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Securities code: 3392

June 6, 2023

Commencement of electronic provision: June 1, 2023

To Shareholders:

Yoshiyasu Ohzaki,
President and Representative Director
DELICA FOODS HOLDINGS CO., LTD.
4-12-12, Rokucho, Adachi-ku, Tokyo

**NOTICE OF
THE 20TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

You are cordially invited to attend the 20th Ordinary General Meeting of Shareholders of Delica Foods Holdings Co., Ltd. (the “Company”), to be held as set forth below.

Instead of attending the meeting in person, you may exercise your voting rights prior to the Meeting by mailing the enclosed voting card or via the Internet voting. Please review the Reference Documents for the Ordinary General Meeting of Shareholders, and exercise your voting rights no later than 5:45 p.m. on Wednesday, June 21, 2023 (JST).

1. Date and Time: Thursday, June 22, 2023 at 10:00 a.m. (JST)
(Reception desk opens at 9:30 a.m.)

2. Place: Sola city conference center, 4-6, Kandasurugadai, Chiyoda-ku, Tokyo
2nd floor SOLA CITY HALL

3. Agenda:

MATTERS TO BE REPORTED

1. Business Report, Consolidated Financial Statements for the 20th Fiscal Year (from April 1, 2022 to March 31, 2023), and the Results of the Audit thereof by the Independent Auditor and the Audit & Supervisory Board.

2. Non-Consolidated Financial Statements for the 20th Fiscal Year (from April 1, 2022 to March 31, 2023).

PROPOSED RESOLUTIONS

Proposal No.1: Appropriation of Surplus

Proposal No.2: Election of One (1) Director

Proposal No.3: Election of the Accounting Auditor

4. Notes regarding the exercise of voting rights:

- 1) Where votes have been cast both electronically and by voting card, the vote electronically will be taken as the validly exercised vote.
- 2) Where votes have been cast several times electronically, the vote cast last will be taken as validly exercised vote.

For the details about Reference Documents for the Ordinary General Meeting of Shareholders and the Internet voting, please refer to the enclosed documents or documents published at the Company's website (<https://www.delica.co.jp/ir/>).

Please be aware that, should there be an amendment to the Reference Documents for the Ordinary General Meeting of Shareholders, the said amendment shall be published on the Company's website.

Reference Documents for the Ordinary General Meeting of Shareholders

Proposal and Matters for Reference

Proposal No.1: Appropriation of Surplus

The Company proposes to pay year-end dividends for the 20th fiscal year as follows:

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

J.Yen 8.00 per common share of the Company

Total payment: J.Yen 130,181,624.

(3) Effective date of dividends of surplus

June 23, 2023

Proposal No.2: Election of One (1) Director

In order to strengthen management foundation and enhance corporate governance, the Company proposes the election of one (1) Director. According to the Articles of Incorporation, the term of the new director will expire at the same time of termination of other directors' term.

The candidate is as follows :

(1) **Mariko Ichino**

Date of birth: July 27, 1966

Number of shares of the Company held: 53,981

Proposal No.3: Election of the Accounting Auditor

The term of office of the Company's Accounting Auditor GYOSEI&CO. will expire at the conclusion of this General Meeting of Shareholders. Accordingly, based on a resolution of the Audit & Supervisory Board, the election of a new Accounting Auditor is proposed.

The Audit & Supervisory Board has nominated Minami Aoyama Audit Corporation as a candidate for the Accounting Auditor. The Audit & Supervisory Board has judged that audits provided from a new perspective will be efficient and effective, considering the independence and expertise of Minami Aoyama Audit Corporation.

The candidate is as follows :

Name	Minami Aoyama Audit Corporation
Location of the main business office	16 th floor Holland Hills Mori Tower, 5-11-2 Toranomom, Minato-ku, Tokyo, Japan
Company history	November 2019 Minami Aoyama Audit Corporation was established
Overview	Capital 6 million yen Personnel composition (No. of persons) Employees 6 CPAs 26 Others 5 (Total 37) No. of client companies 42

Note:

If Minami Aoyama Audit Corporation is elected, the Company will enter into a liability limitation agreement with it in accordance with Article 427, Paragraph 1 of the Companies Act and provisions of the Articles of Incorporation to limit its liability for damages as stipulated in Article 423, Paragraph 1 of said Act to the minimum amount set forth in Article 425, Paragraph 1 of said Act.

End