

Note: This document has been translated from a part of 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: 2918
May 8, 2026

To Our Shareholders:

Hideo Tsuji, Representative Director, President
WARABEYA NICHIO HOLDINGS CO., LTD.
13-19, Tomihisa-cho, Shinjuku-ku, Tokyo, Japan

Notice of the 62nd Annual General Meeting of Shareholders

We are pleased to announce the 62nd Annual General Meeting of Shareholders of WARABEYA NICHIO HOLDINGS CO., LTD. (the “Company”), which will be held as indicated below.

When convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items subject to measures for electronic provision) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

[The Company’s website]

<https://www.warabeaya.co.jp/ja/ir/stock/meeting.html> (in Japanese)

[Website for posted informational materials for the general meeting of shareholders]

<https://d.sokai.jp/2918/teiji/> (in Japanese)

[TSE website (Listed Company Search)]

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

(When accessing the TSE website by using the Internet address shown above, enter “WARABEYA NICHIO HOLDINGS” in “Issue name (company name)” or the Company’s securities code “2918” 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].”)

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please review Reference Documents for General Meeting of Shareholders, and then exercise your voting rights by 6:00 p.m. on Wednesday, May 27, 2026 (JST).

1. **Date and Time:** Thursday, May 28, 2026 at 10:00 a.m. (JST)
(Reception starts at 9:00 a.m.)
2. **Venue:** Royal Hall I, 3rd Floor, Rihga Royal Hotel Tokyo
1-104-19 Totsuka-machi, Shinjuku-ku, Tokyo, Japan

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 62nd fiscal year (from March 1, 2025 to February 28, 2026), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Committee
2. The Non-consolidated Financial Statements for the 62nd fiscal year (from March 1, 2025 to February 28, 2026)

Matters to be resolved:

Proposal No. 1 Appropriation of Surplus

Proposal No. 2 Election of Five Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

Proposal No. 3 Election of One Director Who Is an Audit & Supervisory Committee Member

4. Other Decisions on the Convocation

(1) Voting by proxy

If you are unable to attend the Meeting in person, you can have another shareholder with voting rights attend the Meeting as a proxy. However, please note that it is necessary to submit a document certifying proxy authority.

- (2) If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval of the proposals on the voting form, it shall be treated as if you indicated approval of the proposals.
- (3) Please note if you exercise your voting rights both in writing and via the Internet, your voting via the Internet shall prevail.
- (4) If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed effective.

- If you attend the Meeting in person, please submit the voting form at the reception desk.
- Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents.
 - i) "Company Structure and Policies" in the Business Report
 - ii) "Consolidated Statements of Changes in Net Assets" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - iii) "Non-consolidated Statements of Changes in Net Assets" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Note: The items listed above are available in Japanese only.

Accordingly, the documents that are delivered to shareholders who have made a request for delivery of paper-based documents are part of the documents included in the scope of audits by the Audit & Supervisory Committee and the Financial Auditor when they create their respective audit reports.

- 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 websites listed on page 1.
- Note that gifts will not be provided to shareholders who attend the General Meeting of Shareholders.
We would appreciate your understanding in advance.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1 Appropriation of Surplus

The Warabeya Nichiyo Group (the “Group”) regards the appropriate return of profit to its shareholders as an important management policy and its basic policy is to implement stable and continuous dividends with a targeted consolidated dividend payout ratio of 40%. The Company proposes to pay year-end dividends for the fiscal year as follows:

Year-end dividends

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property to shareholders and their aggregate amount
¥60 per common share of the Company
Total payment: ¥1,056,801,420
The annual dividends for the fiscal year will be ¥120 per share, including the interim dividends of ¥60 per share already paid.
- (3) Effective date of dividends of surplus
May 29, 2026

Proposal No. 2 Election of Five Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all currently serving Directors (excluding Directors who are Audit & Supervisory Committee Members; the same is applicable to the rest of this proposal) will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of five Directors.

In addition, having considered this proposal, the Company's Audit & Supervisory Committee has determined that all of the candidates for Directors are appropriate.

