

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities code: 3193  
October 6, 2023

To Shareholders:

1-2-12 Tateba, Naniwa-ku, Osaka-shi  
TORIKIZOKU HOLDINGS Co., Ltd.

Tadashi Okura, Representative Director, President, and CEO

## NOTICE OF CONVOCAATION OF THE 37TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

This is to inform you that the 37th Annual General Meeting of Shareholders of TORIKIZOKU HOLDINGS Co., Ltd. (the “Company”) will be held as follows.

In convening this General Meeting of Shareholders, the Company has taken measures to provide the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters subject to measures for electronic provision) electronically, and has posted such information on each of the following websites. Please access one of these websites to review the information.

[The Company’s website]

<https://torikizoku-holdings.co.jp/ir/meeting/>



[Website containing materials for the General Meeting of Shareholders]

<https://d.sokai.jp/3193/teiji/>



[Tokyo Stock Exchange Website (Listed Company Search)]

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



(Please access the above TSE website, enter the Issue name (company name) or Code and search, select “Basic information” then “Documents for public inspection/PR information” in that order, and review the information from “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”)

You may exercise your voting rights via electromagnetic methods (the Internet, etc.) or in writing (Voting Rights Exercise Form). Please review the “Reference Documents for the General Meeting of Shareholders” in this Notice of Convocation or the matters subject to measures for electronic provision, and exercise your voting rights by no later than 6:00 pm on Tuesday, October 24, 2023, as described on pages 3 and 4.

1. Date and Time: Wednesday, October 25, 2023 at 10:00 am (reception opens at 9:00 am)
2. Place: 1-5-25 Dojima, Kita-ku, Osaka-shi  
Elsereine hall, 5th Floor, HOTEL ELSÉREINE OSAKA  
(Please refer to the venue map at the end of this document.  
(Japanese only))
3. Meeting Agenda:  
Matters to be reported:
  1. The Business Report and Consolidated Financial Statements for the Company's 37th Fiscal Year (August 1, 2022 to July 31, 2023) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 37th Fiscal Year (August 1, 2022 to July 31, 2023)

Proposals to be resolved:

Proposal No. 1:	Appropriation of Surplus
Proposal No. 2:	Partial Amendments to the Articles of Incorporation
Proposal No. 3:	Election of Six Directors
Proposal No. 4:	Election of Two Substitute Audit & Supervisory Board Members
Proposal No. 5:	Partial Revision of Performance-Linked Share-Based Remuneration Plan for Directors
Proposal No. 6:	Revision of Remuneration for Audit & Supervisory Board Members

The Company will not be providing gifts for shareholders attending the General Meeting of Shareholders.  
Thank you in advance for your understanding.

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the meeting venue reception.

Of the matters subject to measures for electronic provision, the following items are not provided in the documents sent to shareholders (including documents sent to shareholders who have requested the delivery of paper-based documents). Therefore, the documents sent to shareholders constitute part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor when preparing their audit reports.

Business Report: Systems to Ensure Proper Business Activities and the Operational Status of those Systems  
Financial Statements, etc.: Consolidated Statement of Changes in Equity, Notes to Consolidated Financial Statements, Non-consolidated Balance Sheet, Non-consolidated Statement of Income and Non-consolidated Statement of Changes in Equity, Notes to Non-consolidated Financial Statements

Should the matters subject to measures for electronic provision require revisions, notification to that effect together with the matters pre- and post-revisions shall be posted on each of the websites where these matters are posted.

If there are any significant changes in the operation of the General Meeting of Shareholders due to future circumstances, notification shall be provided on the Company's website.

## Reference Documents for the General Meeting of Shareholders

<b>Proposal No. 1:</b>	<b>Appropriation of Surplus</b>
------------------------	---------------------------------

The Company considers the return of profits to shareholders to be one of the most important management issues, and, while implementing a basic policy of maintaining a stable dividend, in consideration of future business development, etc., the Company proposes to pay a year-end dividend for the 37th fiscal year as follows.

### Matters Related to the Year-end Dividend

- (1) Type of dividend property  
Cash
- (2) Matters related to the allocation of dividend property and the total amount thereof  
The Company intends to pay a dividend of 6 yen per common share of the Company.  
The total amount of dividends in this case will be 69,733,416 yen.
- (3) Effective date of dividends of surplus  
October 26, 2023

**Proposal No. 2: Partial Amendments to the Articles of Incorporation**

1. Reason for the Amendments

In anticipation of the expansion of the scope of its businesses, both in Japan and overseas, the Company intends to amend Article 1 (Trade Name) of the current Articles of Incorporation, in order to change its name from “TORIKIZOKU HOLDINGS Co., Ltd.” to the new trade name of “Eternal Hospitality Group Co., Ltd.”

Furthermore, a supplementary provision shall be established in relation to the effective date of this amendment to the Articles of Incorporation, which shall be May 1, 2024, and the supplementary provision shall be deleted after the effective date has passed.

2. Details of the Amendments

The details of the amendments are as follows.

(Underlined sections indicate changes)

Current Articles of Incorporation	Proposed amendments
<p>(Trade Name) Article 1 The name of the Company shall be <u>Kabushiki Kaisha TORIKIZOKU HOLDINGS</u>, and in English it shall be <u>Torikizoku Holdings Co., Ltd.</u></p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(Trade Name) Article 1 The name of the Company shall be <u>Kabushiki Kaisha Eternal Hospitality Group</u>, and in English it shall be <u>Eternal Hospitality Group Co., Ltd.</u></p> <p><u>SUPPLEMENTARY PROVISIONS</u> <u>(Transitional Measures Related to the Change of Trade Name)</u> <u>Article 1 The amendment to Article 1 (Trade Name) of these Articles of Incorporation shall become effective on May 1, 2024. Notwithstanding the provisions of Article 1 of these Articles of Incorporation, until the day prior to the effective date, the name of the Company shall be Kabushiki Kaisha TORIKIZOKU HOLDINGS, and in English it shall be Torikizoku Holdings Co., Ltd.</u></p> <p><u>2 These supplementary provisions shall be deleted when the amendments to Article 1 of these Articles of Incorporation take effect.</u></p>

## Proposal No. 3: Election of Six Directors

The terms of office of all six Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of six Directors is proposed.

The candidates for Director are as follows.

