

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: 3087

May 9, 2025

To Our Shareholders:

Masanori Hoshino
Representative Director and President
DOUTOR·NICHIRE Holdings Co., Ltd.
10-11 Sarugakucho, Shibuya-ku, Tokyo

Notice of the 18th Annual General Meeting of Shareholders

You are cordially invited to the 18th Annual General Meeting of Shareholders of DOUTOR·NICHIRE Holdings Co., Ltd. (the “Company”), which will be held as indicated below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for General Meeting of Shareholders, etc. (the matters for electronic provision) in electronic format, and posts this information on each of the following websites. Please access either of the websites to review the information.

If you are unable to attend the meeting, please review the “Reference Documents for General Meeting of Shareholders” and exercise your voting rights by one of the methods described in “Information on Exercise of Voting Rights” on page 3 by 5:00 p.m., Monday, May 26, 2025.

The Company’s General Meeting of Shareholders information page
<https://www.dnh.co.jp/html/ir02.html> (in Japanese)

Website for posted informational materials for the General Meeting of Shareholders
<https://d.sokai.jp/3087/teiji/> (in Japanese)

- 1. Date and Time:** Tuesday, May 27, 2025, at 10:00 a.m. (Reception starts at 9:00 a.m.)
- 2. Venue:** Ballroom, 2nd basement, Cerulean Tower Tokyu Hotel
26-1 Sakuragaoka-cho, Shibuya-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 Accounting Auditor and the Audit and Supervisory Committee for the 18th fiscal year (from March 1, 2024 to February 28, 2025)
 2. The Non-consolidated Financial Statements for the 18th fiscal year (from March 1, 2024 to February 28, 2025)

Matters to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Proposal No. 3: Payment of Bonuses to Directors

- ◎ In accordance with the amendments to the Companies Act, as a general rule, shareholders confirm the matters for electronic provision by accessing either of the websites listed on the previous page, with paper-based documents only sent to shareholders who requested the delivery of paper-based documents by the record date.

Among the matters for electronic provision, pursuant to laws and regulations and the provisions of the Company's Articles of Incorporation, the following matters are not posted in the paper-based documents.

- 1) Overview of the System to Ensure the Appropriateness of Business Operations and the Status of its Implementation
- 2) Notes to the Consolidated Financial Statements
- 3) Notes to the Non-consolidated Financial Statements

Therefore, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements posted in such paper-based documents are part of the documents subject to audit by the Accounting Auditor when creating the Accounting Auditor's report and the Audit and Supervisory Committee when creating the audit report.

- ◎ If revisions to the matters for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the websites listed on the previous page.

Information on Exercise of Voting Rights

Voting rights at the Company's General Meeting of Shareholders are shareholders' important rights. Please exercise your voting rights after reviewing the attached Reference Documents for General Meeting of Shareholders. There are three methods to exercise your voting rights as indicated below.

[Attending the General Meeting of Shareholders]

Present the enclosed voting form to the reception desk at the meeting.

Date and Time:

Tuesday, May 27, 2025, at 10:00 a.m. (Reception starts at 9:00 a.m.)

[Exercising voting rights in writing (by post)]

Indicate your approval or disapproval of each proposal on the enclosed voting form and return the form.

Deadline for exercising voting rights:

Monday, May 26, 2025, at 5:00 p.m.

[Exercising voting rights via the Internet, etc.]

Input your approval or disapproval of each proposal following the instructions on the next page.

Deadline for exercising voting rights:

Monday, May 26, 2025, at 5:00 p.m.

Information on How to Fill Out Your Voting Form

Please indicate whether you approve or disapprove of each proposal.

Proposals No. 1 and 3

If you approve, put a circle in the box marked 贊 [Approve].

If you disapprove, put a circle in the box marked 否 [Disapprove].

Proposals No. 2

If you approve the election of all candidates, put a circle in the box marked 贊 [Approve].

If you disapprove the election of all candidates, put a circle in the box marked 否 [Disapprove].

If you disapprove the election of certain candidates, put a circle in the box marked 贊 [Approve], and also write the candidate number for each candidate you disapprove to be elected.

If you exercise your voting rights both in writing (by post) and via the Internet, etc., your voting via the Internet, etc. will be treated as valid. If you exercise your voting rights more than once via the Internet, etc., only the last voting will be treated as valid. In the event that the voting rights have been exercised in writing (by post) with the voting form and where no vote of approval or disapproval of a proposal has been indicated on the voting form, the vote shall be treated as approval for the proposal.

Information on Exercise of Voting Rights via the Internet, etc.

