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To shareholders:

Securities Code: 6547
September 8, 2022

5-3, Hamada-cho, Yokkaichi-shi, Mie Prerfecture

GREENS Co., LTD.

Takeya Muraki, President & Representative Director

Notice of Convocation of the 59th Ordinary General Meeting of Shareholders

Thank you for your continued support.

We are pleased to inform you that we will hold the 59th Ordinary General Meeting of Shareholders as follows. To reduce the risk of contracting new coronavirus (COVID-19) infections, we will reduce the number of seats at venues. We highly recommend you to refrain from attending the meeting in person and exercise your voting rights in writing or via the Internet in advance. Please review the "Reference Materials for the General Meeting of Shareholders" below, and, having referred to the "Guide to Exercising of Voting Rights" on page 2, either indicate your approval or disapproval of each of the proposals on the enclosed Voting Rights Exercise Form and return it to us or enter your approval or disapproval on the website designated by the Company for exercising voting rights (https://evote.tr.mufg.jp/). You are kindly requested to exercise your voting rights, either in writing or via the Internet, by 6:00 p.m. on Wednesday, September 28, 2022.

Date and time:	Thursday, September 29, 2022, 10:00 a.m. (Registration opens at 9.30 a.m.)	
Place:	"Ise-no-ma" Room, 6th Floor, Hotel Green Park Tsu 700 Hadokoro-cho, Tsu-shi, Mie	
Meeting Agenda:	Items to be Reported: 1. The Business Report and Consolidated Financial Statements for the 59th Fiscal Period (July 1, 2021, to June 30, 2022) and the Audit Reports on the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee. 2. Report on the Financial Statements for the 59th Fiscal Period (July 1, 2021, to June 30, 2022).	
	Proposals Proposal 1: Appropriation of Surplus to be Proposal 2: Partial Amendments to the Articles of Incorporation resolved: Proposal 3: Election of Nine (9) Directors (excluding those who are members of the Audit and Supervisory Committee)	
Instructions for exercise of voting rights. etc.:	Please refer to the "Voting Instructions" on page 2.	

- © When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the venue reception on the day of the meeting.
- The consolidated statements of changes in shareholders' equity, the statements of changes in shareholders' equity, and the notes to consolidated financial statements and the notes to non-consolidated financial statements are posted on our website in accordance with laws and regulations and Article 14 of our Articles of Incorporation, and these are not included in the accompanying documents of this notice. Therefore, the accompanying documents of this Notice of Convocation are part of the scope of audits conducted by the Audit and Supervisory Committee and the Accounting Auditor when preparing the Audit Report and the Accounting Audit Report.
- © If any revisions are made to the Reference Materials for the General Meeting of Shareholders, the Business Reports, the Non-consolidated Financial Statements and the Consolidated Financial Statements, the revised information will be posted on our website below.
- O Souvenirs will not be presented to shareholders who attend the meeting.
- © Resolution results at this Ordinary General Meeting of Shareholders will be posted on our website below after the end of this meeting.

Our website: https://www.kk-greens.jp/ir

Voting Instructions

Exercising voting rights at the General Meeting of Shareholders is an important right for all shareholders. Please exercise your voting rights after reviewing the Reference Materials for the General Meeting of Shareholders below.

There are three methods for exercising your voting rights as detailed below.

1. Exercising voting rights by attending the General Meeting of Shareholders

When attending the meeting, please submit the Voting Rights Exercise Form at the reception desk

Date and time of the meeting: Thursday, September 29, 2022, 10:00 a.m.

2. Exercising voting rights by mail (recommended)

Please indicate your approval or disapproval of each of the proposals on the enclosed Voting Rights Exercise Form and return it by mail.

Expiration date: Delivery no later than 6:00 p.m. on Wednesday, September 28, 2022

3. Exercising your voting rights via the Internet (recommended)

Please access the "Voting Rights Website" and indicate your approval or disapproval of each of the proposals according to the guides on the screen.