Candidate number	Name	Current position and responsibilities at the Company
1	Tadashi Okura <input type="checkbox"/> Reappointment	Representative Director, President, and CEO
2	Toshiyuki Kiyomiya <input type="checkbox"/> Reappointment	Director, COO, and General Manager, Overseas Business Preparatory Office Responsible for Overseas Business
3	Shigenori Aoki <input type="checkbox"/> Reappointment	Director and CFO
4	Satoshi Michishita <input type="checkbox"/> Reappointment	Director, CSO, and General Manager, Corporate Planning Office Responsible for Corporate Planning Office, Human Resources Department, and Purchasing Department
5	Setsuo Sasaki <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Director
6	Kae Nagaoka <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Director

Candidate number	Name (Date of birth)	Career summary and position and responsibilities at the Company (Status of significant concurrent positions)	Number of shares of the Company owned
1	Tadashi Okura (February 4, 1960) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px auto;">Reappointment</div>	November 1982 Joined Yakitori Dojo September 1986 Established the Company, Representative Director and President February 2021 Director and Chairman, TORIKIZOKU Co., Ltd. (current position) August 2021 Director and Chairman, TORIKI BURGER Co., Ltd. (current position) October 2022 Representative Director, President, and CEO, the Company (current position) January 2023 Director and Chairman, Daikichi System Limited (current position) March 2023 Director, TORIKIZOKU USA INC. (current position) <hr/> (Status of significant concurrent positions) Director and Chairman, TORIKIZOKU Co., Ltd. Director and Chairman, TORIKI BURGER Co., Ltd. Director and Chairman, Daikichi System Limited Director, TORIKIZOKU USA INC.	2,720,000 shares
<p>(Reason for nomination as a candidate for Director)</p> <p>Mr. Tadashi Okura has led the management of the Company as Representative Director since its establishment and has demonstrated leadership in all aspects of management, including the advocacy and penetration of our corporate philosophy, which is the cornerstone of the Company's management, thereby contributing to the improvement of corporate value. Based on his abundant experience and achievements as a corporate manager, as well as his excellent insight, the Company has determined that he is a human resource necessary for improving the corporate value of the Company in the future, and has therefore nominated him as a candidate to continue serving as Director.</p>			

Candidate number	Name (Date of birth)	Career summary and position and responsibilities at the Company (Status of significant concurrent positions)	Number of shares of the Company owned
2	Toshiyuki Kiyomiya (May 16, 1974)  Reappointment	<p>April 1997      Joined Culture Convenience Club Co., Ltd.</p> <p>April 2006      Executive Officer and General Manager, Human Resources Department, TSUTAYA STORES HOLDINGS Co., Ltd.</p> <p>June 2006      Director, CCC CASTING Co., Ltd. Outside Director, DIGITALSCAPE Co., Ltd.</p> <p>November 2012   Director and COO, Chikaranomoto Company Ltd.</p> <p>January 2014    Representative Director, President, and COO, Chikaranomoto Holdings Co., Ltd. Representative Director and President, Chikaranomoto Company Ltd. Director, Chikaranomoto Partners Co., Ltd. Representative Director and President, AKB Co., Ltd.</p> <p>November 2014   Representative Director and President, Chikaranomoto Holdings Co., Ltd.</p> <p>April 2019      Established Lamp Co., Ltd., Representative Director and CEO (current position)</p> <p>July 2019      Outside Director, Recovery Co., Ltd. (current position)</p> <p>August 2019    Outside Director, ORES COMPANY inc.</p> <p>October 2019    Outside Director, the Company</p> <p>July 2020      Representative Director, HIKINIKU TO COME Co., Ltd.</p> <p>November 2020   Representative Director and President, Delicious Promotion Co., Ltd. (currently OISHES Co., Ltd.)</p> <p>November 2020   Established UNAKEN Co., Ltd., Representative Director and President</p> <p>October 2022    Director, COO, and Responsible for Overseas Business, the Company (current position)</p> <p>February 2023   General Manager, Overseas Business Preparatory Office, the Company (current position)</p> <p>March 2023    Representative Director and CEO, TORIKIZOKU USA INC. (current position)</p> <p>July 2023      Director and Chairman, OISHES Co., Ltd. (current position)</p> <p>(Status of significant concurrent positions) Representative Director and CEO, Lamp Co., Ltd. Outside Director, Recovery Co., Ltd. Director and Chairman, OISHES Co., Ltd. Representative Director and CEO, TORIKIZOKU USA INC.</p>	1,193 shares
<p>(Reason for nomination as a candidate for Director)</p> <p>Mr. Toshiyuki Kiyomiya has held important positions at companies such as Chikaranomoto Holdings Co., Ltd., and has abundant experience and insight related to corporate management and the restaurant industry both in Japan and overseas. Accordingly, the Company has determined that Mr. Kiyomiya is a human resource necessary for improving the corporate value of the Company in the future, and has therefore nominated him as a candidate to continue serving as Director.</p>			

Candidate number	Name (Date of birth)	Career summary and position and responsibilities at the Company (Status of significant concurrent positions)		Number of shares of the Company owned
3	Shigenori Aoki (January 9, 1965) <span style="border: 1px solid black; padding: 2px;">Reappointment</span>	April 1987 May 1989 August 2009 November 2012 August 2017 October 2022 August 2023	Joined the Company Director and General Manager, Product Development Division, the Company Managing Director and General Manager, Development Department, the Company Managing Director and General Manager, Product Department, the Company Managing Director, the Company Director, CFO, and Responsible for the Purchasing Department, the Company Director and CFO, the Company (current position)	101,131 shares
(Reason for nomination as a candidate for Director) Mr. Shigenori Aoki has served as the person responsible for product departments of the Company over many years, and has subsequently also served as the person responsible for administration departments, thus demonstrating leadership in crisis management, compliance, business management, etc. Based on his abundant experience and achievements, as well as his excellent insight, the Company has determined that he is a human resource necessary for improving the corporate value of the Company in the future, and has therefore nominated him as a candidate to continue serving as Director.				
4	Satoshi Michishita (January 14, 1977) <span style="border: 1px solid black; padding: 2px;">Reappointment</span>	April 2004 July 2007 August 2010 December 2010 August 2016 October 2022 January 2023 March 2023 August 2023	Joined Hiroki Accounting Tax Accountancy Corporation Joined the Company General Manager, Administration Department and Manager, Administration Section, the Company Director and General Manager, Administration Section, the Company Director and General Manager, Corporate Planning Office, the Company Director, CSO, Responsible for the Corporate Planning Office and Human Resources Department, and General Manager, Corporate Planning Office, the Company Director, Daikichi System Limited (current position) Director, TORIKIZOKU USA INC. (current position) Director, CSO, Responsible for the Corporate Planning Office, Human Resources Department, and Purchasing Department, and General Manager, Corporate Planning Office, the Company (current position)	50,209 shares
(Reason for nomination as a candidate for Director) Mr. Satoshi Michishita has served as the person responsible for administration departments of the Company, and has demonstrated leadership in crisis management, the formulation of the medium-term management plan, etc. Based on his abundant experience and achievements, as well as his excellent insight, the Company has determined that he is a human resource necessary for improving the corporate value of the Company in the future, and has therefore nominated him as a candidate to continue serving as Director.				



