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Securities Code: 8153

June 6, 2023

(Date of commencing measures for electronic provision: May 30, 2023)

To Shareholders with Voting Rights

Eisuke Nakamura
President & Representative Director
MOS FOOD SERVICES, INC.
2-1-1, Osaki, Shinagawa-ku, Tokyo

Notice of the 51st Ordinary General Meeting of Shareholders

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially notified that the 51st Ordinary General Meeting of Shareholders of MOS FOOD SERVICES, INC. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision and posted the matters to be provided electronically on the following website as the “Notice of the 51st Ordinary General Meeting of Shareholders.”

The Company’s website:

<https://www.mos.co.jp/company/ir/event/meeting/>

In addition to the website above, the matters are also posted on the following websites.

Tokyo Stock Exchange website:

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

Please access the website above, enter the Company’s name or securities code to search for the Company, and select “Basic information” and then “Documents for public inspection/PR information” to view the information.

Convocation via the internet:

<https://s.srdb.jp/8153/>

If you are not attending the meeting, you may exercise your voting rights in advance in writing or via an electromagnetic means (the internet). Please review the Reference Documents for the General Meeting of Shareholders posted in the matters to be provided electronically, and exercise your voting rights by 5:45 p.m. on Tuesday, June 27, 2023.

- 1. Date and Time:** Wednesday, June 28, 2023 at 2:00 p.m.
Reception opens at 1:00 p.m.
- 2. Place:** HULIC HALL TOKYO, 11th floor, Yurakucho MULLION
2-5-1, Yurakucho, Chiyoda-ku, Tokyo
- 3. Agenda:**
- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the 51st Fiscal Year (April 1, 2022 - March 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 51st Fiscal Year (April 1, 2022 - March 31, 2023)
- Matters to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Two (2) Audit & Supervisory Board Members
- Proposal 3:** Election of One (1) Substitute Audit & Supervisory Board Member

Notes:

The following matters are not included in the documents sent to shareholders who have requested it, in accordance with laws and regulations and the provisions of Article 16 of the Company's Articles of Incorporation. Accordingly, the said documents comprise a part of the documents that were audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing the Audit Report.

1. Summary of the Resolution on the Establishment of Systems to Ensure the Appropriateness of Business Operations
2. Summary of the Operational Status of Systems to Ensure the Appropriateness of Business Operations
3. Basic Policies on Control over the Company
4. Notes to Consolidated Financial Statements
5. Notes to Non-consolidated Financial Statements

If you attend the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Please note that persons other than shareholders, including proxies and accompanying persons who are not shareholders, are not permitted to attend the General Meeting of Shareholders.

On the day of the meeting, we will not wear ties as part of an environmental conservation initiative. Accordingly, shareholders are kindly requested to dress casually.

If any revisions are made to the matters to be provided electronically, the revisions will be posted on each of the websites listed in the preceding page.

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

<Year-end dividends>

In line with our basic policy to recognize the proactive return of profits to shareholders as an important management issue and continue stable return of profits to shareholders, while ensuring linkages with its business performance and the business environment where it operates, the Company proposes to pay the year-end dividend for the 51st fiscal year as originally planned.

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property and total amount thereof
Fourteen (14) yen per share of common stock
Total amount: 437,904,964 yen
- (3) Effective date of distribution of surplus
June 29, 2023

Proposal 2: Election of Two (2) Audit & Supervisory Board Members

The terms of office of Mr. Tsukasa Usui and Ms. Takako Murase, Audit & Supervisory Board Members, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect two (2) Audit & Supervisory Board Members.

The Audit & Supervisory Board has given its consent to this proposal in advance.

The candidates for Audit & Supervisory Board Member are as follows:

No.	Name (Date of birth)	Career summary and positions at the Company	Number of shares in the Company held
1	<p>Tsukasa Usui (April 15, 1961)</p> <p>Attendance at the Board of Directors meetings 19/19 (100%)</p> <p>Attendance at the Audit & Supervisory Board meetings 15/15 (100%)</p> <p>Reappointment</p>	<p>August 1987 Joined the Company</p> <p>September 1994 Section Manager of Accounting Section, Accounting Department</p> <p>March 1997 Deputy General Manager of Accounting Department</p> <p>April 2004 General Manager of Management Division</p> <p>March 2007 General Manager of Operation Planning Division</p> <p>February 2010 Executive Officer, General Manager of Corporate Planning Office</p> <p>April 2014 Executive Officer, General Manager of Operation Planning Division</p> <p>June 2019 Audit & Supervisory Board Member (incumbent)</p> <p>(Significant Concurrent Positions) None</p>	6,100
<p>Reasons for nomination as a candidate for Audit & Supervisory Board Member</p> <p>Since joining the Company in 1987, Mr. Tsukasa Usui has been engaged in operations in the accounting division and the finance division for many years, and has abundant experience and deep insight concerning finance and accounting. In addition, after having held positions responsible for the operation planning division and corporate planning division, he has served as Audit & Supervisory Board Member of the Company. The Company proposes to elect him as Audit & Supervisory Board Member again in the expectation that he will leverage his wide range of experience and professional expertise cultivated in his career for the audit of the Company.</p>			