The candidates for Directors are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned (Number of potential shares in addition to the above)
1	Hideo Tsuji (January 21, 1964) Re-election	Feb. 1997 Joined NICHIO CARRY CO., LTD. (currently BESTRANS CO., LTD.) May 2003 Director, Head of Sales Headquarters and General Manager of Business Promotion Dept. May 2006 Managing Director May 2011 Representative Director, President of WARABEYA HOKKAIDO CO., LTD. Mar. 2013 Representative Director, President of WARABEYA TOKAI CO., LTD. May 2016 Representative Director, President of WARABEYA KANSAI CO., LTD. Sept. 2016 Director, Executive Officer and Head of Western Japan Business Headquarters of WARABEYA NICHIO CO., LTD. June 2017 Director, Executive Officer and General Manager of Overseas Business Dept., supervising Quality Assurance Dept. May 2018 Director, Managing Executive Officer, in charge of Overseas Business and supervising Corporate Planning Dept. and Quality Assurance Dept. of the Company Mar. 2019 Director, Senior Managing Executive Officer, in charge of Overseas Business and supervising Corporate Planning Dept. and Quality Assurance Dept. Mar. 2020 Director, Executive Vice President, in charge of Overseas Business and supervising Corporate Planning Dept. and Quality Assurance Dept. May 2021 Representative Director, Vice President, in charge of Overseas Business and supervising Corporate Planning Dept. and Quality Assurance Dept. Sept. 2021 Representative Director, Vice President, Head of Overseas Business and supervising Corporate Planning Dept. and Quality Assurance Dept. Representative Director, President of WARABEYA NICHIO INTERNATIONAL CO., LTD. Mar. 2022 Representative Director, President of the Company (current position)	5,764 shares (25,100 shares)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned (Number of potential shares in addition to the above)
			<p>[Reasons for nomination]</p> <p>Hideo Tsuji has been involved in sales, production, quality assurance, and overseas business in the Group, and has accumulated experience and achievements in various fields. He has served as Representative Director and Executive Vice President of the Company since 2021, and Representative Director and President since 2022, and has knowledge and experience necessary for the sound and appropriate management of the Group. The Company proposes his election because it is expected that he will utilize his experience to contribute to the further growth of the Group and the improvement of corporate value.</p>