Candidate number	Name (Date of birth)	Career summary and position and responsibilities at the Company (Status of significant concurrent positions)	Number of shares of the Company owned
5	Setsuo Sasaki (April 29, 1955) <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent	March 1981    Joined Kyoto Ceramic Co., Ltd. (currently KYOCERA Corporation) June 2000    Director, KYOCERA Communication Systems Co., Ltd. April 2006    Managing Director and General Manager, ICT Sales Division, KYOCERA Communication Systems Co., Ltd. April 2008    Senior Managing Director and General Manager, ICT Business Management Division, KYOCERA Communication Systems Co., Ltd. April 2012    Representative Director, KYOCERA Communication Systems Co., Ltd. Executive Officer, KYOCERA Corporation March 2016    Established Sectage LLC, Representative Partner (current position) March 2017    Director, LEGS COMPANY, LTD. October 2019    Outside Director, the Company (current position) June 2023    Director, SoFun, Inc (current position) (Status of significant concurrent positions) Representative Partner, Sectage LLC Director, SoFun, Inc	1,127 shares
<p>(Reasons for nomination as a candidate for Outside Director and outline of expected role)</p> <p>Mr. Setsuo Sasaki has held important positions at KYOCERA Communication Systems Co., Ltd. and KYOCERA Corporation, and has abundant experience and insight related to corporate management, including Amoeba Management. In the expectation that he will provide supervision and advice related to all aspects of management at the Company, from an objective perspective based on his experience and insight, the Company has nominated him as a candidate to continue serving as Outside Director.</p>			

Candidate number	Name (Date of birth)	Career summary and position and responsibilities at the Company (Status of significant concurrent positions)	Number of shares of the Company owned
6	Kae Nagaoka (October 16, 1972)  <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent	<p>April 1998      Joined Lehman Brothers Japan Inc., Tokyo Branch</p> <p>October 2000    Joined Merrill Lynch Japan Securities Co., Ltd.</p> <p>November 2014    Director, Nagaoka Corporation</p> <p>May 2015        Representative Director, Nagaoka Corporation Trading Co., Ltd. (current position)</p> <p>October 2015    Representative Director, NAGAOKA Corporation precision (current position)</p> <p>April 2016       Representative Director, Nagaoka Corporation (current position)</p> <p>June 2022       Director, Japan Audio Society (current position)</p> <p>October 2022    Outside Director, the Company (current position)</p> <hr/> <p>(Status of significant concurrent positions)</p> <p>Representative Director, Nagaoka Corporation</p> <p>Representative Director, Nagaoka Corporation Trading Co., Ltd.</p> <p>Representative Director, NAGAOKA Corporation precision</p> <p>Director, Japan Audio Society</p>	– shares
<p>(Reasons for nomination as a candidate for Outside Director and outline of expected role)</p> <p>Ms. Kae Nagaoka has participated in corporate management as a Representative Director at Nagaoka Corporation, and has abundant experience and insight related to corporate management both in Japan and overseas. In the expectation that he will provide supervision and advice related to all aspects of management at the Company, from an objective perspective based on his experience and insight, the Company has nominated him as a candidate to continue serving as Outside Director.</p>			

- Notes:
- There are no special interests between any of the candidates and the Company.
  - Mr. Setsuo Sasaki and Ms. Kae Nagaoka are candidates for Outside Director.
  - Mr. Setsuo Sasaki and Ms. Kae Nagaoka are currently Outside Directors of the Company. Mr. Setsuo Sasaki's term of office as Outside Director will be four years at the conclusion of this General Meeting of Shareholders, and Ms. Kae Nagaoka's term of office will be one year at the conclusion of this General Meeting of Shareholders.
  - Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. Setsuo Sasaki and Ms. Kae Nagaoka to limit their liability for damages as provided for in Article 423, paragraph (1) of the same. The maximum amount of liability for damages under this agreement is the amount set forth in laws and regulations. If the reappointment of each candidate is approved, the Company intends to continue this agreement with them.
  - Mr. Setsuo Sasaki and Ms. Kae Nagaoka satisfy the standards for assessing the independence of Outside Directors of the Company. The Company has registered Mr. Setsuo Sasaki and Ms. Kae Nagaoka as independent directors pursuant to the provisions of the Tokyo Stock Exchange, Inc. If the reappointment of each candidate is approved, the Company intends to continue to designate them as independent directors.
  - There are no business relationships between the Company and any company where Mr. Setsuo Sasaki and Ms. Kae Nagaoka hold significant concurrent positions.
  - The Company has entered into a directors and officers liability insurance policy with an insurance company. This insurance policy covers damages incurred by the insured when they bear liability in relation to the performance of their duties or when they are subject to claims pertaining to the pursuit of such liability. Each candidate will be included as a member of the insured under this insurance policy. The Company intends to renew this insurance policy at the expiration of the policy period.
  - The "Number of shares of the Company owned" indicates the number of shares owned as of July 31, 2023.

[Reference]

“Policies Related to Nomination”

When nominating officers for the Company and Group subsidiaries, the Company shall, in principle, select persons with an emphasis on qualities suitable for achieving the aim of becoming a global chicken food company, as well as their track record and experience at the Company and other companies.