No.	Name (Date of birth)	Career summary and positions at the Company	Number of shares in the Company held
2	Takaharu Matsumura (March 11, 1970) Attendance at the Board of Directors meetings — Attendance at the Audit & Supervisory Board meetings — New Outside	<p>October 2000 Registered as an attorney-at-law (Tokyo Bar Association)</p> <p>June 2002 Joined New Tokyo International Law Office (later Bingham Sakai Mimura Aizawa Law Office (Foreign Law Joint Enterprise) through office integration)</p> <p>April 2010 Partner of Bingham Sakai Mimura Aizawa Law Office (Foreign Law Joint Enterprise)</p> <p>April 2015 Partner of Anderson Mori & Tomotsune Law Office (currently Anderson Mori & Tomotsune Law Office, Foreign Law Joint Enterprise) (incumbent)</p> <p>June 2015 Outside Director of JP-HOLDINGS INC.</p> <p>April 2017 Outside Audit & Supervisory Board Member of PROPOLIFE GROUP INC. (incumbent)</p> <p>March 2018 Outside Audit & Supervisory Board Member of TORII PHARMACEUTICAL CO., LTD. (incumbent)</p> <p>June 2022 Audit & Supervisory Board Member of Nippon Cultural Broadcasting Inc. (incumbent)</p> <p>(Significant Concurrent Positions) Partner of Anderson Mori & Tomotsune Law Office, Foreign Law Joint Enterprise Outside Audit & Supervisory Board Member of PROPOLIFE GROUP INC. Outside Audit & Supervisory Board Member of TORII PHARMACEUTICAL CO., LTD. Audit & Supervisory Board Member of Nippon Cultural Broadcasting Inc.</p>	0
<p>Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member</p> <p>Mr. Takaharu Matsumura has accumulated experience as an attorney-at-law and has a wealth of professional expertise. The Company judges that he will make good use of his experience and expertise in auditing services of the Company as Outside Audit & Supervisory Board Member to properly perform his duties. Therefore, the Company requests his election as Outside Audit & Supervisory Board Member.</p>			

Notes:

1. Mr. Takaharu Matsumura is a candidate for Outside Audit & Supervisory Board Member.
2. The Company has entered into a business trust agreement with Mr. Takaharu Matsumura for the purpose of entrusting to him the operations related to the Company's outside contact point and other services. However, its transaction amount is immaterial (less than 1.50 million yen a year). If Mr. Takaharu Matsumura assumes the office of Outside Audit & Supervisory Board Member of the Company, the Company plans to terminate the said business trust agreement.
3. The Company has entered into an agreement with Mr. Tsukasa Usui to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the said Act. The maximum amount of his liability for damages under the said agreement shall be the minimum liability amount stipulated under Article 425, Paragraph 1 of the Companies Act. If the reelection of Mr. Tsukasa Usui is approved, the Company plans to renew the agreement. Also, if the election of Mr. Takaharu Matsumura is approved, the Company will enter into a similar agreement with him to limit his liability for damages.
4. Mr. Takaharu Matsumura satisfies the requirements for an independent officer in accordance with the regulations of Tokyo Stock Exchange, Inc. If he assumes the office of Outside Audit & Supervisory Board Member, the Company will register him as an independent officer with the said Exchange.
5. The Company has entered into a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to compensate for damages including

compensation for damages and legal expenses to be borne by the insureds. If each candidate is elected, they will be included as the insured under this insurance policy. The Company plans to renew the insurance policy with the same contents at the time of next renewal.

Proposal 3: Election of One (1) Substitute Audit & Supervisory Board Member

In order to maintain the continuity of auditing services in the event of the number of Audit & Supervisory Board Members falling short of its quorum, the Company proposes to elect one (1) Substitute Audit & Supervisory Board Member as a substitute member, in accordance with the provisions of Article 329, Paragraph 3 of the Companies Act.