Method of Scanning the QR Code “Smart Vote”

You can log in to the website for exercising voting rights without inputting your voting right exercise code and password.

- 1 Please scan QR Code provided at the bottom right of the voting form.
* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
- 2 Please follow the directions that appear on the screen to input approval or disapproval of each proposal.

Note that your voting rights can be exercised only once by using the “Smart Vote” method.

If you change your votes after exercising your voting rights, please log in to the website for PC by using your voting right exercise code and password printed on the voting form, and exercise your voting rights again.

* If you rescan the QR Code, you can access the website for PC.

Method of Inputting the voting right exercise code and password

The website for the exercise of voting rights: <https://soukai.mizuho-tb.co.jp/> (in Japanese)

- 1 Please access the website for exercise of voting rights.
Click “Proceed to the next”
- 2 Please input the voting right exercise code given on the voting form.
Input the voting right exercise code
Click “Next”
- 3 Please input the password given on the voting form.
Input your password
Set the new password that you will actually use
Click “Register”
- 4 Please follow the directions that appear on the screen to input approval or disapproval of each proposal.

In case you need instructions for how to operate your personal computer, smartphone or mobile phone in order to exercise your voting rights via the Internet, please contact:

Internet Help Dial, Securities Agent Department,
Mizuho Trust & Banking Co., Ltd.
0120-768-524
(Business hours: 9:00 – 21:00 (JST)
excluding the year-end and New Year holidays)

Institutional investors may use the Electronic Voting Platform for institutional investors operated by ICJ, Inc.

Reference Documents for General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

The policy concerning the appropriation of surplus for the fiscal year under review is to uphold the basic policy of distributing dividends commensurate with business performance as well as the basic policy of returning profits to our shareholders with a target dividend payout ratio of 30% to 40% while ensuring sufficient internal reserves are provided for further strengthening the corporate structure and for future business expansion.

The Company proposes to increase the year-end dividend by ¥7 per share, giving comprehensive consideration to the business performance for the fiscal year under review as well as the forecasts of business performance for the next fiscal year.

Accordingly, including the interim dividend of ¥23 per share, the annual dividend will be ¥50 per share.

Type of dividend property	Cash
Allotment of dividend property and their aggregate amount	¥27 per common share of the Company Total amount of dividends: ¥1,183,788,837
Effective date of dividends of surplus	May 28, 2025

Proposal No. 2: Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter, the same shall apply in this Proposal) will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes to elect eight (8) Directors. The Audit and Supervisory Committee has provided an opinion for this Proposal stating that the election of each candidate is appropriate.

The candidates for Director are as follows:

No.	Name	Position in the Company	Attribute
1	Hirofumi Obayashi	Representative Director and Chairman	Reelection
2	Masanori Hoshino	Representative Director and President	Reelection
3	Motoya Takebayashi	Managing Director	Reelection
4	Tomoyo Goda	Director	Reelection
5	Kazuhiro Sekine	Director	Reelection
6	Kazushige Enoki	Director	Reelection
7	Tadashi Miyajima	Director	Reelection
8	Akiko Iwata	Outside Director	Reelection Outside Independent

For reference: Policies and procedures for nominating candidates for Director

Important executives and people in charge of primary business companies, etc. are nominated as candidates for Director based on the assumption that they have extensive experience, professional knowledge, and good managerial judgment and personality.

The Board of Directors has deliberated and decided the nomination of candidates for Director to be proposed at the General Meeting of Shareholders.

1	Hirofumi Obayashi (Date of Birth: August 4, 1944) Number of the Company's shares held: 6,795,200 shares
Reelection Male Terms of office: 18 years Number of Board of Directors meetings attended: 14/16	[Career summary, and position and responsibility in the Company] Aug. 1973 Representative Director and President, following establishment of Bolsts Japan Co., Ltd. (The trade name changed to Minami Indo Co., Ltd., which was merged with NIPPON RESTAURANT SYSTEM. INC in June 2001) Oct. 1973 Director, Shosan restaurant planning Co., Ltd. (currently NIPPON RESTAURANT SYSTEM. INC) Feb. 1976 Representative and Senior Managing Director, Shosan restaurant planning Co., Ltd. Aug. 1977 Director, German Restaurant System Co., Ltd. (currently NIPPON RESTAURANT SYSTEM. INC) Jun. 1978 Representative and Senior Managing Director, Shosan restaurant planning Co., Ltd. stated above and German Restaurant System Co., Ltd. stated above were merged into NIPPON RESTAURANT SYSTEM. INC Jul. 1979 Representative Director and President, NIPPON RESTAURANT SYSTEM. INC Aug. 2005 Representative Director and Chairman, NIPPON RESTAURANT SYSTEM. INC Oct. 2007 Representative Director and Chairman, the Company May 2008 Director, the Company May 2016 Representative Director and Chairman, the Company (incumbent) May 2016 Representative Director and Chairman and President, NIPPON RESTAURANT SYSTEM. INC (incumbent) May 2016 Representative Director and Chairman, Premium Coffee & Tea Co., Ltd. (incumbent) May 2016 Director, Doutor Coffee Co., Ltd. Apr. 2017 Representative Director and Chairman, Doutor Coffee Co., Ltd. (incumbent) Significant concurrent positions outside the Company Representative Director and Chairman and President, NIPPON RESTAURANT SYSTEM. INC Representative Director and Chairman, Doutor Coffee Co., Ltd. Representative Director and Chairman, Premium Coffee & Tea Co., Ltd. Reasons for nomination as candidate for Director Hirofumi Obayashi has been Director since the establishment of the Company in October 2007, and as Representative Director and Chairman of the Company, he has exhibited strong leadership with the aim of enhancing corporate value since May 2016. He has developed new brands proactively and contributed to improvement of the Group's profitability. Therefore, the Company believes that he is a qualified person and has nominated him as a candidate to continue serving as Director.

