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(Securities Code: 8919) June 12, 2023

To Our Shareholders:

Katsutoshi Arai President and CEO **KATITAS Co., Ltd.** 4-2 Mihara-cho, Kiryu-shi, Gunma

# Notice of the 45th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 45th Ordinary General Meeting of Shareholders of KATITAS Co., Ltd. (the "Company"), which will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company's website. Please access the website using the Internet address shown below to review the information.

The Company's website:

https://katitas.jp/information/ir/news.html (in Japanese)

(Access the above website and click on Notice of the 45th Ordinary General Meeting of Shareholders from the news listed under IR News to view the notice.)

Informational materials for the general meeting of shareholders:

https://d.sokai.jp/8919/teiji/ (in Japanese)

In addition to posting items subject to measures for electronic provision on the website above, the Company also posts this information on the website of the Tokyo Stock Exchange (TSE). Please access the website below to view the information.

TSE website (Listed Company Search):

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

Access the TSE website by using the Internet address shown above, enter "Katitas" in "Issue name (company name)" or the Company's securities code "8919" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].")

From the perspective of preventing COVID-19 infection, we would like to request you to consider exercising your voting rights in writing or via electromagnetic means such as the Internet prior to the date of the meeting. Upon doing so, please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 6:00 p.m. on Monday, June 26, 2023, Japan Standard Time.

We kindly ask you to take into consideration your own health conditions as of the date of the General Meeting of Shareholders when deciding whether to attend the meeting in person.

[Exercise of Voting Rights via the Internet]

Please access the website designated by the Company for the exercise of voting rights (https://www.web54.net) (in Japanese), use the voting code and password stated on the voting rights exercise form enclosed with this notice, follow the on-screen instructions, and enter your approval or disapproval of the proposals by the deadline for voting indicated above.

When exercising voting rights via the Internet, etc., please review "Information on Voting via the Internet" (in Japanese only).

[Exercise of Voting Rights in Writing (via Postal Mail)]

Please indicate your approval or disapproval of the proposals on the voting rights exercise form and return it so that it is received by the deadline for voting indicated above.

**1. Date and time:** Tuesday, June 27, 2023, at 10:00 a.m. (JST)

2. Venue: "Kirishima," 6F, Arcadia Ichigaya Shigaku Kaikan

Please note that, while the facility is the same as last year, the hall where the

meeting will be held is on a different floor. 4-2-25 Kudankita, Chiyoda-ku, Tokyo

3. Purpose of the Meeting:

## Matters to be reported:

- 1. The Business Report, the Consolidated Financial Statements and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Board, for the 45th fiscal year (from April 1, 2022 to March 31, 2023)
- 2. The Non-consolidated Financial Statements for the 45th fiscal year (from April 1, 2022 to March 31, 2023)

#### Matters to be resolved:

**Proposal No. 1:** Election of Seven Directors

**Proposal No. 2:** Election of Two Substitute Audit and Supervisory Board Members

### 4. Matters Decided for the Convocation (Information on Exercise of Voting Rights)

- (1) In case that there is no indication of approval or disapproval for the proposals on the returned voting rights exercise form when exercising voting in writing (postal mail), the vote will be regarded as having indicated approval for the proposals made by the Company.
- (2) In case the voting right is exercised multiple times via the Internet, the last vote shall be deemed to be the effective vote.
- (3) In case the voting rights are exercised in duplicate via the Internet and in writing (postal mail), exercise of voting rights on the Internet will be deemed to be the effective vote regardless of the date and time of arrival of the vote.

- When attending this meeting in person, please submit the voting rights exercise form at the venue reception.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the aforementioned websites.
- In regard to this General Meeting of Shareholders, we will be sending out paper-based documents containing the items subject to measures for electronic provision to all shareholders uniformly regardless of whether or not we have received a request for delivery of the materials in paper format. Among the items subject to measures for the electronic provision of information, the following items

are excluded from the paper-based documents delivered to shareholders in accordance with relevant laws and regulations and the provisions of Article 15 of the Articles of Incorporation of the Company.