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned (Number of potential shares in addition to the above)
2	<p style="text-align: center;">Koji Mori (April 25, 1971)</p> <p style="text-align: center;">Re-election</p>	<p>Nov. 1994 Joined the Company</p> <p>May 2016 Representative Director, President of WARABEYA U.S.A., INC.</p> <p>Sept. 2019 Director, Executive Officer and General Manager of Overseas Business Dept. of WARABEYA NICHIO CO., LTD. (currently WARABEYA NICHIO INTERNATIONAL CO., LTD.)</p> <p>Jan. 2021 Director, Executive Officer, General Manager of Overseas Business Dept. and General Manager of New Products Development Dept.</p> <p>Sept. 2021 Executive Officer, Deputy Head of Overseas Business of the Company</p> <p>Mar. 2022 Managing Executive Officer, Head of Overseas Business and supervising Quality Assurance Dept. Representative Director, President of WARABEYA NICHIO INTERNATIONAL CO., LTD.</p> <p>May 2024 Director, Managing Executive Officer, Head of Overseas Business and supervising Quality Assurance Dept. of the Company</p> <p>Feb. 2025 Representative Director, President of WARABEYA NICHIO FOODS CO., LTD. (current position) Director, Managing Executive Officer in charge of Food Products Business of the Company (current position)</p> <p>Mar. 2026 Director of WARABEYA NICHIO INTERNATIONAL CO., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director, President of WARABEYA NICHIO FOODS CO., LTD.</p>	<p style="text-align: center;">1,108 shares (8,000 shares)</p>
<p>[Reasons for nomination]</p> <p>Koji Mori has been involved in production, quality assurance, and overseas business in the Group, and has accumulated experience and achievements in various fields. He has served as Director and Managing Executive Officer of the Company since 2024, and has knowledge and experience necessary for the sound and appropriate management of the Group. The Company proposes his election because it is expected that he will utilize his experience to contribute to the further growth of the Group and the improvement of corporate value.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned (Number of potential shares in addition to the above)
3	Masahide Ebata (September 25, 1973) Re-election	<p>Jan. 2010 Joined the Company</p> <p>Mar. 2015 General Manager of Beijing Want-Yang Foods Ltd.</p> <p>May 2018 Executive Officer, General Manager of Corporate Planning Dept. of the Company</p> <p>Sept. 2019 Representative Director, President of PROSYSTAS CO., LTD.</p> <p>May 2020 Director, Executive Officer and General Manager of Corporate Planning Dept. of the Company</p> <p>June 2021 Representative Director, President of WARABEYA NICHIO FOODS CO., LTD.</p> <p>Mar. 2022 Director, Executive Officer and General Manager of Corporate Planning Dept. and in charge of Sustainability of the Company</p> <p>Dec. 2022 Director, Executive Officer, supervising Chinese Business of WARABEYA NICHIO INTERNATIONAL CO., LTD.</p> <p>Mar. 2026 General Manager of Beijing Want-Yang Foods Ltd. (current position) Representative Director, President of WARABEYA NICHIO INTERNATIONAL Co., LTD. (current position) Director, Executive Officer in charge of Overseas Business of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director, President of WARABEYA NICHIO INTERNATIONAL CO., LTD.</p>	1,912 shares (4,700 shares)
<p>[Reasons for nomination] Masahide Ebata has been involved in the overseas business and corporate planning of the Group, and has accumulated experience and achievements in various fields. The Company proposes his election because it is expected that he will utilize his experience to contribute to the further growth of the Group and the improvement of corporate value.</p>			
4	Atsushi Inoue (July 8, 1967) Re-election	<p>Oct. 2022 Joined the Company, General Manager of Financial Planning Dept.</p> <p>Mar. 2023 Executive Officer, General Manager of Financial Planning Dept.</p> <p>May 2024 Director, Executive Officer and General Manager of Financial Planning Dept.</p> <p>Mar. 2026 Director, Executive Officer and General Manager of Corporate Planning Dept. and in charge of Finance and Sustainability (current position)</p>	2,399 shares (900 shares)
<p>[Reasons for nomination] Atsushi Inoue has been involved in the finance, accounting, and corporate planning of the Group, and has accumulated experience and achievements in various fields. The Company proposes his election because it is expected that he will utilize his experience to contribute to the further growth of the Group and the improvement of corporate value.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned (Number of potential shares in addition to the above)
5	Koji Ono (December 7, 1968) New election	July 2006 Joined WARABEYA TOKAI CO., LTD. Mar. 2019 General Manager of General Affairs Dept. of the Company Aug. 2019 Executive Officer and General Manager of General Affairs Dept. Sept. 2022 Director, Executive Officer and General Manager of General Affairs Dept. of WARABEYA NICHIO FOODS CO., LTD. June 2023 Executive Officer and General Manager of General Affairs Dept. and in charge of Legal Affairs and Human Resources of the Company Mar. 2025 Director, Executive Officer and General Manager of General Affairs Dept. and in charge of Human Resources of WARABEYA NICHIO FOODS CO., LTD. (current position) Executive Officer and General Manager of General Affairs Dept. and in charge of Human Resources of the Company (current position)	1,270 shares (3,800 shares)
[Reasons for nomination] Koji Ono has been involved in general affairs, legal affairs, and human resources in the Group, and has accumulated experience and achievements in various fields. The Company proposes his election because it is expected that he will utilize his experience to contribute to the further growth of the Group and the improvement of corporate value.			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. The Group has entered into a directors and officers liability insurance policy as stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, with Directors and Audit & Supervisory Board Members of the Group companies as the insureds, and plans to renew the policy in June 2026. If the election of each candidate is approved and adopted in this proposal, the candidate for re-election will continue to be insured, and the candidate for new election will newly become insured.
 - i) Summary of insurance incidents covered
The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer or such like, or receipt of claims pertaining to the pursuit of such liability.
 - ii) Insurance premiums
Insurance premiums are paid in full by the Company.
 3. Shown herein are the numbers of shares of WARABEYA NICHIO HOLDINGS CO., LTD. owned by candidates at the end of the fiscal year (February 28, 2026), including shares owned in the WARABEYA NICHIO HOLDINGS CO., LTD. Officers Share Ownership Association.
 4. The number of potential shares shown in parentheses under "Number of the Company's shares owned" for each candidate represents the number of vested points equivalent under the Share-based Remuneration Plan using a trust.