Voting Rights Website: https://evote.tr.mufg.jp/

Expiration date: No later than 6:00 p.m. on Wednesday, September 28, 2022

Information on Electronic Voting Platform (for Institutional Investors)

For institutional investors, the Electronic Voting Platform operated by ICJ, Inc. is available only if requested in advance.

Reference Materials for the General Meeting of Shareholders

Proposal 1

Appropriation of Surplus

Based on a policy of continuous and stable dividends to our shareholders, we distribute profits in consideration of our performance and our medium-term management plan.

For the fiscal year under review, the Company has decided not to pay dividends on common stock. This is because, in light of the impairment of net assets resulting from the recording of a net loss up to the previous fiscal year, we determined that we should prioritize the recovery of our financial position to a sound financial position that takes into account business risks. With respect to the Class A Preferred Stock and Class B Preferred Stock, we will pay dividends in accordance with prescribed calculations at the time of issuance.

We will steadily implement the priority measures of the new medium-term management plan, strive to quickly stabilize our financial base and build stable profitability, and work to resume dividend payments to ordinary shareholders at an early stage.

We intend to pay dividends to the Class A and Class B preferred shares from other capital surplus as follows.

Type of assets to be distributed	Cash
	Class A Preferred Stock: 27,945.21 yen per share
Matters concerning the allocation of	Total: 167,671,260 yen
dividend assets and the total amount	Class B Preferred Stock: 27,945.21 yen per share
	Total: 13,972,605 yen
The date on which the said distribution of surplus will take effect	September 30, 2022

Proposal 2

Partial Amendments to the Articles of Incorporation

- 1. Reasons for this proposal
- (1) As the amended provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019) came into force on September 1, 2022, the Articles of Incorporation of the Company will be amended as follows in order to prepare for the introduction of the electronic provision system of materials for General Meetings of Shareholders.
 - ① The proposed amendments to Article 14, Paragraph 1 shall stipulate that the Company takes the electronic provision measure for information included in the reference document for General Meeting of Shareholders, etc.
 - ② The proposed amendments to Article 14, Paragraph 2 shall establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
 - ③ The provisions related to the Disclosure on Internet of Reference Materials for General Meeting of Shareholders Deemed and Deemed Provision of that Information (Article 14 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
 - ④ In line with the above establishment and deletion of the provisions, supplementary provisions shall be established.
- (2) The minutes of the General Meeting of Shareholders are required by law to be prepared, but the Chairperson and the Directors present at the meeting are not required to affix their names and seals to the minutes; therefore, the provision in Article 17 of the current Articles of Incorporation regarding the affixing of names and seals is to be deleted.

2. Proposed amendments

Shareholders are asked to approve the following amendments.

(changes are underlined)

Current Articles of Incorporation	Proposed amendments
(Disclosure on Internet of Reference Materials for General Meeting of Shareholders Deemed and Deemed Provision of that Information) Article 14. If the Company discloses information relating to matters stated or indicated in reference documents, business report, accounting documents and consolidated financial statements in connection with convening the General Meeting of Shareholders through the Internet pursuant to the Ordinance of the Ministry of Justice, the Company may deem that it has provided the same to shareholders.	(Deleted)
(Newly established)	(Electronic Provision Measure, Etc.) Article 14. The Company shall, when convening a general meeting of shareholders, take the electronic provision measure for information included in the reference document for general meeting of shareholders, etc. 2. Among the matters subject to the electronic provision measure, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.
(Minutes of the General Meeting of Shareholders) Article 17. The summary of proceedings and results of the General Meeting of Shareholders and other matters stipulated by laws and regulations shall be entered or recorded in the minutes, and the Chairperson and the Directors present at the meeting shall affix their names and seals thereto or sign them electronically.	(Minutes of the General Meeting of Shareholders) Article 17. The summary of proceedings and results of the General Meeting of Shareholders and other matters stipulated by laws and regulations shall be entered or recorded in the minutes.