(i) Notes to the Consolidated Financial Statements (ii) Notes to the Non-consolidated Financial Statements

Accordingly, the Consolidated Financial Statements and Non-consolidated Financial Statements stated in the delivered documents are one part of the documents that the Accounting Auditor and Audit and Supervisory Board Members audited when preparing the audit reports.

# Reference Documents for the General Meeting of Shareholders

# **Proposals and Reference Information**

## **Proposal No. 1: Election of Seven Directors**

The terms of office of all seven currently serving Directors (including three Outside Directors) will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company requests the election of seven Directors (including three Outside Directors). The candidates for Director are as follows:

(Values provided for number of shares are current as of March 31, 2023)

		T _		(Values provided for number of shares are current as of nary, position and responsibility in the Company, and	Number of the
No.	Name (Date of birth)	Car	Company's shares owned		
	Katsutoshi Arai (December 2, 1968)	Apr.	1993	Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)	
		Sept.	1997	Secretary for the office of Motohisa Furukawa, a member of the House of Representatives, Japan	
		Feb.	1999	Joined Bain & Company Japan, Inc.	
		Aug.	2004	Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)	
1		June	2012	Joined Yasuragi Co., Ltd. (currently KATITAS Co., Ltd.) President and CEO (current position)	259,272 shares
		Mar.	2016	Representative Director and Chairman, REPRICE Co., Ltd.	
		Mar.	2017	Representative Director and President, REPRICE Co., Ltd.	
		June	2022	Representative Director and Chairman, REPRICE Co., Ltd. (current position)	
	Kazuhito Yokota (October 29, 1967)	Apr.	1988	Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)	
2		Oct.	2006	Representative Director and Vice President, CAREER DESIGN CENTER CO., LTD.	
		Aug.	2012	Joined Yasuragi Co., Ltd. (currently KATITAS Co., Ltd.) General Manager of Administration Headquarters	232,578 shares
_		Mar.	2016	Director, REPRICE Co., Ltd. (current position)	,
		June	2017	Director, General Manager of Administration Headquarters and General Manager of General Affairs Department, the Company	
		Apr.	2020	Director, General Manager of Administration Headquarters, the Company (current position)	
	Takayuki Ushijima (January 30, 1984)	Apr.	2008	Joined Y-CUBE Co., Ltd.	
		May	2009	Joined Like Co., Ltd. (currently REPRICE Co., Ltd.)	
3		Aug.	2014	Director, General Manager of Sales Department	
		Apr.	2017	Director, Vice President and General Manager of Sales Planning Department	51,780 shares
		June	2017	Director, the Company (current position)	51,700 snares
		Apr.	2019	Director, Vice President and General Manager of Sales Department, REPRICE Co., Ltd.	
		June	2022	Representative Director, President and General Manager of Business Promotion Office, REPRICE Co., Ltd. (current position)	

No.	Name (Date of birth)	Car	eer summ	Number of the Company's shares owned	
4	Toshiyuki Shirai (December 21, 1955)	Apr. May May May Peb. May Dec. Mar.			
		Mar. July	2020 2020 2020	Director, NITORI Co., Ltd. (current position) Director, NITORI PUBLIC, Co., Ltd. (current position) Director, HOME LOGISTICS Co., Ltd. (current position)	
5	Seiichi Kumagai (February 4, 1952) Candidate for Outside Director	Apr. Jan. Apr. Jan. Aug. Apr. July Apr. Apr. Oct. Nov. Aug.	1974 1995 2001 2002 2002 2006  2006  2010 2013  2017 2017 2018 2018 2018 2019	Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)  Joined Japan Management Consultants Association Director-General, Secretariat and Director Outside Audit and Supervisory Board Member, the Company External Auditor, Ascot Corp. Senior Managing Director, Japan Management Consultants Association Councilor, General Foundation of Yume-Challenge (current position) Audit and Supervisory Board Member, Yutori Servicer Co., Ltd. Outside Director, the Company (current position) Head of Management Institute, Japan Management Consultants Association Outside Director, Oginoya Co., Ltd. (current position) Outside Director, Helix Japan Corporation (current position) Corporate Advisor, Ascot Corp. Outside Director, Vesper Corporation (current position) Outside Director, Sakura Management, Inc. (current position) Outside Director, Sakura Management, Inc. (current position) Outside Director, Sakura Management, Inc. (current position) Outside Audit and Supervisory Board Member, Initias Co., Ltd. (current position)	- shares

