

Stock Code: 6547

September 7, 2020

To shareholders:

GREENS Co., LTD.

5-3, Hamada-cho, Yokkaichi-shi, Mie Prefecture

Takeya Muraki, President & Representative Director

Notice of Convocation of the 57th Ordinary General Meeting of Shareholders

Thank you for your continued support.

We are pleased to inform you that we will hold the 57th Ordinary General Meeting of Shareholders as follows.

To reduce the risk of contracting new coronavirus (COVID-19) infections, we highly recommend you to refrain from attending the meeting in person and exercise your voting rights in writing or via the Internet in advance, regardless of your health status.

Please review the "Reference Materials for the General Meeting of Shareholders" below and exercise your voting rights no later than 6:00 p.m. on Friday, September 25, 2020, by either entering your approval or disapproval of the agenda items on the enclosed Voting Rights Exercise Form and returning it to us, or entering your approval or disapproval of the agenda items on the Company's designated voting website (<https://evote.tr.mufg.jp/>), after referring to the "Voting Instructions" on page 4.

1. Date and time:

Monday, September 28, 2020, 10:00 a.m. (Start accepting : 9:30 a.m.)

2. Place:

"Ise-no-ma" Room, 6th Floor, Hotel Green Park Tsu
700 Hadokoro-cho, Tsu-shi, Mie

3. Meeting Agenda:

Items to be Reported:

1. Business Report, Consolidated Financial Statements for the 57th Fiscal Period (July 1, 2019 to June 30, 2020) and Audit Reports on the Consolidated Financial Statements from the Accounting Auditor and the Audit Committee.
2. Report on Financial Statements for the 57th Fiscal Period (July 1, 2019 to June 30, 2020)

Items on the Agenda:

Item 1: Appropriation of Surplus

Item 2: Election of Eight (8) Directors (excluding those who are members of the Audit Committee)

4. Instructions for exercise of voting rights. etc.:

Please refer to the "Voting Instructions" on page 3

- When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the venue reception on the day of the meeting.
- The consolidated statements of changes in shareholders' equity, the statements of changes in shareholders' equity, and the notes to consolidated financial statements and the notes to non-consolidated financial statements are posted on our website in accordance with laws and regulations and Article 14 of our Articles of Incorporation, and these are not included in the accompanying documents of this notice. Therefore, the accompanying documents of this Notice of Convocation are part of the scope of audits conducted by the Audit Committee and the Accounting Auditor when preparing the Audit Report and the Accounting Audit Report.
- If any revisions are made to the Reference Materials for the General Meeting of Shareholders, the Business Reports, the Non-consolidated Financial Statements and the Consolidated Financial Statements, the revised information will be posted on our website below.
- Souvenirs will not be presented to shareholders who attend the meeting.
- Resolution results at this Ordinary General Meeting of Shareholders will be posted on our website below after the end of this meeting.

Our website: <https://www.kk-greens.jp/ir>

Voting Instructions

Exercising voting rights are important rights for shareholders. Please consider the following Reference Documents for the General Meeting of Shareholders, and exercise your voting rights.

There are following three methods for exercising voting rights.

1. Exercising voting rights by attending the Annual General Meeting of Shareholders

When attending the meeting, please submit the Voting Rights Exercise Form at the reception desk

Date and time of the meeting: Monday, September 28, 2020, 10:00 a.m.

2. Exercising voting rights by mail (recommended)

Please indicate your approval or disapproval of each of the proposals on the enclosed Voting Rights Exercise Form and return it by mail.

Expiration date: Delivery no later than 6:00 p.m. on Friday, September 25, 2020

3. Exercising your voting rights via the Internet (recommended)

Please access the "Voting Rights Website" and indicate your approval or disapproval of each of the proposals according to the guides on the screen.

Voting Rights Website: <https://evote.tr.mufg.jp/>

Expiration date: No later than 6:00 p.m. on Friday, September 25, 2020

Information on Electronic Voting Platform (for Institutional Investors)

For institutional investors, the Electronic Voting Platform operated by ICJ, Inc. is available only if requested in advance.

Reference Materials for the General Meeting of Shareholders

Item 1: Appropriation of Surplus

Matters Regarding Year-end Dividends

The Company pays dividends from retained earnings, placing importance on returning profits to shareholders, with a basic policy of paying continuous and stable dividends, while taking into account factors such as the future environment surrounding the Company.

The year-end dividend for the fiscal year under review will be as follows, taking into account the business results for the fiscal year under review, future business development, and the financial base, in light of the severe business environment caused by the expansion of COVID-19.