- (1) In order to be a leader in the food business industry, which must constantly respond to changes in the global market, the Company will sufficiently consider the diversity of the officer structure when nominating human resources.
- (2) In addition to the qualities, insight, experience, and abilities necessary for business development in Japan and overseas, the Company will nominate human resources with mental resilience and a deep understanding of the TORIKI Way and the ability to put it into practice as Executive Directors.
- (3) For Outside Directors, the Company will nominate human resources who have abundant experience and insight related to corporate management and specialized fields, and who are capable of contributing to the enhancement of corporate value from an independent standpoint.
- (4) When nominating Directors, transparency and objectivity shall be ensured through the Nomination and Remuneration Committee.
- (5) For Audit & Supervisory Board Members, the Company will nominate human resources who have the qualifications, expertise, and ability to fulfill their duties, and who can be expected to contribute to the establishment of a good corporate governance system.

“Standards for Assessing the Independence of Outside Directors”

In addition to the independence standards set forth by financial instruments exchanges, the Company determines that Outside Directors are independent when it is judged they do not fall under any of the following items.

- (1) A person who has received payments in excess of 10 million yen from the Company and subsidiaries of the Company (hereinafter, referred to as the “Group”), or an executive thereof
- (2) A person who has made payments in excess of 10 million yen to the Group, or an executive thereof
- (3) A lender of the Group, or an executive thereof
- (4) A major shareholder of the Company (a person who directly or indirectly holds voting rights constituting 10% or more of total voting rights), or an executive thereof
- (5) A person affiliated with an audit firm that is an accounting auditor of the Group
- (6) An attorney, certified public accountant, certified public tax accountant, consultant, etc., who obtains money or other property from the Group other than officer remuneration (if such remuneration is paid to a corporation, partnership, or other organization, a person affiliated with that organization)
- (7) An executive of another company, when an executive of the Group serves as an outside officer of that other company
- (8) A person who receives a donation from the Group or a director or other executive of an organization that receives a donation from the Group
- (9) A person who has fallen under any of the above categories 1 through 8 in the past three years
- (10) Relatives within the second degree of kinship of a person falling under any of the above categories 1 through 9

## Proposal No. 4: Election of Two Substitute Audit & Supervisory Board Members

The Company proposes the election of two substitute Audit & Supervisory Board Members, to prepare for cases when the number of Audit & Supervisory Board Members falls below the number set forth in laws and regulations.

Candidate Mr. Kazutoshi Araki was elected as a substitute Audit & Supervisory Board Member at the 36th Annual General Meeting of Shareholders held on October 26, 2022, and his election is effective until the commencement of this General Meeting of Shareholders. Accordingly, the Company again proposes his election as a substitute for Audit & Supervisory Board Members who are not Outside Audit & Supervisory Board Members, and also proposes the new election of candidate Ms. Mayumi Tanabe (née Mayumi Takeda) as a substitute for Outside Audit & Supervisory Board Members.

The Company has obtained consent for this proposal from the Audit & Supervisory Board.

The candidates for substitute Audit & Supervisory Board Member are as follows.

Candidate number	Name (Date of birth)	Career summary and position at the Company (Status of significant concurrent positions)	Number of shares of the Company owned
1	Kazutoshi Araki (August 31, 1976)	<p>April 1999      Joined the Company</p> <p>April 2005      Area Manager, Kansai Sales Group, the Company</p> <p>March 2010      General Manager, Internal Audit Office, the Company</p> <p>May 2017        General Manager, Audit Department, the Company</p> <p>August 2023     General Manager, Auditor Office, the Company (current position)</p>	16,749 shares
<p>(Reason for nomination as a candidate for substitute Audit &amp; Supervisory Board Member)</p> <p>Mr. Kazutoshi Araki has served as the person responsible for internal audit departments of the Company over many years and has abundant operational experience, achievements, and insight. Accordingly, the Company has determined that he is suitably qualified to conduct appropriate audits, and has therefore nominated him as a candidate for substitute Audit &amp; Supervisory Board Member.</p>			

Candidate number	Name (Date of birth)	Career summary and position at the Company (Status of significant concurrent positions)	Number of shares of the Company owned
2	Mayumi Tanabe  Née: Mayumi Takeda (April 5, 1979)	<p>October 2002    Joined ChuoAoyama Audit Corporation September 2006    Joined Arata Audit Corporation April 2011        Representative, Mayumi Takeda Certified Public Accountant Office (current position) June 2011        Director, Takeda Construction Co., Ltd. (current position) February 2014    Affiliated with Ishikawa Office Accounting, Tax Accountancy Corporation June 2015        Outside Audit &amp; Supervisory Board Member, Saylor Advertising, Inc. June 2020        Affiliated with Hiroyuki Hashikawa Office, Certified Public Tax Accountant (current position) June 2021        Outside Director and Audit and Supervisory Committee Member, Saylor Advertising, Inc. (current position)</p> <p>(Status of significant concurrent positions) Representative, Mayumi Takeda Certified Public Accountant Office Director, Takeda Construction Co., Ltd. Outside Director and Audit and Supervisory Committee Member, Saylor Advertising, Inc.</p>	– shares
<p>(Reason for nomination as a candidate for substitute Outside Audit &amp; Supervisory Board Member) Ms. Mayumi Tanabe has specialized knowledge developed as a certified public accountant, as well as advanced insight and abundant experience related to corporate accounting, and also participates in corporate management as Outside Director (Audit and Supervisory Committee Member) of another listed companies and as a Director of an unlisted company. The Company has determined that she can be expected to utilize this knowledge to perform audits from an independent standpoint, and has therefore nominated her as a candidate for substitute Outside Audit &amp; Supervisory Board Member.</p>			

- Notes: 1. There are no special interests between Mr. Kazutoshi Araki and Ms. Mayumi Tanabe and the Company.  
2. Ms. Mayumi Tanabe is a candidate for substitute Outside Audit & Supervisory Board Member.  
3. Since Ms. Mayumi Tanabe registered as a certified public accountant under her former name, her former name is also listed.  
4. If Mr. Kazutoshi Araki and Ms. Mayumi Tanabe are appointed as Audit & Supervisory Board Members, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company intends to enter into an agreement with them to limit their liability for damages as provided for in Article 423, paragraph (1) of the same. The maximum amount of liability for damages under this agreement will be the amount set forth in laws and regulations.  
5. The Company has entered into a directors and officers liability insurance policy with an insurance company. This insurance policy covers damages incurred by the insured when they bear liability in relation to the performance of their duties or when they are subject to claims pertaining to the pursuit of such liability. If Mr. Kazutoshi Araki and Ms. Mayumi Tanabe are appointed as Audit & Supervisory Board Members, they will be included as members of the insured under this insurance policy. The Company intends to renew this insurance policy at the expiration of the policy period.  
6. The “Number of shares of the Company owned” indicates the number of shares owned as of July 31, 2023.