No.	Name (Date of birth)	Car	Number of the Company's shares owned			
		Apr.	1986	Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)		
		Jan.	1999	Joined McLagan Partners Asia, Inc.		
		Aug.	2000	Joined Egon Zehnder Co., Ltd.		
	Hideaki Tsukuda (January 20, 1964)	Jan.	2006	Partner		
		Nov.	2010	Representative Director and President		
6	Candidate for Outside Director	Jan.	2015	Member of Global Management Committee	3,000 shares	
		Sept.	2018	Executive Managing Director and Chief Operating Officer (part-time), Japan Investment Corporation		
		Nov.	2018	Representative Director and President, Board Advisors Japan, Inc. (currently Board Advisors Inc.) (current position)		
		June	2019	Outside Director, the Company (current position)		
	Miwa Suto (August 17, 1963) Candidate for Outside Director	Apr.	1988	Joined Hakuhodo Inc.		
		Oct.	1991	Joined Arthur Andersen (currently KPMG AZSA LLC)		
		Oct.	1996	Joined Schroders PTV Partners, Inc. (currently MKS Partners, Inc.)		
		Nov.	1997	Joined Bain & Company		
		Apr.	2006	Established Planet Plan Co., Ltd. Representative Director (current position)		
		Apr.	2008	Specially Appointed Professor, Keio University Graduate School of Media and Governance		
		May	2012	Outside Director, ZIGExN Co., Ltd.		
7		June	2016	Outside Director (Audit and Supervisory Committee Member), A.D.Works corporation	_	
		June	2017	Board Member, Japan Volleyball Association (current position)	- shares	
		Mar.	2018	Outside Corporate Auditor, ASICS Corporation		
		Apr.	2019	Specially Appointed Professor, Graduate School of Media and Governance, Keio University (current position)		
		Mar.	2020	Outside Director (Audit and Supervisory Committee Member), ASICS Corporation (current position)		
		June	2021	Outside Director, the Company (current position) Executive Board Member, the Japanese Olympic Committee (current position)		
		Mar.	2023	Outside Director, KOSÉ Corporation (current position)		

#### Notes:

- 1. The Company and Nitori Holdings Co., Ltd., to which Toshiyuki Shirai belongs, have entered into a capital (holding 34.0% of the Company's total number of issued shares (34.4% held on a proportion of voting rights basis)) and business alliance agreement, and Nitori Holdings Co., Ltd. is thus a specified associated company of the Company. There is no special interest between any other candidates and the Company.
- 2. Seiichi Kumagai, Hideaki Tsukuda and Miwa Suto are the candidates for Outside Director.
- 3. Reasons for nomination as candidates for Director (excluding candidates for Outside Director)
  - i) The Company requests the election of Katsutoshi Arai as Director because he leads the Group's management as the Company's President and CEO, and fulfills appropriate roles to contribute to improving the Company's corporate value such as making decisions on important management matters and supervising business execution, and the Company expects him to make further contributions in the future. His tenure as Director of the Company will have been 11 years at the conclusion of this meeting.
  - ii) The Company requests the election of Kazuhito Yokota as Director because he fulfills appropriate roles as the Director in charge of the Company's administration headquarters to contribute to improving the Company's corporate value such as making decisions on important management matters and supervising business

- execution, and the Company expects him to make further contributions in the future. His tenure as Director of the Company will have been six years at the conclusion of this meeting.
- iii) The Company requests the election of Takayuki Ushijima as Director because he leads REPRICE Co., Ltd., a Group company, as its Representative Director and President, and fulfills appropriate roles as Director of the Company to contribute to improving the Company's corporate value such as making decisions on important management matters, and the Company expects him to make further contributions in the future. His tenure as Director of the Company will have been six years at the conclusion of this meeting.
- iv) The Company requests the election of Toshiyuki Shirai as non-executive Director in order for him to improve the management of the Company using the extensive knowledge and experience related to management that he has developed to date as Representative Director and Chief Executive Officer of Nitori Holdings Co., Ltd. His tenure as Director of the Company will have been six years and one month at the conclusion of this meeting.

