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(Securities Code: 9869)

November 30, 2021

To our shareholders:

Kazuya Kato, President and Director
KATO SANGYO CO., LTD.
9-20, Matsubara-cho, Nishinomiya, Hyogo

Notice of the 75th Annual General Meeting of Shareholders

We are pleased to announce the 75th Annual General Meeting of Shareholders of KATO SANGYO CO., LTD. (the “Company”), which will be held as indicated below.

However, in order to prevent the spread of the novel coronavirus disease (COVID-19), we strongly recommend that you refrain from attending the meeting in person and exercise your voting rights in writing or via the internet instead. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights before Thursday, December 16, 2021, at 5:30 p.m. (JST).

1. **Date and Time:** Friday, December 17, 2021, at 10:00 a.m. (JST)
2. **Venue:** Banquet hall “Kairaku,” B1 Floor of the Main Building, KOBE PORTOPIA HOTEL
10-1, 6 Chome, Minatojima Nakamachi, Chuo-ku, Kobe, Hyogo
3. **Purpose of the Meeting**
 - Matters to be reported**
 1. The Business Report and the Consolidated Financial Statements for the 75th fiscal year (from October 1, 2020 to September 30, 2021), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
 2. The Non-consolidated Financial Statements for the 75th fiscal year (from October 1, 2020 to September 30, 2021)
 - Matters to be resolved**
 - Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Election of Twelve (12) Directors

- When you attend the meeting, you are kindly requested to present the enclosed voting form at the reception.
- If future developments necessitate a major change regarding specific measures to prevent the spread of COVID-19 or the way the General Meeting of Shareholders shall be run, shareholders will be informed via the Company’s website, so we sincerely request that you check the website in advance.

The Company website <http://www.katosangyo.co.jp/>

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

We recognize that returning our profits to our shareholders is an important policy of management and have the basic policy of maintaining a fair dividend that is stable and commensurate with business performance while improving our earning capacity and enhancing our financial structure. In addition, with respect to internal reserves, we will proactively utilize them for enrichment of logistics function, information system upgrade, as well as the investment in new businesses for further strengthening our management base.

In accordance with this policy, the Company proposes the appropriation of surplus for the 75th fiscal year as follows:

1. Year-end dividends
 - (1) Type of dividend property
To be paid in cash.
 - (2) Allotment of dividend property to shareholders and their aggregate amount
¥36 per common share of the Company
Total payment: ¥1,247,391,864
(Note) As the Company has already paid an interim dividend of ¥36 per share, the annual dividend will be ¥72 per share.
 - (3) Effective date of dividends of surplus
The effective date of dividends will be December 20, 2021.
2. Other appropriation of surplus
 - (1) Item of surplus to be increased and amount of increase
General reserve: ¥5,800,000,000
 - (2) Item of surplus to be decreased and amount of decrease
Retained earnings brought forward: ¥5,800,000,000

Proposal No. 2: Election of Twelve (12) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this meeting.

Therefore, we propose to elect twelve (12) Directors, including three (3) Outside Directors, to enhance the corporate governance.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibilities in the Company
1	[Reelection] Kazuya Kato	President and Representative Director
2	[Reelection] Kenichi Yamanaka	Senior Managing Director Chief of Sales Headquarters, Responsible for Group Sales
3	[Reelection] Takashi Ota	Managing Director Vice Chief of Sales Headquarters, Responsible for operations in East Japan
4	[Reelection] Toshinao Nakamura	Managing Director Vice Chief of Sales Headquarters, Responsible for Wide-Area Distribution, Private Label Business, and International Business
5	[Reelection] Kimihiro Suga	Managing Director Division Manager of Minami Kinki Division
6	[Reelection] Keisuke Hibi	Director Chief of Logistics Headquarters, Responsible for Logistics Business
7	[Reelection] Masatoshi Uchita	Director Division Manager of Higashi Kanto Division
8	[Reelection] Shigenori Tsuguie	Director Chief of Administration Headquarters, Responsible for Group Administration
9	[New election] Takashi Onishi	Executive Officer Division Manager of Chushikoku Division
10	[Reelection] Yusuke Yasokawa	Outside Director [Outside Officer] [Independent Officer]
11	[Reelection] Ayako Kaiho	Outside Director [Outside Officer] [Independent Officer]
12	[New election] Hidehiko Aoki	— [Outside Officer] [Independent Officer]