(Supplementary Provisions)

(Transitional Measures Concerning Exemption of Corporate Auditors from Liability)

1. The agreement to limit liability for damages under Article 423, Paragraph 1 of the Companies Act for the acts of Outside Corporate Auditors (including persons who were previously Outside Corporate Auditors) prior to the conclusion of the Extraordinary General Meeting of Shareholders held on March 28, 2016, shall be set forth the provisions of Article 39 of the Articles of Incorporation prior to the amendment by the resolution of the Extraordinary General Meeting of Shareholders.

(Newly established)

(Supplementary Provisions)

(Transitional Measures Concerning Exemption of Corporate Auditors from Liability)

Article 1. The agreement to limit liability for damages under Article 423, Paragraph 1 of the Companies Act for the acts of Outside Corporate Auditors (including persons who were previously Outside Corporate Auditors) prior to the conclusion of the Extraordinary General Meeting of Shareholders held on March 28, 2016, shall be set forth the provisions of Article 39 of the Articles of Incorporation prior to the amendment by the resolution of the Extraordinary General Meeting of Shareholders.

(Transitional Measures Concerning Electronic Provision of Materials for General Meeting of Shareholders)

Article 2. Article 14 of the Articles of Incorporation (Disclosure on Internet of Reference Materials for General Meeting of Shareholders Deemed and Deemed Provision of that Information) shall remain in force with respect to General Meetings of Shareholders whose date is within six months of September 1, 2022 (the "Effective Date").

2. Article 2 of these Supplementary Provisions shall be deleted after the date on which six months have elapsed from the Effective Date or three months have elapsed from the date of the Shareholders' Meeting outlined in the preceding paragraph, whichever is later.

Proposal 3

Election of Nine (9) Directors (excluding those who are members of the Audit and Supervisory Committee)

All seven directors (excluding those who are members of the Audit and Supervisory Committee; the same in this proposal below) will expire at the time of the conclusion of this meeting. In addition, Director Tomohide Hasegawa resigned the director effective May 2, 2022 due to retirement. The Company has decided to increase the number of directors by two in order to strengthen its management system, and has requested the appointment of nine directors.

The candidates of Directors are decided at the Board of Directors meeting based on a recommendation of Nomination and Compensation Committee, which is chaired by the Company's Outside Director.

The Company has considered this matter at the Audit and Supervisory Committee, and it has determined that all of board candidates are suitable.

The candidates for directors are as follows.

Candidate No.	Name	Current Position and Responsibilities	Attribute
1	Takeya Muraki	President & Representative Director	Reelection
2	Kiyoshi Matsui	Chairman of the Board	Reelection
3	Makoto Sakakieda	Managing Director (In Charge of Sales Division) General Manager of Sales Division, Greens Hotels	Reelection
4	Kenji Shimizu	Director General Manager of Business Planning Division	Reelection
5	Naoko Suzuki	Director General Manager of Human Resources Division	Reelection
6	Hiroya Ito	Director General Manager of Administration Division	Reelection
7	Keitaro Yamashiro	Director General Manager of Sales Division, Choice Hotels	Reelection
8	Takahiko Ito	Executive Officer	Newly appointed
9	Kunioki Kodama	-	Newly appointed Outside Independent
Reelecti	Board of Directors appointe Board of	Candidates for the Outside Directors Outside Directors	Independent Board of Directors

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
1 Reelecti	Takeya Muraki (November 7, 1972)	January 1997: Joined the Company September 2001: Director September 2004: Managing Director September 2013: Senior Managing Director In Change of Sales and Business Development Office September 2018: President & Representative Director (current position) [Status of important concurrent positions] President, Choice Hotels Japan Co., Ltd. President, Shinryoku Co., Ltd. President, TM Corporation	1,060,400 shares

Reason for nomination as a candidate for director

Since his appointment as President & Representative Director from September 2018, Mr. Muraki has been making a strong corporate structure for business continuity and development with his management know-how as a hotel operator, industry experience, and outstanding leadership and decision-making skills, which he has cultivated since joining the Company. Based on his wealth of industry knowledge and extensive experience in our business and overall management, he is strongly driving our management and playing an appropriate role in contributing to the enhancement of our corporate value, including decision-making on important management matters and supervision of business execution. We expect that he will continue to make further contributions to the sustainable enhancement of our corporate value by building a framework to return to a growth path after the management crisis caused by the recent spread of the COVID-19 and by promoting CSR activities. Therefore, the Company requests his reappointment as a Director.