#### 4. Reasons for nomination as candidates for Outside Director and expected roles

- i) Seiichi Kumagai has extensive knowledge and experience related to general management as Representative Director and President of NPC, INC. The Company requests his election as Outside Director based on its expectation that he will continue to supervise and give advice on the execution of duties by Directors from a professional perspective with respect to strategies in the housing market and the field of finance, in particular, using his knowledge and experience. His tenure as Outside Director of the Company will have been 13 years and two months at the conclusion of this meeting.
- ii) Hideaki Tsukuda has extensive knowledge and experience related to general management as Representative Director and President of Board Advisors Japan, Inc. The Company requests his election as Outside Director based on its expectation that he will continue to supervise and give advice on the execution of duties by Directors from a professional perspective with respect to the fields of ESG and human resources utilization, in particular, using his knowledge and experience. If he is elected, the Company intends to have him involved in the appointment of candidates for officers of the Company and the determination of compensation for officers from an objective and neutral position as a member of the Nominating and Compensation Committee. His tenure as Outside Director of the Company will have been four years at the conclusion of this meeting.
- iii) Miwa Suto has a professional viewpoint as a certified public accountant and extensive knowledge and experience through her track record in researching companies and businesses and strategic consulting activities. The Company requests her election as Outside Director based on its expectation that she will supervise and give advice on the execution of duties by Directors from a professional perspective with respect to marketing and business management, in particular, using her knowledge and experience. Her tenure as Outside Director of the Company will have been two years at the conclusion of this meeting.
- 5. Toshiyuki Shirai has received remuneration, etc. as an officer in the past two years from Nitori Holdings Co., Ltd., which is a specified associated company of the Company, and is going to continue receiving this remuneration, etc. in the future.
- 6. The Company has designated Seiichi Kumagai, Hideaki Tsukuda and Miwa Suto as Independent Directors pursuant to the stipulations of the Tokyo Stock Exchange, and has registered them as such with the exchange. If the reelection of the three persons is approved, the Company intends to continue to designate them as Independent Directors.
- 7. The Company has entered into limited liability agreements with Toshiyuki Shirai, Seiichi Kumagai, Hideaki Tsukuda and Miwa Suto, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit their liability as provided for in Article 423, Paragraph 1 of the same. The maximum amount of liability based on said agreement shall be the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, and if the reelection of the four persons is approved, the Company intends to continue the aforementioned agreement with them.
- 8. The Company has entered into a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, and a summary of the details of the directors and officers liability insurance contract is provided in the business report (in Japanese only). If the election of candidates for Directors is approved, they will be included in the insured person of the insurance contract.

  In addition, when the insurance contract is next renewed, it intends to be renewed with the same content.

## Reference:

**Expertise and experience of candidates for Directors (skill matrix)** 

Laper	disc and experie	Expertise and experience the candidates for Directors have								
No.	Name	Company management	Personnel		Legal affairs and risk management	ESG	Accounting and finance	IT Digital	Experience in architecture and industry	
1	Katsutoshi Arai	•		•			•			
2	Kazuhito Yokota	•	•				•			
3	Takayuki Ushijima		•	•					•	
4	Toshiyuki Shirai	•	•	•						
5	Seiichi Kumagai	•		•			•			
6	Hideaki Tsukuda	•	•			•				
7	Miwa Suto			•			•	•		
		[Reference]	Expertise a	nd experien	ce that current	Audit and	l Supervisory	Board Me	mbers have	
No.	Name	Company management	Personnel affairs	Sales and marketing	Legal affairs and risk management	ESG	Accounting and finance	IT Digital	Experience in architecture and industry	
1	Toshiki Hayase			•	•				•	
2	Nobu Fukuda			•			•			
3	Yuki Ichikawa				•	•				
4	Tomoko Tsunoda	•					•		•	

### Proposal No. 2: Election of Two Substitute Audit and Supervisory Board Members

In order to prepare for cases where there is a shortfall in the number of Audit and Supervisory Board Members stipulated in laws and regulations, the Company proposes the election of two Substitute Audit and Supervisory Board Members in advance.

Please note that the election of candidate Noriyuki Nakanishi is proposed as a substitute for the incumbent Full-Time Audit and Supervisory Board Member Toshiki Hayase, and the election of candidate Kanae Fukushima is proposed as a substitute for Outside Audit and Supervisory Board Members.