The Audit & Supervisory Board has given its consent to this proposal in advance.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and positions at the Company	Number of shares in the Company held
<p>Takako Murase (January 4, 1955)</p> <p>Outside</p>	<p>April 1997 Registered as an attorney-at-law Joined Torikai Tada Moriyama Law Office (currently Torikai Law Office)</p> <p>January 2005 Partner of Torikai Law Office (incumbent)</p> <p>June 2015 Outside Audit & Supervisory Board Member of NIKKO COMPANY (incumbent) Outside Audit & Supervisory Board Member of the Company (incumbent)</p> <p>June 2020 Outside Audit & Supervisory Board Member of YAMAICHI ELECTRONICS CO., LTD.</p> <p>June 2022 Outside Director (Audit & Supervisory Committee Member) of YAMAICHI ELECTRONICS CO., LTD. (incumbent)</p> <p>(Significant Concurrent Positions) Partner of Torikai Law Office Outside Audit & Supervisory Board Member of NIKKO COMPANY Outside Director (Audit & Supervisory Committee Member) of YAMAICHI ELECTRONICS CO., LTD.</p>	<p>0</p>
<p>Reasons for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member</p> <p>Ms. Takako Murase has been leveraging her wealth of experience and professional expertise as an attorney-at-law to perform her duties as Outside Audit & Supervisory Board Member of the Company. She has never been involved in corporate management other than as an outside officer. For the reasons stated above, however, the Company judges that she will properly perform her duties as Outside Audit & Supervisory Board Member. Therefore, the Company requests her election as Substitute Audit & Supervisory Board Member.</p>		

Notes:

- Ms. Takako Murase plans to resign as Outside Audit & Supervisory Board Member of the Company at the conclusion of the Company's 51st Ordinary General Meeting of Shareholders to be held on June 28, 2023.
- The term of office of Ms. Takako Murase as Outside Audit & Supervisory Board Member of the Company will be eight (8) years at the conclusion of this Ordinary General Meeting of Shareholders.
- Ms. Takako Murase is a candidate for Outside Audit & Supervisory Board Member.
- There are no special interests between Ms. Takako Murase and the Company.
- If the election of Ms. Takako Murase is approved and she assumes the office of Outside Audit & Supervisory Board Member, the Company will enter into an agreement with her to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the said Act. The maximum amount of her liability for damages under the said agreement shall be the minimum liability amount stipulated under Article 425, Paragraph 1 of the Companies Act.
- Ms. Takako Murase satisfies the requirements for an independent officer in accordance with the regulations of Tokyo Stock Exchange, Inc. If she assumes the office of Outside Audit & Supervisory Board Member, the Company will register her as an independent officer with the said Exchange.
- The Company has entered into a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to compensate for damages including compensation for damages and legal expenses to be borne by the insureds. If Ms. Takako Murase assumes the office of Outside Audit & Supervisory Board Member, she will be included as the insured in this insurance policy.

(Reference material) The skill matrix of the Directors and Audit & Supervisory Board Members at the conclusion of the 51st Ordinary General Meeting of Shareholders

	Name	Position in the Company	Expected roles and expertise						
			Management	Product development & Marketing	Global & M&A	ESG	Legal & Risk management	Finance & Accounting	Personnel management
Director	Eisuke Nakamura	Representative Director	●		●		●		●
	Jun Takifuka	Director	●	●	●				
	Ryuhei Fukushima	Director	●				●	●	
	Yuko Uchida	Director	●	●					
	Tsuneari Ota	Director	●	●					
	Ko Kasai	Director	●		●				
	Mika Takaoka	Outside Director	●	●		●			
	Isamu Nakayama	Outside Director	●	●	●	●			
	Kana Odawara	Outside Director	●		●			●	●
Audit & Supervisory Board Member	Masahiko Nagai	Audit & Supervisory Board Member	●					●	
	Tsukasa Usui	Audit & Supervisory Board Member	●					●	
	Masafumi Fujino	Outside Audit & Supervisory Board Member				●		●	
	Takaharu Matsumura (New)	Outside Audit & Supervisory Board Member			●		●		

- The above matrix chart does not indicate the full range of knowledge and experience possessed by the respective members.
- Marks for Outside Directors and Audit & Supervisory Board Members show the field where the respective members are expected to contribute to the Company's business.