2	Masanori Hoshino (Date of Birth: October 22, 1959) Number of the Company's shares held: 25,200 shares
Reelection Male Terms of office: 18 years Number of Board of Directors meetings attended: 16/16	[Career summary, and position and responsibility in the Company] Apr. 1983 Joined Doutor Coffee Co., Ltd. Jun. 2000 Director, Doutor Coffee Co., Ltd. Jun. 2002 Managing Director, Doutor Coffee Co., Ltd. Jun. 2004 Senior Executive Director, Doutor Coffee Co., Ltd. Jul. 2005 Vice President and Director, Doutor Coffee Co., Ltd. Oct. 2007 Director, the Company May 2008 Representative Director and President, the Company (incumbent) May 2011 Representative Director and Chairman, Doutor Coffee Co., Ltd. May 2011 Representative Director and President, D&N International Co., Ltd. (incumbent) May 2013 Director, NIPPON RESTAURANT SYSTEM. INC (incumbent) Apr. 2017 Representative Director and President, Doutor Coffee Co., Ltd. (incumbent) May 2023 Representative Director and President, Premium Coffee & Tea Co., Ltd. (incumbent) Significant concurrent positions outside the Company Representative Director and President, Doutor Coffee Co., Ltd. Representative Director and President, D&N International Co., Ltd. Director, NIPPON RESTAURANT SYSTEM. INC Representative Director and President, Premium Coffee & Tea Co., Ltd. Reasons for nomination as candidate for Director Masanori Hoshino was appointed as Representative Director and President in May 2008 and has exhibited strong organizational operating expertise from a Group-wide perspective in his execution of operations with the aim of enhancing corporate value. The Company believes that he is a qualified person to execute business operations with the aim of enhancing the corporate value and ensuring sustainable growth of the Group and has therefore nominated him as a candidate to continue serving as Director.
3	Motoya Takebayashi (Date of Birth: May 26, 1966) Number of the Company's shares held: 11,600 shares
Reelection Male Terms of office: 8 years Number of Board of Directors meetings attended: 16/16	[Career summary, and position and responsibility in the Company] Oct. 1997 Joined Doutor Coffee Co., Ltd. Mar. 2010 Senior Executive Officer, General Manager of Business Management Division, Doutor Coffee Co., Ltd. May 2014 Director, Doutor Coffee Co., Ltd. May 2016 Managing Director, Doutor Coffee Co., Ltd. May 2017 Director, the Company May 2018 Managing Director, the Company (incumbent) May 2018 Senior Executive Director, Doutor Coffee Co., Ltd. (incumbent) Significant concurrent positions outside the Company Senior Executive Director, Doutor Coffee Co., Ltd. Reasons for nomination as candidate for Director Motoya Takebayashi worked to expand the Company's sales channels as a sales manager in the Group. The Company believes that he is a qualified person to execute business operations utilizing his experiences up to now with the aim of ensuring sustainable growth of the Group and has therefore nominated him as a candidate to continue serving as Director.

