Groups, and Corporate Planning Dept. as well as his abundant professional experience in management in general, the Company deems he is suitable as Director and has nominated him.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	<p>[Reappointment] Hidenori Hanaoka (July 2, 1956)</p>	<p>April 1979      Joined OKANO FOOD K.K. February 1981      Joined the Company November 1998      General Manager, Merchandise Div. September 2001      General Manager, Store Operation Div. June 2002      Executive Officer, General Manager, Store Operation Div. November 2006      Executive Officer, General Manager, Store Operation Div. and Area Manager, Fukuyama Area March 2007      Executive Officer, General Manager, SV Div. May 2009      Director, General Manager, Merchandise Groups and General Manager, Merchandise Div. October 2012      Director, General Manager, Merchandise Groups June 2013      Director, General Manager, Merchandise Div., Merchandise Groups April 2014      Executive Managing Director, Deputy General Manager, Merchandise Groups and General Manager, Perishables Div. March 2019      Executive Managing Director, General Manager, Administrative Groups September 2019      Executive Managing Director, General Manager, Administrative Groups and General Manager, General Affairs Div. May 2021      Senior Managing Director, General Manager, Administrative Groups and General Manager, General Affairs Div. April 2024      Senior Managing Director, General Manager, Administrative Groups and in charge of BCP (to present)</p>	197,000 shares
<p>[Reasons for candidacy as Director] Based on his practical experience as the head of the Company's store operation, merchandise divisions, and Administrative Groups and his track record of performing duties such as making decisions on important managerial matters and supervising his responsible divisions, the Company deems he is suitable as Director and has nominated him.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	<u>Reappointment</u> Masana Takahashi (March 14, 1959)	March 1981    Joined the Company November 1998    General Manager, Merchandise Div. June 2002    Executive Officer, General Manager, Merchandise Div. November 2006    Executive Officer, General Manager, Perishable Merchandise Div. March 2007    Executive Officer, General Manager, Distribution Planning Div. May 2009    Director, General Manager, Distribution Planning Div. March 2011    Director, General Manager, Distribution Div. and General Manager, Distribution Center June 2013    Director, General Manager, Logistics Div., Merchandise Groups April 2014    Executive Managing Director, Deputy General Manager, Merchandise Groups and General Manager, Dry Div., responsible for Logistics Div. March 2019    Executive Managing Director, Deputy General Manager, Merchandise Groups and General Manager, Merchandise Div., responsible for Logistics Div. May 2021    Senior Managing Director, General Manager, Merchandise Groups and General Manager, Merchandise Div., responsible for Sales Planning Div. (to present)	45,000 shares
[Reasons for candidacy as Director] Based on his track record of making a significant contribution to the procurement of merchandise and the creation of distribution systems as the head of the Company's merchandise and distribution divisions, the Company deems he is suitable as Director and has nominated him.			
5	<u>Reappointment</u> Kenji Suemitsu (August 28, 1961)	March 1984    Joined the Company November 2007    General Manager, Store Operation Div., Store Operation Groups May 2011    Director, General Manager, Store Operation Div. June 2013    Director, Deputy General Manager, Store Operation Groups and Area Manager, Shikoku Area May 2021    Executive Managing Director, General Manager, Store Operation Groups, General Manager, Back Office Dept. and Area Manager, Okayama Area May 2022    Executive Managing Director, General Manager, Store Operation Groups and General Manager, Back Office Dept. (to present)	9,300 shares
[Reasons for candidacy as Director] Based on his track record of driving the front lines of sales and taking charge of entering and expanding in new markets as the head of the Company's store operation division, the Company deems he is suitable as Director and has nominated him.			