In addition, the consent of the Audit and Supervisory Board has been obtained in regard to this proposal.

The candidates for substitute Audit and Supervisory Board Member are as follows:

				(Values provided for number of shares are current as of	of March 31, 2023)
No.	Name (Date of birth)	Caree	er summary	Number of the Company's shares owned	
		Apr.	1991	Joined Kyodo Oil Co., Ltd. (currently ENEOS Corporation)	
		June	1999	Joined Waseda Co., Ltd.	
	Noriyuki Nakanishi (December 7, 1964)	Mar.	2003	Joined Benex Co., Ltd.	
		Sept.	2008	Joined Yasuragi Co., Ltd. (currently KATITAS Co., Ltd.)	
1		June	2010	Chief of General Affairs and HR Section, General Affairs Department, the Company	15,000 shares
		June	2011	Executive Officer, General Manager of General Affairs Department, the Company	
		Nov.	2011	Executive Officer, General Manager of Administration Department, the Company (current position)	
	Kanae Fukushima (March 30, 1974)	Apr.	1998	Joined Legal Training and Research Institute of Japan, Supreme Court of Japan	
		Apr.	2000	Assistant Judge of Tokyo District Court	
		Aug.	2004	Assistant Judge of Yokohama District / Family Court, Odawara Branch	
		Apr.	2005	Assistant Judge of Naha District / Family Court	
		Apr.	2008	Assistant Judge of Tokyo District Court	
		Apr.	2010	Judge of Tokyo District Court	
		Apr.	2012	Judge of Kobe District Court	
		Apr.	2014	Judge of Tokyo High Court	
2	Candidate for Substitute Outside Audit and Supervisory Board Member	Apr.	2016	Professor of the Legal Training and Research Institute of Japan	- shares
		Apr.	2019	Joined Utsunomiya, Shimizu & Haruki (current position)	
		June	2020	Substitute Statutory Auditor, Solasto Corporation (current position)	
		June	2021	Substitute Audit and Supervisory Board Member, the Company (current position)	
		June	2022	Audit and Supervisory Committee Member, WOW WORLD Inc.	
		July	2022	Statutory Auditor, iXs Co., Ltd. (current position)	
		Oct.	2022	Audit and Supervisory Committee Member, WOW WORLD GROUP Inc. (current position)	

- There is no special interest between Noriyuki Nakanishi and the Company and Kanae Fukushima and the Company.
- Kanae Fukushima is a candidate for substitute Outside Audit and Supervisory Board Member.
- Reasons for nomination as candidates for substitute Audit and Supervisory Board Member
  - The reason for nominating Noriyuki Nakanishi as a candidate for substitute Audit and Supervisory Board Member is that the Company expects that he will utilize the extensive experience and broad insight he has cultivated in the fields of general affairs and legal affairs in auditing.

- ii) The reason for nominating Kanae Fukushima as a candidate for substitute Outside Audit and Supervisory Board Member is that the Company expects that she will utilize her professional knowledge and experience as an attorney who is a former judge in auditing the Company. Even though she does not have experience of participating directly in corporate management, based on the aforementioned reasons, the Company has judged that she will be able to appropriately execute her duties as Outside Audit and Supervisory Board Member.
- 4. If Noriyuki Nakanishi and Kanae Fukushima assume office as Audit and Supervisory Board Members, the Company intends to enter into limited liability agreements with them pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit their liability as provided for in Article 423, Paragraph 1 of the same. The maximum amount of liability based on this agreement shall be the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act.
- 5. The Company has entered into a directors and officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, and a summary of the details of the directors and officers liability insurance contract is provided in the business report (in Japanese only). If Noriyuki Nakanishi and Kanae Fukushima assume the office of Audit and Supervisory Board Member, they will be included among the insured persons of the insurance contract.
- 6. Kanae Fukushima has met the requirements for Independent Audit and Supervisory Board Member pursuant to the stipulations of the Tokyo Stock Exchange, and, if she has assumed the office of Audit and Supervisory Board Member, the Company intends to designate her as Independent Audit and Supervisory Board Member.