#### 1. Reason for the Proposal and Reasons it is Considered Reasonable

At the 30th Annual General Meeting of Shareholders held on October 26, 2016, the Company received approval for the introduction of a performance-linked share-based remuneration plan, the “Board Benefit Trust (BBT)” (the “existing BBT plan”), and this plan has remained unchanged until the present (this resolution at the above General Meeting of Shareholders is hereinafter referred to as the “original resolution”).

The Company has now decided to partially revise the existing BBT plan to apply to Directors of the Company (excluding Outside Directors; hereinafter, the same applies unless otherwise specified), as well as executive officers of the Company and Directors and executive officers of subsidiaries of the Company (excluding Outside Directors) (hereinafter, collectively referred to as the “Eligible Officers”), and to revise the existing BBT plan to a “Board Benefit Trust-Restricted Stock (BBT-RS)” plan (this “Plan”), which imposes transfer restrictions covering the period until retirement on shares granted.

Accordingly, the Company requests shareholders’ approval to revise the existing BBT plan to this Plan.

Under this proposal, remuneration based on this Plan will be paid to Directors of the Company separately to the amount of remuneration for Directors approved at the 27th Annual General Meeting of Shareholders held on October 30, 2013 (not more than 300 million yen per year; provided, however, this does not include salaries as employees). Accordingly, the Company requests approval for the specific calculation method for the amount of remuneration, etc., and the specific details of remuneration, etc. The Company proposes to delegate the determination of the details of this Plan to the Board of Directors, within the framework set forth below in item 2.

As with the original resolution, the purpose of this proposal is to clarify the link between the remuneration of the Eligible Officers and the Company’s business performance and share value, and to raise awareness of contributing to enhancing business performance over the medium to long term and increasing corporate value, by ensuring that Eligible Officers share with shareholders not only the benefits of a rising share price, but also the risk of a falling share price. The details of the Company’s policies for determining the details of remuneration for individual Directors, etc., are as described in “2. (3) 4) a. Policies Related to Determining the Details of Officer Remuneration, etc.” in the “Business Report. (Japanese only)” Subject to the approval of this proposal, however, the Company plans to change the details therein to those described on pages 23 and 24. In addition, these revisions have been deliberated by the Nomination and Remuneration Committee, a majority of whose members are independent Outside Directors.

Taking into consideration factors such as the objective of this proposal, the fact that it is consistent with the above policies after the change, and the fact that it has been deliberated by the Nomination and Remuneration Committee, the Company considers the content of this proposal to be appropriate.

If Proposal No. 3 is approved and passed as originally proposed, there will be four Directors of the Company who are eligible for this Plan.

Furthermore, in line with these revisions, for the fiscal year ended July 31, 2023, the granting of the Company’s shares and cash equivalent to the monetary value of the Company’s shares converted at market value based on points awarded to Directors of the Company (the “Company’s shares, etc.”) will be made at the time of retirement, in principle, in accordance with the original resolution, as before.

2. Details of these Revisions (Specific Calculation Method for the Amount of Remuneration, etc., and the Specific Details of Remuneration, etc., Under this Plan)

The details of the existing BBT plan will be partially revised into this Plan, as follows.

- (1) Outline of this Plan

This Plan is a performance-linked share-based remuneration plan in which the Company's shares are acquired through a trust (the trust established under the existing BBT plan is hereinafter referred to as the "Trust") using cash contributed by the Company, and the Company's shares, etc., are granted to Eligible Officers through the Trust in accordance with the Officer Share Benefit Regulations established by the Company. In principle, the timing for the Eligible Officers to be granted the Company's shares shall be a fixed time each year, and the timing for the Eligible Officers to be granted the cash equivalent to the monetary value of the Company's shares converted at market value shall be the time of retirement of the Eligible Officer, in principle. If Eligible Officers are granted the Company's shares while in office, the Eligible Officers will enter into a transfer restriction agreement with the Company as described in item 3 below, prior to the granting of the Company's shares. As a result, the disposal by transfer, etc., of shares of the Company granted to Eligible Officers while in office will be restricted until the retirement of the Eligible Officers.

- (2) Persons Eligible for this Plan

Directors and executive officers of the Company and Directors and executive officers of subsidiaries of the Company (Outside Directors and Audit & Supervisory Board Members are not eligible for this Plan). To ensure that they contribute to the enhancement of business performance over the medium to long term and increasing corporate value, and thereby sharing with shareholders an awareness of enhancing the value of shares, the Company has added executive officers of the Company and Directors and executive officers of subsidiaries of the Company (excluding Outside Directors) as persons eligible for this Plan.

- (3) Trust Period

From January 6, 2017, until the Trust is terminated (the Trust will continue as long as no specific end date is set for the trust period and this Plan continues. This Plan will be terminated in the event of the delisting of the Company's shares, the abolition of the Officer Share Benefit Regulations, etc.).

- (4) Trust Amount

The Company has established the Trust by contributing funds necessary for the Trust to acquire in advance the number of shares reasonably expected to be necessary to grant shares under the existing BBT plan for a certain period of time. Within the scope approved by the original resolution, at the beginning of the trust period as described in the above item (3), the Company contributed 90 million yen to the Trust as funds for the acquisition of the Company's shares by the Trust in order to grant the Company's shares, etc., to Directors of the Company for the three fiscal years from the fiscal year ended on July 31, 2017, to the fiscal year ended on July 31, 2019. The Trust shall continue to exist as a trust under this Plan after revisions based on the resolution of this proposal.

Subject to shareholders' approval of this proposal, the existing BBT plan will be revised to this Plan and the Company will contribute the following cash to the Trust as funds for the acquisition of the Company's shares by the Trust in order to grant the Company's shares, etc., to Eligible Officers based on this Plan, for the four fiscal years from the fiscal year ending on July 31, 2024, to the fiscal year ending on July 31, 2027 (hereinafter, this period of four fiscal years is referred to as the "Initial Target Period," and the Initial Target Period and each period of three fiscal years starting after the expiration of the Initial Target Period are referred to as "Target Periods"), and for each Target Period thereafter.