No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
6	<u>Reappointment</u> Tomiko Koshio (June 10, 1942)	June 1974	Joined the Company	210,400 shares
		June 1981	General Manager, General Affairs Div.	
July 1995	Director, General Manager, General Affairs Div.			
July 1999	Executive Managing Director, General Manager, Administrative Groups			
March 2007	Executive Managing Director, General Manager, Administrative Groups and General Manager, Finance and Accounting Div.			
May 2009	Director, General Manager, President's Office			
February 2022	Nomination and Compensation Committee Member (to present)			
	May 2023	Director, in charge of special assignment to the President, General Planning Dept., and promotion of women's advancement (to present)		
[Reasons for candidacy as Director] Based on her track record of making a significant contribution to the management of the Company as the head of the Company's finance and accounting division, administrative divisions in general, and the President's Office, the Company deems she is suitable as Director and has nominated her.				
7	<u>Reappointment</u> Kenji Sunada (January 1, 1972)	April 1996	Joined the Company	19,500 shares
		April 2014	General Manager, Personnel and Education Div., Administrative Groups	
March 2016	Executive Officer, General Manager, Personnel and Education Div., Administrative Groups			
May 2021	Director, General Manager, Personnel and Education Div., Administrative Groups (to present)			
[Reasons for candidacy as Director] Based on his track record of making a significant contribution to the management of the Company through managing store operations as a store manager and engaging in personnel and education affairs in general of the Company as General Manager of Personnel and Education Div., the Company deems he is suitable as Director and has nominated him.				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
8	<u>Reappointment</u> Shinzo Sato (March 23, 1979)	April 2011 May 2021  February 2023  May 2023	Joined the Company Executive Officer, Deputy General Manager, Store Operation Groups and Area Manager, Kurashiki Area Executive Officer, Deputy General Manager, Merchandise Groups and General Manager, Merchandise Planning Div. Director, Deputy General Manager, Merchandise Groups and General Manager, Merchandise Planning Div. (to present)	210,000 shares
[Reasons for candidacy as Director] He has been involved in the management of a wide range of company divisions, including the store operation division, President's Office, and the merchandise divisions. Based on his abundant professional experience and the comprehensive knowledge he has cultivated through such experience, the Company deems he is suitable as Director and has nominated him.				
9	<u>Reappointment</u> Takanori Ohara (March 8, 1974)	April 1999 September 2019 May 2021  May 2023	Joined the Company General Manager, Corporate Planning Dept. Executive Officer, General Manager, Corporate Planning Dept. Director and General Manager, General Planning Dept. (to present)	10,600 shares
[Reasons for candidacy as Director] Based on his track record of making a significant contribution to the management of the Company through managing store operations as a store manager and engaging in strategic corporate planning, etc. as General Manager of General Planning Dept., the Company deems he is suitable as Director and has nominated him.				
10	<u>Reappointment</u> <u>Outside</u> <u>Independent</u> Yoshinori Fujii (October 2, 1970)	October 1994  April 1998 July 2006  November 2006  July 2008 April 2011  June 2011 October 2012  May 2015 June 2016 September 2018 December 2020	Joined Hiroshima Office, Asahi Audit Corp. (presently KPMG AZSA LLC) Registered as a certified public accountant Established Fujii Yoshinori CPA Office (presently BIZLINK CPA Joint Office) (to present) Established BIZLINK ADVISORY CO., LTD., Director Representative Director (to present) Established Ibuki Tax Accountant Office, Representative Partner (to present) Auditor, Ryoubi Shinyo Kumiai (to present) Auditor, Public-interest incorporated foundation HALOWS Foundation (to present) Director, the Company (to present) Director, PhoenixBio Co., Ltd. (to present) Auditor, KAAZ CORPORATION (to present) Nomination and Compensation Committee Member, the Company (to present)	-
[Reasons for candidacy as Outside Director and roles he is expected to assume] Expecting that his superior insight based on the expertise and experience he cultivated as a certified public accountant will contribute to further strengthening internal control and other functions of the Board of Directors of the Company, the Company deems he is suitable as Outside Director and has nominated him.				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
11	<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 2px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 2px;">Independent</div> Chiaki Ikeda (July 26, 1978)	April 2006      Legal apprentice, the Supreme Court October 2007    Registered as an attorney-at-law (joined Okayama Bar Association and Itano Law Office) (to present) May 2015        Director, the Company (to present) December 2020   Nomination and Compensation Committee Member (to present)	-
<p>[Reasons for candidacy as Outside Director, why the Company deems that the candidate can perform duties as such appropriately, and roles she is expected to assume]</p> <p>Expecting that her superior insight based on the expertise and experience she cultivated as an attorney-at-law will contribute to further strengthening compliance systems and other functions of the Board of Directors of the Company, the Company deems she is suitable as Outside Director and has nominated her.</p>			

Notes:

1. There are no special interests between any of the candidates and the Company.
2. Yoshinori Fujii and Chiaki Ikeda are candidates for Outside Directors.
3. Yoshinori Fujii and Chiaki Ikeda will have served as Outside Directors for nine (9) years at the close of the Meeting.
4. The Company has filed Yoshinori Fujii and Chiaki Ikeda with the Tokyo Stock Exchange as independent directors stipulated by the Exchange. If they are reelected, they will continue to be independent directors.
5. The Company has entered into liability limitation agreements with Yoshinori Fujii and Chiaki Ikeda pursuant to Article 427, Paragraph 1 of the Companies Act to limit their liability under Article 423, Paragraph 1 of the Act to the minimum amount stipulated in Article 425, Paragraph 1 of the Act, provided that they have performed their duties in good faith and without gross negligence. If they are reelected, the Company intends to extend the agreements with them.
6. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The said insurance agreement shall compensate for legal damages and litigation expenses to be borne by the insureds. As a measure to prevent the appropriateness of the professional conducts of the insureds from being impaired, damages, etc. caused by criminal acts by the insureds will not be covered by the insurance. Each candidate for Director is included in the insureds of the said insurance contract as Director of the Company, and will continue to be included in the insureds if reelected. In addition, the Company plans to renew the said insurance contract during the terms of office of the Directors regarding this Proposal.