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p>[Reelection]</p> <p>Kazuya Kato (July 10, 1969)</p>	<p>Mar. 1994 Joined the Company</p> <p>Dec. 1995 Director, General Manager of Presidential Affairs Office</p> <p>Oct. 1996 Director, General Manager of Distribution Department</p> <p>Dec. 1997 Director, Responsible for Logistics, General Manager of Sales Planning Department</p> <p>Apr. 1999 Director, Responsible for Logistics, Assistant of Sales Division</p> <p>Dec. 1999 Managing Director, Responsible for Logistics, Assistant of Sales Division</p> <p>Mar. 2000 Managing Director, Chief of Systems Headquarters, Assistant Chief of Sales Headquarters</p> <p>Dec. 2001 Senior Managing Director, Chief of Administration Headquarters, Systems Headquarters and Related Operations Headquarters</p> <p>Dec. 2003 President and Representative Director</p> <p>Dec. 2012 President and Representative Director, Chief of Systems Headquarters</p> <p>Dec. 2016 President and Representative Director, Responsible for Information Systems</p> <p>Dec. 2019 President and Representative Director (present position)</p> <p>(Significant concurrent positions outside the Company) None</p>	953,388
<p>[Reasons for nomination as a candidate for Director]</p> <p>Kazuya Kato has extensive contacts in the food distribution industry and abundant experience as a corporate manager, with both outstanding personality and insight. Serving as the President and Representative Director of the Company since December 2003, he has been leading the Group-wide management and contributing to improving the Company's corporate value. Accordingly, the Company has judged that Kazuya Kato is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	[Reelection] Kenichi Yamanaka (March 30, 1960)	<p>Apr. 1982 Joined the Company</p> <p>Dec. 2005 Branch Manager of Kita Osaka Branch</p> <p>Oct. 2007 Branch Manager of Takamatsu Branch, Chushikoku Division</p> <p>Oct. 2009 Division Manager of Chushikoku Division</p> <p>Dec. 2012 Director, Division Manager of Chushikoku Division</p> <p>Dec. 2015 Director, Division Manager of Minami Kanto Division</p> <p>Dec. 2016 Managing Director, Division Manager of Minami Kanto Division</p> <p>Dec. 2017 Managing Director, Vice Chief of Sales Headquarters, Responsible for operations in East Japan</p> <p>Dec. 2018 Senior Managing Director, Chief of Sales Headquarters</p> <p>Dec. 2019 Senior Managing Director, Chief of Sales Headquarters, Responsible for Group Sales (present position)</p> <p>(Significant concurrent positions outside the Company) President and Representative Director, Kato Syuhan Co., Ltd.</p>	15,100
<p>[Reasons for nomination as a candidate for Director]</p> <p>Kenichi Yamanaka has been mainly engaged in sales-related business and has developed broad range of customer relationship. He has also been contributing to reinforcing sales capabilities and securing stable income. Accordingly, the Company has judged that Kenichi Yamanaka is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	[Reelection] Takashi Ota (April 26, 1961)	<p>Apr. 1984 Joined the Company</p> <p>Feb. 2006 Branch Manager of Akita Branch</p> <p>Dec. 2007 Deputy Division Manager of Hokkaido Division, Branch Manager of Sapporo Branch</p> <p>Apr. 2010 Division Manager of Hokkaido Division, Branch Manager of Sapporo Branch</p> <p>Oct. 2010 Division Manager of Hokkaido Division</p> <p>Dec. 2012 Executive Officer, Division Manager of Tohoku Division</p> <p>Apr. 2013 Executive Officer, Division Manager of Tohoku Division, Branch Manager of Sendai Branch</p> <p>Dec. 2013 Director, Division Manager of Tohoku Division, Branch Manager of Sendai Branch</p> <p>Dec. 2016 Director, Division Manager of Higashi Kanto Division</p> <p>Dec. 2018 Managing Director, Vice Chief of Sales Headquarters, Division Manager of Higashi Kanto Division</p> <p>Dec. 2019 Managing Director, Vice Chief of Sales Headquarters, Responsible for operations in East Japan (present position)</p> <p>(Significant concurrent positions outside the Company) None</p>	7,100