Proposal No. 3 Election of One Director Who Is an Audit & Supervisory Committee Member

Of the five Audit & Supervisory Committee Members, the term of office of Director Chikako Irie will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of one Director who is an Audit & Supervisory Committee Member.

In addition, the consent of the Audit & Supervisory Committee has been obtained for this proposal.

The candidate for Director who is an Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, position and responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
<p style="text-align: center;">Chikako Irie (March 8, 1972)</p> <p style="text-align: center;">Re-election</p>	<p>Oct. 1996 Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>Apr. 2000 Registered as a CPA</p> <p>July 2013 CPA Audit Inspector of Certified Public Accountants and Auditing Oversight Board of Financial Services Agency</p> <p>July 2016 Senior Manager of Deloitte Touche Tohmatsu LLC</p> <p>July 2019 Managing Director</p> <p>July 2023 Representative of Irie CPA Office (current position)</p> <p>May 2024 Outside Director of the Company (Audit & Supervisory Committee Member) (current position)</p> <p>June 2025 Outside Director (Audit and Supervisory Committee Member) of Torishima Pump Mfg. Co., Ltd. (current position)</p> <p>(Significant concurrent positions outside the Company) Outside Director (Audit and Supervisory Committee Member) of Torishima Pump Mfg. Co., Ltd.</p>	<p>464 shares</p>
<p>[Reasons for nomination and summary of expected roles as outside Director]</p> <p>Chikako Irie has never been directly involved in the management of a company. However, she has expert knowledge and extensive experience as a CPA and possesses practical experience during her work at the Financial Services Agency. Based on her broad, cross-industry insight through her knowledge and experience, the Group expects her to monitor and supervise the management of the Group from an independent viewpoint.</p>		

- (Notes)
1. There is no special interest between Chikako Irie and the Company.
 2. Chikako Irie is a candidate for outside Director who is an Audit & Supervisory Committee Member.
 3. At the conclusion of this annual general meeting of shareholders, Chikako Irie's tenure as outside Director of the Company will have been two years.
 4. The Company has entered into a limited liability agreement with Chikako Irie pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and Article 32 of the Company's Articles of Incorporation. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations, and if she is elected, the Company plans to renew the aforementioned agreement with her.
 5. The Group has entered into a directors and officers liability insurance policy as stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company, with Directors and Audit & Supervisory Board Members of the Group companies as the insureds, and plans to renew the policy in June 2026. If the election of Chikako Irie is approved and adopted in this proposal, she will continue to be insured.
 - i) Summary of insurance incidents covered
The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer or such like, or receipt of claims pertaining to the pursuit of such liability.
 - ii) Insurance premiums
Insurance premiums are paid in full by the Company.
 6. The Company has submitted notification to the Tokyo Stock Exchange that Chikako Irie has been appointed as an independent officer as provided for by the aforementioned exchange. If she is elected, the Company plans for her appointment as an independent officer to continue.
 7. Shown herein is the number of shares of WARABEYA NICHIO HOLDINGS CO., LTD. owned by Chikako Irie at the end of the fiscal year (February 28, 2026), including shares owned in the WARABEYA NICHIO HOLDINGS CO., LTD. Officers Share Ownership Association.

<Reference>

Skill Matrix of Directors (if Proposal No. 2 and Proposal No. 3 are approved)

Name	Experience in corporate management	Experience in foods business	Experience in sales and marketing	Experience in quality control	Experience in overseas business	Finance and accounting	Legal affairs	IT	Sustainability
Hideo Tsuji	✓	✓	✓	✓	✓				✓
Koji Mori	✓	✓	✓	✓	✓				
Masahide Ebata	✓	✓	✓		✓				✓
Atsushi Inoue			✓			✓			✓
Koji Ono		✓					✓	✓	
Yasuyuki Nagahama Audit & Supervisory Committee Member	✓		✓		✓	✓	✓		✓
Hidetora Yoshimine Audit & Supervisory Committee Member Outside Independent	✓	✓	✓		✓				✓
Shio Harada Audit & Supervisory Committee Member Outside Independent							✓		✓
Chikako Irie Audit & Supervisory Committee Member Outside Independent						✓			
Takuo Sukigara Audit & Supervisory Committee Member Outside Independent		✓		✓	✓		✓		✓