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
2	Kiyoshi Matsui (December 18, 1956)	November 1980: Joined the Company September 1989: Director July 1998: Managing Director November 1999: Senior Managing Director November 2004: Executive Managing Director September 2013: President & Representative Director September 2018: Chairman of the Board (current position)	104,300 shares

Reelecti

Reason for nomination as a candidate for director

Mr. Matsui has been involved in management as a member of the Board of Directors from an early stage, and possesses an ability to make decisions from a broad perspective based on his abundant experience and insight in finance and legal affairs related to our business. He has contributed to business development based on the Corporate Philosophy and the formulation of policies from a medium-to long-term perspective. Based on his long-term industry experience and many years of experience in the Company's operations and management in general, he is expected to contribute to the creation of a structure to return to a growth path, to ensure the effectiveness of the Board of Directors, and to continuously improve the Company's corporate value. Therefore, the Company requests his reappointment as a Director.

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
3 Reelecti	Makoto Sakakieda (March 3, 1961)	September 1983: Joined UCC Ueshima Coffee Co., Ltd. April 2011: President & Representative Director, UCC Foodservice Systems Inc. April 2012: Representative Director & Vice President, UCC FOODS Co., Ltd. June 2015: Director in Charge of Restaurant Operation, UCC HOLDINGS CO., LTD June 2016: Joined TOWA ENTERPRISE CO., LTD., Executive Officer and General Manager July 2017: Joined the Company November 2017: General Manager of Sales Division September 2018: Director Managing Director (current position), In Charge of Sales Division (current position) May 2022: General Manager of Sales Division, Greens Hotels (current position)	4,300 shares

Reason for nomination as a candidate for director

Mr. Sakakieda has extensive insight backed by diverse business experience cultivated in the manufacturing, wholesaling, and restaurant industries, and is currently in charge of the sales division utilizing his expertise in business management and corporate management. Based on his wealth of knowledge, we expect him to be deeply involved in the formulation of sales strategies, etc., and to lead the sales division from a managerial perspective cultivated through his corporate management experience, thereby contributing to the formulation of strategies, etc., to achieve a recovery in business performance. He has played a vital role as a director in the overall business operations of the company and in making decisions on important matters. Therefore, the Company requests his reappointment as a Director.

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
4	Kenji Shimizu (June 12, 1973)	November 2017: Joined the Company July 2018: General Manager, Business Development Office September 2018: Director (current position) April 2019: General Manager of Business Planning Division (current position)	4,300 shares

Reason for nomination as a candidate for director

Mr. Shimizu has a wide range of industry knowledge and diverse experience based on domestic and global perspectives through his consulting work related to hotel management, and currently holds the position of the Company's General Manager of the Business Planning Division. In addition, based on his experience in management planning, such as the promotion of new store development and the preparation of medium-term management plans, we expect him to contribute to the enhancement of corporate value and the formulation of management strategies from a medium-to long-term perspective. As a director, he has played a vital role in the overall business operations of the company and in making decisions on important matters. Therefore, the Company requests his reappointment as a Director.