1. Assets subject to dividend: Cash
2. Matters relating to allotment of dividends and total amount of dividends to be distributed:
Per share of common stock: **10 yen**
Total amount of dividends: **128,764,580 yen**
3. Date on which the dividend becomes effective: September 29, 2020

Proposal 2: Election of Eight (8) Directors (excluding those who are members of the Audit Committee)

All eight directors (excluding those who are members of the audit committee; the same in this proposal below) will expire at the time of the conclusion of this meeting. The Company proposes the election of eight directors.

The candidates of directors are decided at the Board of Directors based on a recommendation of Nomination and Compensation Committee, which is chaired by the Company's outside director.

The Company has considered this matter at the Auditing Committee, and it has determined that all of board candidates are suitable.

The candidates for directors are as follows.

Candidate No.	Name	Current Position and Responsibilities	Attribute
1	Takeya Muraki	President & Representative Director	Reelection
2	Kiyoshi Matsui	Chairman of the Board	Reelection
3	Makoto Sakakieda	Managing Director, In Charge of Marketing Division	Reelection
4	Kenji Shimizu	Director, General Manager of Business Planning Division	Reelection
5	Naoko Suzuki	Director, General Manager of Human Resources Division	Reelection
6	Hiroya Ito	Director, General Manager of Administration Division	Reelection
7	Keitaro Yamashiro	Director, General Manager of Sales Division, Choice Hotels	Reelection
8	Tomohide Hasegawa	Director, General Manager of Sales Division, Greens Hotels	Reelection

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
1	Takeya Muraki (November 7, 1972)	<p>January 1997: Joined the Company</p> <p>September 2001: Director</p> <p>September 2004: Managing Director</p> <p>September 2013: Senior Managing Director In Charge of Sales and Business Development Office</p> <p>September 2018: President & Representative Director (current position)</p> <p>[Responsibilities and description of significant concurrent positions]</p> <p>President, Choice Hotels Japan Co., Ltd.</p> <p>President, Shinryoku Co., Ltd.</p> <p>President, TM Corporation</p>	1,104,300 shares
Reason for nomination as a candidate for director			
<p>Since he was appointed as Director, he has fulfilled his duties based on his abundant industry knowledge and extensive experience in our business and overall management. He is expected to continue his efforts to improve corporate value through strong leadership in the future. Therefore, the Company requests his reappointment as a Director.</p>			

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
2	Kiyoshi Matsui (December 18, 1956)	<p>November, 1980: Joined the Company</p> <p>September 1989: Director</p> <p>July 1998: Managing Director</p> <p>November 1999: Senior Managing Director</p> <p>November 2004: Executive Managing Director</p> <p>September 2013: President & Representative Director</p> <p>September 2018: Chairman of the Board (current position)</p>	104,300 shares
Reason for nomination as a candidate for director			
<p>He has been involved in management as a member of the Board of Directors from early on and has extensive experience in the Company's operations and general management. He uses his experience and expertise to play an adequate role in the overall operation of the Company and in making decisions on important matters as a director, and it is expected that he will continue to contribute to improving the corporate value. Therefore, the Company requests his reappointment as a Director.</p>			

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
3	Makoto Sakakieda (March 3, 1961)	<p>September 1983: Joined UCC Ueshima Coffee Co., Ltd.</p> <p>April 2011: President & Representative Director, UCC Foodservice Systems Inc.</p> <p>April 2012: Representative Director & Vice President, UCC COFFEE PROFESSIONAL Co, Ltd.</p> <p>June 2015: Director in Charge of Restaurant Operation, UCC HOLDINGS CO., LTD</p> <p>June 2016: Joined TOWA ENTERPRISE CO., LTD., Executive Officer and General Manager</p> <p>June 2017: Joined the Company</p> <p>November 2017: General Manager of Sales Division</p> <p>September 2018: Director, Managing Director (current position), In Charge of Sales Division (current position)</p>	4,300 shares
Reason for nomination as a candidate for director			
<p>He has extensive business experience gained over many years in the manufacturing, wholesale and food service industries, as well as extensive insight into corporate management. He is currently in charge of the sales department. In consideration of his extensive knowledge and deep involvement in the formulation of business strategies, etc., and based on his track record of sufficiently playing a role in business operations and decisions on important matters throughout the Company as a director, the Company requests his reappointment as a Director.</p>			