The Company will make an additional contribution to the Trust of cash in an amount equivalent to the funds expected to be required for the Initial Target Period. The maximum number of points to be awarded to Eligible Officers for each period of three fiscal years corresponding to medium-term management plan periods under this Plan is 71,000 points, as described in (6) below. Accordingly, when making this additional contribution, the Company will contribute to the Trust funds reasonably expected to be necessary to acquire up to 89,000 shares, which is the sum of the maximum number of points for the three fiscal years and the maximum number of points for the single fiscal year ending on July 31, 2024, 18,000 points, taking into consideration the immediate prior closing price of the Company's common shares in ordinary trading on the Tokyo Stock Exchange.

Furthermore, for reference, if the closing price of 3,230 yen on September 21, 2023, is applied, the funds required in accordance with the above will be 287 million yen. Provided, however, that when making this additional contribution, if there are any of the Company's shares (excluding shares of the Company equivalent to the number of points awarded to Eligible Officers for which the granting of shares to the Eligible Officers has not yet been completed) ("residual shares") and cash (hereinafter, referred to together with the residual shares as "residual shares, etc.") remaining in the Trust on the day immediately before the start of the Initial Target Period, these residual shares, etc., will be allotted as funds for benefits based on this Plan during the Initial Target Period, and the amount of additional contribution shall be calculated after taking into consideration these residual shares, etc. When the Company makes a decision concerning the additional contribution, it will disclose related information in a timely and appropriate manner.

In addition, even after the expiration of the Initial Target Period, until the end of this Plan, the Company will, in principle, make an additional contribution to the Trust for each Target Period, consisting of the funds recognized as necessary for the Trust to acquire shares in advance, after reasonably anticipating the number of shares necessary to provide benefits to Eligible Officers under this Plan. Provided, however, that when making such additional contributions, if there are any residual shares, etc., these residual shares, etc., shall be allotted as funds for benefits based on this Plan for subsequent Target Periods, and the amount of any additional contribution shall be calculated after taking into consideration these residual shares, etc. When the Company makes a decision concerning the additional contribution, it will disclose related information in a timely and appropriate manner.

Note: The amount of money that the Company actually contributes to the Trust will be the sum of the above funds for acquiring shares and the estimated amount of trust fees and other necessary expenses.

(5) Method of Acquisition of the Company's Shares by the Trust and Number of Shares to be Acquired

The acquisition of the Company's shares by the Trust will be conducted through the exchange market or by underwriting the disposal of treasury shares held by the Company, using the funds contributed pursuant to item (4) above. For the three fiscal years from the fiscal year ended on July 31, 2017, through the fiscal year ended on July 31, 2019, 34,700 shares were acquired through the exchange market.

The acquisition of the Company's shares by the Trust for the Initial Target Period (the four fiscal years from the fiscal year ending on July 31, 2024, to the fiscal year ending on July 31, 2027) will be performed without delay after the additional contribution, for a maximum total of 89,000 shares together with any residual shares, through the exchange market or by underwriting the disposal of treasury shares held by the Company. The Company will disclose the details of the Trust's acquisition of the Company's shares in a timely and appropriate manner.



(6) Maximum Number of the Company's Shares, etc., to be Granted to the Eligible Officers

Eligible Officers will be awarded a fixed number of points for each fiscal year in consideration of their rank, level of achievement of business performance targets, etc., in accordance with the Officer Share Benefit Regulations, and in the fiscal year following the fiscal year in which each medium-term management plan period ends, a fixed number of points will be awarded in consideration of their rank, level of achievement of business performance targets in the medium-term management plan, etc. The total number of points to be granted to Eligible Directors for each period of three fiscal years corresponding to a medium-term management plan period shall be up to 71,000 points (including 52,000 points for Directors of the Company). Furthermore, the maximum number of points to be awarded for the fiscal year ending July 31, 2024, is 18,000 points (including 14,000 points for Directors of the Company). This amount has been determined after comprehensive consideration of factors such as the current level of remuneration for directors (and other officers), trends in the number of Eligible Officers, and the future outlook, and is thus deemed appropriate.

When granting the Company's shares, etc., as described in the below item (7), points awarded to Eligible Officers will be converted at a rate of one share of the Company's common stock per point (provided, however, that if a share split, gratis allotment of shares, consolidation of shares, etc., is carried out with respect to the Company's shares after the approval of this proposal, the maximum number of points and the number of points already awarded, or the conversion ratio, will be reasonably adjusted in accordance with the ratio thereof, etc.).

The ratio of the number of shares equivalent to the maximum number of points to be awarded to Eligible Officers per three fiscal years, 71,000 shares, to the total number of issued shares, 11,622,236 shares (as of July 31, 2023, after deducting treasury shares), is approximately 0.6%.

In principle, the number of points of Eligible Officers used as the standard when granting shares of the Company, etc., as described in the below item (7) shall be the number of points awarded to Eligible Officers prior to the vesting of beneficiary rights as described in the below item (7) (the points calculated in this way are hereinafter referred to as the "final number of points").

(7) Specific Calculation Method for the Granting of the Company's Shares, etc., and the Amount of Remuneration, etc.

At a certain time each year, Eligible Officers who meet the beneficiary requirements will be granted a number of the Company's shares corresponding to the "final number of points" determined in accordance with the above item (6) from the Trust, in principle, by conducting the prescribed beneficiary confirmation procedures. In the event, however, that the requirements set forth in the Officer Share Benefit Regulations are met, in principle, Eligible Officers will be granted cash equivalent to the market value of the Company's shares at the time of retirement in lieu of being granted the Company's shares, for a certain percentage of the points. The Company's shares may be sold by the Trust in order to grant this cash.

Furthermore, if Eligible Officers are granted the Company's shares while in office, the Eligible Officers will enter into a transfer restriction agreement with the Company as described in item 3 below, prior to the granting of the Company's shares. As a result, the disposal by transfer, etc., of shares of the Company granted to Eligible Officers while in office will be restricted until the retirement of the Eligible Officers.

In addition, even if an Eligible Officer has been awarded points or has received benefits, he or she will not be entitled to receive benefits if a resolution concerning his or her dismissal is passed at a General Meeting of Shareholders or meeting of the Board of Directors, if he or she resigns owing to certain illegal acts committed during his or her term of office, or if he or she engages in inappropriate acts that cause damage to the Company during his or her term of office, etc.