4	Tomoyo Goda (Date of Birth: September 8, 1970) Number of the Company's shares held: 17,117 shares
Reelection Female Terms of office: 9 years Number of Board of Directors meetings attended: 16/16	[Career summary, and position and responsibility in the Company] Apr. 1994 Joined NIPPON RESTAURANT SYSTEM. INC Aug. 2008 Director, D&N CONFECTIONERY Co., Ltd May 2013 Director, NIPPON RESTAURANT SYSTEM. INC May 2016 Director, the Company (incumbent) May 2016 Managing Director, D&N CONFECTIONERY Co., Ltd May 2018 Representative Director and President, D&N CONFECTIONERY Co., Ltd (incumbent) May 2018 Managing Director, NIPPON RESTAURANT SYSTEM. INC Oct. 2022 Representative Director and President, SUNMERRY'S INC. (incumbent) Sep. 2023 Senior Managing Director, NIPPON RESTAURANT SYSTEM. INC (incumbent) Significant concurrent positions outside the Company Representative Director and President, D&N CONFECTIONERY Co., Ltd Senior Managing Director, NIPPON RESTAURANT SYSTEM. INC Representative Director and President, SUNMERRY'S INC. Reasons for nomination as candidate for Director Tomoyo Goda worked to improve profitability as the person in charge of store operations and management, Western confectionery manufacturing, and product development in the Group. The Company believes that she is a qualified person to execute business operations, utilizing her experiences up to now and sensibilities, and has therefore nominated her as a candidate to continue serving as Director.
5	Kazuhiro Sekine (Date of Birth: November 17, 1965) Number of the Company's shares held: 8,200 shares
Reelection Male Terms of office: 7 years Number of Board of Directors meetings attended: 16/16	[Career summary, and position and responsibility in the Company] Jan. 2007 Joined Doutor Coffee Co., Ltd. Apr. 2010 General Manager of Public Relations, Management Control Division, Doutor Coffee Co., Ltd. Dec. 2010 General Manager of Public and Investor Relations, the Company Mar. 2015 General Manager of Control Division, Doutor Coffee Co., Ltd. (incumbent) May 2017 Director, Doutor Coffee Co., Ltd. (incumbent) May 2018 Director, the Company (incumbent) Significant concurrent positions outside the Company Director, Doutor Coffee Co., Ltd. Reasons for nomination as candidate for Director Kazuhiro Sekine has worked to promote continued enhancement of corporate value as the person in charge of Public and Investor Relations in the Company and the Group. In addition, he has worked for strengthening the management system of Doutor Coffee Co., Ltd. as Director and General Manager of Management Control Division. The Company believes that he is a qualified person to execute business operations utilizing his experiences up to now and has therefore nominated him as a candidate to continue serving as Director.
6	Kazushige Enoki (Date of Birth: May 11, 1971) Number of the Company's shares held: 6,400 shares
Reelection Male Terms of office: 2 years Number of Board of Directors meetings attended: 16/16	[Career summary, and position and responsibility in the Company] Apr. 1995 Joined Doutor Coffee Co., Ltd. Apr. 2010 General Manager of Sales Promotion, Sales Division, Doutor Coffee Co., Ltd. May 2018 Director, General Manager of Purchasing and Logistics Division, Doutor Coffee Co., Ltd. Mar. 2020 Director, General Manager of Merchandise Division, Doutor Coffee Co., Ltd. (incumbent) May 2023 Director, the Company (incumbent) Significant concurrent positions outside the Company Director, Doutor Coffee Co., Ltd. Reasons for nomination as candidate for Director Kazushige Enoki has been in charge of planning and implementation of purchasing strategies in the Company and the Group, possessing knowledge of the company's products and in-depth insight into purchasing. He also has broad personal connections with suppliers cultivated during his time in the Sales Division of Doutor Coffee Co., Ltd. and has worked to expand business operations of the Group. The Company believes that he is a qualified person to execute business operations utilizing his experiences up to now and has therefore nominated him as a candidate to continue serving as Director.