<p>[Reasons for nomination as a candidate for Director]</p> <p>Takashi Ota has abundant business experience and insight in the sales area and has been contributing to reinforcing sales capabilities and securing stable income. Accordingly, the Company has judged that Takashi Ota is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	[Reelection] Toshinao Nakamura (September 7, 1967)	<p>Apr. 1991 Joined the Company</p> <p>Oct. 2008 Branch Manager of Nagoya Branch, Chubu Division</p> <p>Apr. 2011 General Manager of Wide-Area Distribution Department</p> <p>Dec. 2013 Executive Officer, General Manager of Wide-Area Distribution Department</p> <p>Dec. 2014 Executive Officer, General Manager of Wide-Area Distribution Department and Private Label Division</p> <p>Dec. 2015 Director, Assistant Chief of Sales Headquarters, General Manager of Wide-Area Distribution Department and Private Label Division</p> <p>Aug. 2017 Director, Assistant Chief of Sales Headquarters, Responsible for Wide-Area Distribution, General Manager of Private Label Division</p> <p>Dec. 2018 Managing Director, Assistant Chief of Sales Headquarters, Responsible for Wide-Area Distribution, General Manager of Private Label Division, Responsible for Private Label Business and International Business</p> <p>Apr. 2019 Managing Director, Assistant Chief of Sales Headquarters, Responsible for Wide-Area Distribution, Private Label Business, and International Business</p> <p>Dec. 2019 Managing Director, Vice Chief of Sales Headquarters, Responsible for Wide-Area Distribution, Private Label Business, and International Business (present position)</p> <p>(Significant concurrent positions outside the Company) None</p>	20,045
<p>[Reasons for nomination as a candidate for Director]</p> <p>Toshinao Nakamura has abundant business experience and insight in the sales area. He has been contributing to reinforcing private label products and securing stable income as a person responsible for the Private Label Business and International Business. Accordingly, the Company has judged that Toshinao Nakamura is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	[Reelection] Kimihiro Suga (January 21, 1963)	<p>Apr. 1981 Joined the Company</p> <p>Sept. 2007 Branch Manager of Fukuoka Branch, Kyushu Division</p> <p>Dec. 2008 Branch Manager of Fukuoka and Yamaguchi Branch, Kyushu Division</p> <p>Oct. 2009 Branch Manager of Fukuoka Branch, Kyushu Division</p> <p>Apr. 2013 Division Manager of Kyushu Division, Branch Manager of Fukuoka Branch</p> <p>Dec. 2013 Executive Officer, Division Manager of Kyushu Division, Branch Manager of Fukuoka Branch</p> <p>Feb. 2015 Executive Officer, Division Manager of Kyushu Division, Branch Manager of Fukuoka and Yamaguchi Branch</p> <p>Oct. 2015 Executive Officer, Division Manager of Kyushu Division, Branch Manager of Fukuoka Branch</p> <p>Dec. 2016 Executive Officer, Division Manager of Minami Kinki Division</p> <p>Dec. 2016 Director, Division Manager of Minami Kinki Division</p> <p>Dec. 2019 Managing Director, Division Manager of Minami Kinki Division (present position)</p> <p>(Significant concurrent positions outside the Company) None</p>	7,600
[Reasons for nomination as a candidate for Director]			
Kimihiro Suga has been mainly engaged in sales-related business and has abundant business experience and insight. He has also developed broad range of customer relationship and has been contributing to securing stable income. Accordingly, the Company has judged that Kimihiro Suga is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.			
6	[Reelection] Keisuke Hibi (December 28, 1965)	<p>Apr. 1989 Joined the Company</p> <p>Oct. 2010 General Manager of Logistics Department</p> <p>Dec. 2014 Executive Officer, Vice Chief of Systems Headquarters, General Manager of Logistics Department</p> <p>Dec. 2016 Director, Chief of Logistics Headquarters, General Manager of Logistics Department</p> <p>Dec. 2018 Director, Chief of Logistics Headquarters, General Manager of Logistics Department, Responsible for Logistics Business</p> <p>Jan. 2019 Director, Chief of Logistics Headquarters, Responsible for Logistics Business (present position)</p> <p>(Significant concurrent positions outside the Company) President and Representative Director, Kato Logistics Co., Ltd.</p>	5,500
[Reasons for nomination as a candidate for Director]			
Keisuke Hibi has abundant experience and insight in the logistics departments and presently leads the Company in the area of logistics as Director, the Chief of the Logistics Headquarters, and a person responsible for the Logistics Business. Accordingly, the Company has judged that Keisuke Hibi is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	[Reelection] Masatoshi Uchita (March 4, 1963)	Apr. 1985 Joined the Company June 2006 Branch Manager of Hanwa Branch, Minami Kinki Division Apr. 2011 Branch Manager of Kita Osaka Branch, Kita Kinki Division Nov. 2011 Division Manager of Kita Kinki Division, Branch Manager of Kita Osaka Branch Dec. 2013 Executive Officer, Division Manager of Kita Kinki Division, Branch Manager of Kita Osaka Branch Oct. 2016 Executive Officer, Division Manager of Kita Kinki Division Dec. 2017 Director, Division Manager of Kita Kinki Division Dec. 2019 Director, Division Manager of Higashi Kanto Division (present position) (Significant concurrent positions outside the Company) None	5,200