The amount of remuneration, etc., to be received by Directors of the Company shall be based on the amount obtained by multiplying the total number of points to be awarded to the relevant Directors by the book value per share of the Company held by the Trust when the points are awarded (provided, however, that if a share split, gratis allotment of shares, consolidation of shares, etc., is carried out with respect to the Company's shares, reasonable adjustments will be made in accordance with the ratio thereof, etc.). In addition, in exceptional cases where cash is granted in accordance with the provisions of the Officer Share Benefit Regulations, if it is deemed appropriate, the amount of remuneration, etc., shall include any such amount.

(8) Exercise of Voting Rights

Voting rights for the Company's shares in the Trust Account shall not be exercised at all, based on the instructions of the trust administrator. Through this method, the Company intends to ensure neutrality toward the management of the Company in relation to the exercise of voting rights for the Company's shares in the Trust Account.

(9) Treatment of Dividends

Dividends for the Company's shares in the Trust Account will be received by the Trust and allocated to funds for the acquisition price of the Company's shares, trust fees for the trustee of the Trust, etc. In the event of termination of the Trust, dividends, etc., remaining in the Trust will be granted to the Eligible Officers in office at that time, in proportion to the number of points held by each Eligible Officer, in accordance with the provisions of the Officer Share Benefit Regulations.

(10) Treatment when the Trust is Terminated

The Trust will be terminated in the event of the delisting of the Company's shares, the abolition of the Officer Share Benefit Regulations, etc.

Of property remaining in the Trust at the time of termination of the Trust, the Company will acquire all of the Company's shares without consideration and cancel them by resolution of the Board of Directors. Of property remaining in the Trust at the time of termination of the Trust, for any cash, the amount remaining after subtracting cash to be granted to the Eligible Officers pursuant to item (9) above will be granted to the Company.

3. Outline of the Transfer Restriction Agreement Pertaining to the Company's Shares to be Granted to Eligible Officers

In the event that an Eligible Officer is granted the Company's shares during his or her term of office, the Eligible Officer shall, prior to being granted the Company's shares, enter into a transfer restriction agreement (the "Transfer Restriction Agreement") with the Company, which shall, as a summary, include the following (the granting of the Company's shares to the Eligible Officers shall be subject to the conclusion of the Transfer Restriction Agreement). Provided, however, that in cases where the Eligible Officer has already retired when the shares are granted, etc., the Company's shares may be granted without entering into the Transfer Restriction Agreement.

(1) Details of the Transfer Restrictions

Eligible Officers may not transfer, create security interests, or otherwise dispose of shares of the Company that they have been granted, during the period from the day on which they are granted the Company's shares until the day on which they retire from all positions as an officer of the Company or a subsidiary of the Company (hereinafter, referred to as the "Group").

(2) Acquisition Without Consideration by the Company

In the event of certain illegal acts, etc., or in the event that the requirements for lifting the transfer restrictions described in item (3) below are not satisfied, the Company shall acquire the relevant shares without consideration.

(3) Lifting of Transfer Restrictions

In the event that an Eligible Officer resigns from all positions as an officer of the Group for justifiable reasons or resigns owing to his or her death, the transfer restrictions shall be lifted at such time.

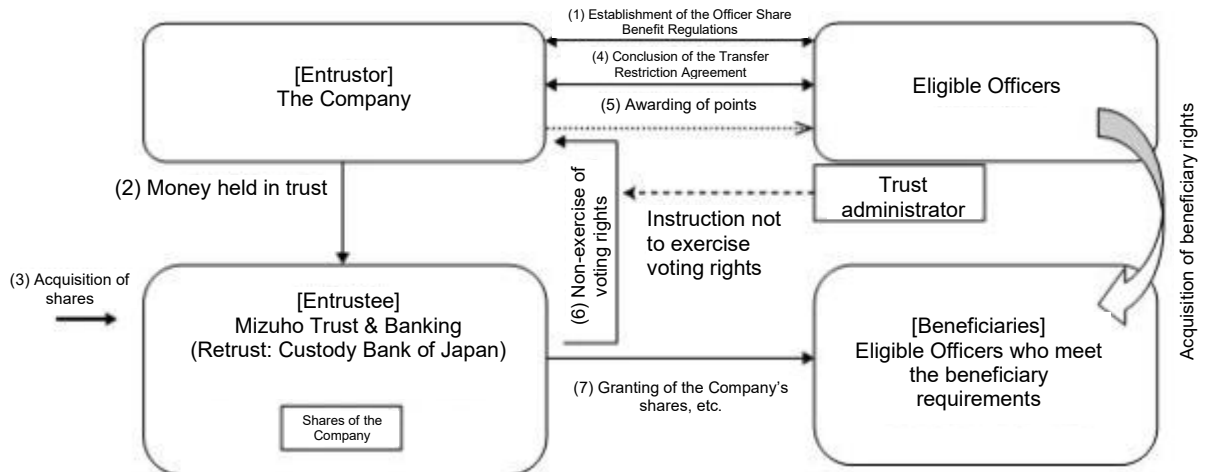
(4) Treatment of Organizational Restructuring, etc.

In the event that a merger agreement where the Company is the disappearing company or other matters concerning organizational restructuring, etc., are approved at a General Meeting of Shareholders, etc., of the Company during the transfer restriction period, the transfer restrictions shall be lifted immediately prior to the business day preceding the effective date of such organizational restructuring, etc., by resolution of the Board of Directors of the Company.

During the transfer restriction period, shares of the Company subject to transfer restrictions under the Transfer Restriction Agreement will be managed in a dedicated account opened by the Eligible Officers at a securities company designated by the Company, to ensure that they cannot be transferred, have security interests created, or otherwise be disposed of during the transfer restriction period.

In addition to the above, the contents of the Transfer Restriction Agreement will include the method of manifestation of intention and notification in the Transfer Restriction Agreement, the method of revision of the Transfer Restriction Agreement, and other matters specified by the Board of Directors.