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
4	Kenji Shimizu (June 12, 1973)	<p>April 1996: Joined TOTO LTD.</p> <p>July 2006: Joined GMD Co., Ltd. (currently KPMG FAS Co., Ltd.)</p> <p>December 2011: Joined TAKE AND GIVE. NEEDS Co., Ltd.</p> <p>February 2015: Joined Horwath Asia Pacific Japan Co., Ltd.</p> <p>November 2017: Joined the Company</p> <p>July 2018: General Manager, Business Development Office</p> <p>September 2018: Director (current position)</p> <p>April 2019: General Manager of Business Planning Division (current position)</p>	4,300 shares
Reason for nomination as a candidate for director			
<p>He has a wide range of industry knowledge and management know-how through consulting services related to hotel management, and currently serving as General Manager of the Business Planning Division.</p> <p>Based on his expert knowledge of hotel management, he has been deeply involved in the new restaurant development, corporate planning and new business development, and has played an adequate role as a director in the overall business operations and in making decisions on important matters. Therefore, the Company requests his reappointment as a Director.</p>			

Candidate No.	Name (Date of Birth):	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
5	Naoko Suzuki (Real name: Naoko Kawai) (December 10, 1972)	April 1995: Joined ROCK FIELD CO.,LTD. February 2009: Joined Elmo Co., Ltd. March 2013: Joined the Company January 2017: Manager of Human Resources Division July 2018: Joined Oyatsu Town CO.,LTD. General Manager, Human Resources & General Affairs Division July 2019: Joined the Company, General Manager of Human Resources Division (current position) September 2019: Director (current position)	4,900 shares
Reason for nomination as a candidate for director			
<p>She has abundant experience in the field of human resources in various industries and is currently serving as General Manager of the Human Resources Division. Based on her expertise in a variety of industries, she is expected to continue to perform her duties appropriately as a director based on her efforts to establish a medium-to long-term personnel system that goes beyond the boundaries of the industry, and her contributions to the utilization and performance of diverse human resources, as well as her contributions to strengthening the corporate structure through business improvements. Therefore, the Company requests her reappointment as a Director.</p>			

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
6	Hiroya Ito (February 1, 1970)	<p>September 2005: Joined the Company</p> <p>January 2013: Manager of Corporate Planning Division</p> <p>September 2013: Executive Officer, General Manager of Corporate Planning Division</p> <p>September 2014: Director (current position)</p> <p>October 2014: General Manager of Administration Division (current position)</p>	4,300 shares
Reason for nomination as a candidate for director			
<p>Since joining the Company, he has been involved in the work of the head office administration division for many years, including the human resources and labor affairs divisions and the corporate planning division, and he is currently in the position of General Manager of the Administration Division. After becoming a director, he has been in charge of general affairs, information systems, finance and accounting, facility management, and purchasing departments. It is expected that he will continue to make efforts to efficiently strengthen the management base for the Company's sustained growth and increase corporate value over the medium to long term. Based on his performance in fulfilling its role as a director, the Company requests his reappointment as a Director.</p>			

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
7	Keitaro Yamashiro (March 22, 1974)	<p>April 1996: Joined the Company</p> <p>December 2002: Manager of Hotel Division</p> <p>December 2009: Corporate Officer, General Manager</p> <p>September 2014: Director (current position)</p> <p>October 2014: General Manager of Sales Division, Choice Hotels (current position)</p>	4,300 shares
Reason for nomination as a candidate for director			
<p>Since joining the company, he has had extensive business experience in a wide range of areas, including accommodation, restaurant, and development divisions, and he is currently serving in the position of General Manager of the Sales Division of Choice Hotels, utilizing his extensive business insight.</p> <p>It is expected that he will continue to contribute to the strengthening of the Company's business base by leveraging his deep knowledge of hotel operations, marketing and management strategies cultivated through the opening of new hotels to date and his various business experiences. Therefore, the Company requests his reappointment as a Director.</p>			

Candidate No.	Name (Date of Birth)	Career summary, position, responsibilities and description of significant concurrent positions	Number of shares of the Company held
8	Tomohide Hasegawa (June 25, 1968)	May 1993: Joined our company March 2005: Manager of FB Business Division April 2008: Executive Officer, General Manager of Store Support Division September 2014: Director (current position) October 2014: General Manager of Sales Division, Greens Hotels (current position)	4,300 shares
Reason for nomination as a candidate for director			
<p>Since joining the Company, he has a wealth of business experience in a wide range of fields, including banquet and restaurant divisions, etc. Drawing on his wide-ranging business knowledge and work experience, he currently serves as Manager of Sales Division of Greens Hotels.</p> <p>Based on his many years of experience and insight, he is served as a director of a hotel industry association and is expected to continue to develop products that reflect the industry and market trends, and engage in new business formats. In addition, based on his track record as a director who has sufficiently played a role in the management of the Company as a whole and in making decisions on important matters, the Company requests his reappointment as a Director.</p>			

(Note) There are no special interests between the candidates and our company.