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
5	Naoko Suzuki (Current family name: Naoko Kawai) (December 10, 1972)	March 2013: Joined the Company January 2017: Manager of Human Resources Division July 2018: Joined Oyatsu Town CO.,LTD. General Manager, Human Resources & General Affairs Division July 2019: Joined the Company, General Manager of Human Resources Division (current position) September 2019: Director (current position)	4,900 shares

Reason for nomination as a candidate for director

Ms. Suzuki has a wealth of experience in the field of human resources and hiring in a variety of industries, and currently holds the position of General Manager of the Human Resources Division. Utilizing the knowledge she has cultivated in various industries, she is building human resource systems that are not limited to industry boundaries and are focused on mid- to long-term growth, as well as measures for the utilization and success of diverse human resources. She has also formulated human resource recruitment policies and strategies in line with current trends such as diversity and health management. On the other hand, based on her record of contributing to the strengthening of the Company's corporate structure through operational improvements, including in the area of labor, she is expected to continue to perform her duties appropriately as a director. Therefore, the Company requests her reappointment as a Director.

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
6	Hiroya Ito (February 1, 1970)	September 2005: Joined the Company January 2013: Manager of Corporate Planning Division September 2013: Executive Officer, General Manager of Corporate Planning Division September 2014: Director (current position) October 2014: General Manager of Administration Division (current position)	4,300 shares

Reason for nomination as a candidate for director

Since joining the company, Mr. Ito has been involved in the operations of the head office Administration Division for many years, including personnel and labour affairs and the Corporate Planning Department, and currently holds the position of General Manager of the Administration Division. After assuming the position of director, he was in charge of general affairs, information systems, finance and accounting, facility management, and purchasing divisions, and has cultivated his knowledge and experience. He is expected to utilize his many years of knowledge of all administrative divisions to build a business management structure to return to a growth path and to strengthen the Company's management and financial base to be more efficient than ever before. As a director, he has played an active role in the overall management of the company and in making decisions on important matters. Therefore, the Company requests his reappointment as a Director.

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
7	Keitaro Yamashiro (March 22, 1974)	April 1996: Joined the Company December 2002: Manager of Hotel Division December 2009: Corporate Officer, General Manager September 2014: Director (current position) October 2014: General Manager of Sales Division, Choice Hotels (current position)	4,300 shares
	Reason for nomination as a ca	andidate for director	

Reelecti

Since joining the company, Mr. Yamashiro has accumulated a wealth of experience across a wide range of business areas, including the hotel, restaurant, and development sectors, and is currently serving as General Manager of the Sales Division, Choice Hotels, which is taking advantage of the benefits of his broad practical insights. He is expected to take advantage of his deep knowledge of marketing and management strategies cultivated through hotel operations and his experience in various business operations, including new store openings, to drive various initiatives in line with market trends and to drive the recovery of the company's future business performance. In addition, as a director, he plays a sufficient role in the overall business operations of the company and in making decisions on important matters. Therefore, the Company requests his reappointment as a

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
8 Newly appoint ed	Takahiko Ito (December 25, 1974)	April 1998: Joined SOHGO SECURITY SERVICES CO.,LTD. October 2004: Joined Y.International, inc. October 2011: President & Representative Director of the Company November 2014: Chairman of the Board December 2017: Joined Alpen Co., Ltd., Executive Officer March 2020: Joined the Company, Executive Officer (current position) General Manager, Choice Hotels Japan Co., Ltd. September 2020: Director (current position) October 2020: Vice President (current position) [Status of important concurrent positions] Director, Vice President, Choice Hotels Japan Co., Ltd.	1,100 shares

Reason for nomination as a candidate for director

Mr. Ito has extensive insight into corporate management, having previously served as President and Representative Director. Since joining the Company, he has concurrently served as Executive Officer and Director of Choice Hotels Japan, a subsidiary of the Company, where he is responsible for overall management and communication with overseas franchisors from a domestic as well as a global perspective. With his insight based on such experience, we believe that he can make appropriate decisions and supervise the execution of duties on important overall management matters as a director, and is expected to contribute to the enhancement of our company's corporate value. Therefore, the Company believes that he will be able to appropriately perform his duties as a Director of the Company.