7	Tadashi Miyajima (Date of Birth: July 5, 1967) Number of the Company's shares held: 33,594 shares
Reelection Male Terms of office: 1 year Number of Board of Directors meetings attended: 13/13	[Career summary, and position and responsibility in the Company] Apr. 1993 Joined NIPPON RESTAURANT SYSTEM. INC May 2008 Director, NIPPON RESTAURANT SYSTEM. INC May 2015 Managing Director, NIPPON RESTAURANT SYSTEM. INC Sep. 2023 Senior Managing Director, NIPPON RESTAURANT SYSTEM. INC (incumbent) May 2024 Director, the Company (incumbent) Significant concurrent positions outside the Company Senior Managing Director, NIPPON RESTAURANT SYSTEM. INC Reasons for nomination as candidate for Director Tadashi Miyajima has been in charge of the operations, management, and design management of stores of NIPPON RESTAURANT SYSTEM. INC as Senior Managing Director, possessing in-depth insight into opening new stores and refurbishing existing stores, and has worked to expand business operations of NIPPON RESTAURANT SYSTEM. INC. The Company believes that he is a qualified person to execute business operations utilizing his experiences up to now and has therefore nominated him as a candidate to continue serving as Director.
8	Akiko Iwata (Date of Birth: April 7, 1969) Number of the Company's shares held: 100 shares
Reelection Female Outside Director Independent Director Terms of office: 1 year Number of Board of Directors meetings attended: 13/13	[Career summary, and position and responsibility in the Company] Apr. 1996 Joined Japan Broadcasting Corporation Jul. 2013 Reporter and commentator, politics department, Japan Broadcasting Corporation Apr. 2018 Visiting professor, Chukyo University Jul. 2019 Executive commentator, Japan Broadcasting Corporation Jul. 2022 Left Japan Broadcasting Corporation Aug. 2022 Representative Director, Iwata Co., Ltd. (incumbent) Sep. 2022 Visiting professor, Chiba University (incumbent) Apr. 2023 Freelance journalist (incumbent) May 2024 Director, the Company (incumbent) Aug. 2024 Director, Nihon Enterprise Co., Ltd. (incumbent) Significant concurrent positions outside the Company — Reasons for nomination as candidate for Outside Director and overview of the role expected to be fulfilled if elected as Outside Director Akiko Iwata has been active in the past and at present in a wide range of fields, mainly in the media. She has been providing opinions and suggestions with her fresh perspective, which is different from those of Directors who possess expert knowledge about business operations of the Group. The Company believes that she is a qualified person to supervise management of the Company and has therefore nominated her as a candidate to continue serving as Outside Director. The Company expects that she will reflect the opinions of stakeholders of the Company including many individual shareholders in meetings of the Board of Directors, and that she will monitor and supervise the Company's management from an independent standpoint.

Notes:

- There is no special interest between the candidates and the Company.
- Akiko Iwata is currently Outside Director of the Company. The Company has submitted notification to the Tokyo Stock Exchange, Inc. that she has been designated as an independent director as provided for by the aforementioned exchange. If she is reelected, the Company plans for her appointment as independent director to continue.
- The outline of the limited liability agreement with Outside Directors is as described below. The Company has entered into the aforementioned agreement with Akiko Iwata. If her reelection is approved, the Company plans to renew the aforementioned agreement with her.
 - In the case of falling under the requirements specified in laws and regulations, the liability for damages stipulated in Article 423, paragraph 1 of the Companies Act shall not exceed the total of the amounts specified in each item of Article 425, paragraph 1 of the Act.
- The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company, thereby covering losses and costs incurred by insured Directors and Audit and Supervisory Board Members of the Company and its subsidiaries in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums for D&O insurance is borne by the Company. If each candidate is elected and assumes the office as Director, the Company plans to include every such Director as an insured in the D&O insurance policy. The term of the D&O insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

Proposal No. 3: Payment of Bonuses to Directors

Taking into consideration the profits of the fiscal year under review and other various matters, the Company proposes to pay bonuses at the total amount of ¥61.4 million to nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members) in office as of the end of the fiscal year under review (including bonuses for one (1) Outside Director at the amount of ¥0.6 million), in appreciation of their services during the fiscal year under review.

This proposal has been determined by the Board of Directors after consulting the remuneration committee, which comprises five directors, consisting of two internal and three independent outside directors, and is chaired by an independent outside director in accordance with the policy concerning the determination of content of remuneration, etc. for Directors. The Company, therefore, judges the details to be appropriate. It is further proposed that the determination of individual amounts to be paid to each Director shall be entrusted to the Board of Directors.

Reference: Skills Matrix

The skills matrix that lists the knowledge, experience and skills of candidates for Director is as follows:

Name	Position/ Role	Attributes							
		Corporate management	Sales & marketing	Location development	Menu development	Finance & Accounting M&A	Legal & governance	International experience	ESG & Sustainability
Hirofumi Obayashi	Representative Director and Chairman	●	●	●	●	●		●	
Masanori Hoshino	Representative Director and President	●		●	●		●	●	●
Motoya Takebayashi	Managing Director	●	●		●				
Tomoyo Goda	Director		●		●				●
Kazuhiro Sekine	Director					●	●		●
Kazushige Enoki	Director		●		●				●
Tadashi Miyajima	Director		●		●				●
Akiko Iwata	Outside Director							●	●
Masaharu Kohno	Audit and Supervisory Committee Member						●	●	
Hiroshi Asai	Audit and Supervisory Committee Member	●				●			
Seizo Matsumoto	Audit and Supervisory Committee Member						●		●

Note. The chart does not list all the skills possessed by the candidates.