< Reference: the Plan Framework >



- (1) The Company will revise the “Officer Share Benefit Regulations” within the scope of the framework approved in this proposal.
- (2) The Company will hold money in trust within the scope approved in this proposal.
- (3) The Trust will acquire the Company’s shares using the cash entrusted in (2) through the exchange market or by underwriting the disposal of treasury shares held by the Company.
- (4) The Eligible Officers will enter into a transfer restriction agreement with the Company to the effect that the disposal of the Company’s shares granted during their term of office through transfer, etc., will be restricted until the retirement of the Eligible Officers, and that will also include certain clauses related to acquisition without consideration by the Company, etc.
- (5) The Company will award points to Eligible Officers in accordance with the “Officer Share Benefit Regulations.”
- (6) The Trust will not exercise voting rights for the Company’s shares in the Trust Account, in accordance with the instructions of a trust administrator independent of the Company.
- (7) At a certain time each year, the Trust will grant the Company’s shares to Eligible Officers who meet the beneficiary requirements set forth in the “Officer Share Benefit Regulations” (“beneficiaries”) in accordance with the number of points awarded to these beneficiaries. In the event, however, that an Eligible Officer satisfies the requirements set forth in the “Officer Share Benefit Regulations,” the Eligible Officer will be granted cash equivalent to the market value of the Company’s shares at the time of retirement for a certain percentage of his or her points.

< Reference: Policies Related to Determining the Details of Remuneration for Individual Directors, etc. >  
Policies Related to Determining the Details of Officer Remuneration, etc.

The Board of Directors decides the remuneration, etc., of Directors, within the range of the total remuneration approved at the General Meeting of Shareholders, in accordance with the Officer Remuneration Regulations, after consulting the Nomination and Remuneration Committee, a voluntary advisory body, as part of a remuneration system that corresponds to the roles and responsibilities of officers. In addition, the Board of Directors has passed a resolution concerning policies for determining the details of individual remuneration, etc., for Directors, based on various reports from the Nomination and Remuneration Committee. An outline of these policies is as follows.

(1) Basic Policy

In principle, the remuneration, etc., of the Company's officers should motivate officers to fulfill their responsibilities in an ambitious manner, thereby contributing to sustainable growth and the improvement of corporate value, as well as contributing to society. Accordingly, the basic policy of the Company is to have a structure as follows, taking into consideration remuneration levels for the Company's Directors and the results of external surveys of levels at other companies: (1) a system that is competitive in the global market in order to secure and retain excellent management personnel who will implement and promote the TORIKI Way, which is the Group's common values, in Japan and overseas; (2) remuneration for Executive Directors should consist of fixed remuneration, as well as remuneration that is linked to short-term and medium- to long-term business performance and shareholder value; (3) remuneration for Outside Directors should be appropriate for the scale of the business and their role, and should take into account their contribution to the improvement of corporate value; (4) transparency and objectivity should be ensured through the Nomination and Remuneration Committee when determining the remuneration of Directors; and (5) remuneration for Audit & Supervisory Board Members should consist only of fixed remuneration.

In accordance with the above policy, remuneration for the Company's Directors (excluding Outside Directors) consists of basic remuneration as fixed remuneration and performance-linked remuneration (bonuses and share-based remuneration). Outside Directors, who fulfill a supervisory function, are paid only basic remuneration (in the case of the chair of the Nomination and Remuneration Committee, an allowance for the chair is added), while the remuneration of Audit & Supervisory Board Members consists only of basic remuneration from the viewpoint of maintaining a high level of independence.

(2) Policy on Basic Remuneration (Including Policy for Determining the Timing or Conditions for Granting Remuneration, etc.)

Basic remuneration for the Company's Directors is fixed monthly remuneration, and is determined in accordance with rank and responsibilities, after comprehensive consideration, taking into account factors such as levels at other companies and levels of employee salaries. Basic remuneration for Audit & Supervisory Board Members is determined by discussion within the Audit & Supervisory Board, taking into account factors such as whether Audit & Supervisory Board Members are full-time or part-time and the status of the division of duties.

(3) Policy on Performance-Linked Remuneration, etc. (Including Policy for Determining the Timing or Conditions for Granting Remuneration, etc.)

Performance-linked remuneration, etc., for Directors (excluding Outside Directors) is paid as monetary remuneration in the form of a lump sum at a certain time after business performance has been determined, using the level of achievement of the rate of growth in consolidated net sales and profit attributable to owners of parent in forecasts of business performance, as well as individual assessments, as indicators, with the objective of increasing incentives to improve business performance in each fiscal year.

- (4) Policy on Non-monetary Remuneration, etc. (Including Policy for Determining the Timing or Conditions for Granting Remuneration, etc.)

Non-monetary remuneration, etc., for Directors (excluding Outside Directors) consists of the “Board Benefit Trust-Restricted Stock (BBT-RS),” which imposes transfer restrictions on shares granted until retirement. In this remuneration, a number of the Company’s shares calculated using the calculation method set forth in the Officer Share Benefit Regulations are granted at a certain time each year, in principle, with the objective of clarifying the link between Directors’ remuneration and the Company’s business performance and share value, and raising awareness of contributing to the improvement of medium- to long-term business performance and the increase of corporate value by ensuring that Directors share with shareholders not only the benefits of rising share prices but also the risk of falling share prices. A certain percentage of this remuneration is paid as cash at the time of retirement.

At the 25th Annual General Meeting of Shareholders held on October 21, 2011, the total amount of remuneration for Audit & Supervisory Board Members of the Company was approved as “up to 30 million yen per year,” and this amount has remained unchanged until the present.

Twelve years have passed since the last revision to the remuneration of Audit & Supervisory Board Members, and during this time, the scope of duties of Audit & Supervisory Board Members has greatly expanded owing to factors such as the listing of shares, expansion of business scale, changes in the business environment, and strengthening of the corporate governance system. Furthermore, as a listed company that has selected the Prime Market, the roles and responsibilities expected of Audit & Supervisory Board Members are rapidly expanding as the Company works to enhance its good quality corporate governance system to enable it to meet the trust of society.

At the Company, it is necessary to further strengthen the functions and systems of audits by Audit & Supervisory Board Members. In order to achieve a level of remuneration commensurate with the roles and responsibilities expected of Audit & Supervisory Board Members and in anticipation of an increase in the number of Audit & Supervisory Board Members from a medium- to long-term perspective, in order to achieve a level of remuneration that will enable the Company to secure human resources to undertake Audit & Supervisory Board Member audits, the Company proposes to revise the total amount of remuneration for Audit & Supervisory Board Members to “up to 80 million yen per year.”

Furthermore, the Company currently has three Audit & Supervisory Board Members.