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held				
9 Newly appoint ed Outside Indepen dent	Kunioki Kodama (September 6, 1979)	April 2005: Joined JAFCO Co., Ltd. (currently JAFCO Group Co., Ltd.) April 2008: Joined UBS Securities Japan (currently UBS Securities Japan Co., Ltd.) September 2009: Joined Corporate Value Associates January 2012: Joined Fuji Life Insurance Company (renamed AIG Fuji Life Insurance Company, Ltd., currently FWD Life Insurance Company, Ltd.) February 2019: Joined Frontier Management Inc. July 2019: Joined Enterprise Turnaround Initiative Corporation of Japan December 2021: Director (current position) December 2021: Outside Director, YAMADA PHOTO PROCESS CO.,LTD (current position) April 2022: Director, REVIC Capital Co., Ltd. (current position) [Status of important concurrent positions] Director, Enterprise Turnaround Initiative Corporation of Japan Director, REVIC Capital Co., Ltd.	- shares				
	Reason for nomination as a candidate for outside director and summary of expected roles Mr. Kodama has been involved in many investment projects at global companies and at the Japan Organization for Regional Economic Revitalization, and we have elected him as a new candidate for outside director so that he can reflect his wealth of experience, achievements, and insight in the management of the Company. As resolved at the 58th Ordinary General Meeting of Shareholders held on September 27, 2021, the Company issued Class B preferred shares to Kinki Chubu Wide-Area Reconstruction Assistance Investment Limited Liability Partnership by way of third-party						

allotment, and the Company appoint the outside director from the equity investor, Organization for Regional Economic Revitalization, Inc.

(Note) 1. There are no special interests between each candidate and the Company.

- 2. Mr. Kunioki Kodama is a candidate for Outside Director.
- 3. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with Mr. Kunioki Kodama to limit his liability for damages under Article 423, Paragraph 1 of the same law. The maximum amount of liability for damages under such agreement is the minimum liability amount stipulated by law, and if his election is approved, the Company will enter into such agreement with him.
- 4. The Company has concluded an officer liability insurance contract with an insurance company as set forth in Paragraph 1 of Article 430-3 of the Companies Act, in which we bear the full amount of the insurance premiums. All of our directors (including Audit and Supervisory Committee Members) shall be insured, and compensation shall be made for damages and litigation expenses incurred in the course of their actions in these positions. If each candidate is elected and assumes office as a director, they will be insured under the applicable insurance contract. The current contract will expire in September 2022, but is scheduled to be renewed with the same content.
- 5. Mr. Kunioki Kodama meets the requirements for an independent director under the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange, and we plan to submit this matter to both exchanges as an independent director.

Reference: Expertise and experience of Candidates for Director

The following is a list of the skills possessed by the candidates to become directors of the Company:

In order to realize our Management Vision and the Medium-Term Management Plan "GREENS JOURNEY 2025," this skill

matrix defines the skills that the Company's Directors and Audit and Supervisory Committee members should possess.

	Name	Expertise and experience required of directors								
		Corporate management strategy	Global experience	CSR	Experience of our business and industry	Sales and marketing	IT/ technology	Finance, accounting, and financing	Legal, compliance and risk management	Human resources and talent development
Directors	Takeya Muraki	•		•	•	•	•			•
	Kiyoshi Matsui	•			•			•	•	
	Makoto Sakakieda	•			•	•				
	Kenji Shimizu	•	•		•			•		
	Naoko Suzuki	•		•						•
	Hiroya Ito	•		•			•	•	•	
	Keitaro Yamashiro	•			•	•				
	Takahiko Ito	•	•			•		•		•
	Kunioki Kodama	•	•					•	•	
Members of the Audit and Supervisory Committee	Norio Akiyama	•			•	•				
	Shigeru Tsuchida	•	•					•		
	Yoko Hiyama		•	•					•	

The main skills possessed by each candidate are marked with an asterisk (\bullet) .

The above list does not represent the full range of skills possessed by each candidate.