[Reasons for nomination as a candidate for Director] Masatoshi Uchita has been mainly engaged in sales-related business and has developed broad range of customer relationship. He has also been contributing to reinforcing sales capabilities and securing stable income. Accordingly, the Company has judged that Masatoshi Uchita is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.			
8	[Reelection] Shigenori Tsuguie (September 24, 1972)	Apr. 1995 Joined the Company Apr. 2012 Assigned to General Manager of General Affairs Department (temporarily transferred to K-Teion Foods Co., Ltd.) Dec. 2015 General Manager of General Affairs Department and Environmental Management Department Dec. 2016 Executive Officer, General Manager of General Affairs Department and Environmental Management Department Dec. 2017 Director, Vice Chief of Administration Headquarters, General Manager of General Affairs Department and Environmental Management Department Apr. 2018 Director, Vice Chief of Administration Headquarters, General Manager of General Affairs Department Dec. 2018 Director, Chief of Administration Headquarters, Responsible for Group Administration (present position) (Significant concurrent positions outside the Company) President and Representative Director, Kato SC Asia Investment Co., Ltd.	182,881
[Reasons for nomination as a candidate for Director] Shigenori Tsuguie has been mainly engaged in business in the administration departments and has abundant experience and insight. He also leads the Company in areas of corporate governance and business management through institutional reforms. Accordingly, the Company has judged that Shigenori Tsuguie is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate to continue serving as Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	[New election] Takashi Onishi (October 13, 1967)	May 1992 Joined the Company Feb. 2015 Branch Manager of Matsuyama Branch, Chushikoku Division Apr. 2019 Division Manager of Chushikoku Division Dec. 2019 Executive Officer, Division Manager of Chushikoku Division (present position) (Significant concurrent positions outside the Company) None	1,000
[Reasons for nomination as a candidate for Director] Takashi Onishi has been mainly engaged in sales-related business and has developed broad range of customer relationship. He has also been contributing to reinforcing sales capabilities and securing stable income. Accordingly, the Company has judged that Takashi Onishi is well-qualified to contribute to the continuous improvement of the Company's corporate value, and has nominated him as a candidate for Director.			
10	[Reelection] [Outside Officer] [Independent Officer] Yusuke Yasokawa (October 22, 1965)	Apr. 1989 Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION Jan. 1999 Joined The Boston Consulting Group May 2013 Joined P&E Directions, Inc. Director Aug. 2015 Founded Y-Knot Inc. Representative Director (present position) Dec. 2015 Outside Director, the Company (present position) Sept. 2018 Outside Director, unerry Inc. (present position) Feb. 2019 CEO, MYCARE Hawaii Inc. (present position) (Significant concurrent positions outside the Company) Representative Director, Y-Knot Inc. CEO, MYCARE Hawaii Inc.	-
[Reasons for nomination as a candidate for Outside Director and overview of expected roles] Yusuke Yasokawa has abundant and significant experience in company management including the development and implementation support of growth strategies and medium-term business plans, development of financial strategies and capitalization policies, and group company management in various firms such as consulting firms. For the aforementioned reasons, the Company has nominated him as a candidate to continue serving as Outside Director to have him offer objective advice on management in general from a broad perspective, unconstrained by the industry to which the Company belongs, and contribute to sustainable growth of the Company and improvement of corporate governance.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
11	[Reelection] [Outside Officer] [Independent Officer] Ayako Kaiho (January 29, 1962)	Sept. 2000 Joined Fidelity Securities K.K. Director, Online Trade & New Business Development Sept. 2006 Joined Hitachi Consulting Co., Ltd. Senior Director, Financial Service May 2010 Joined IBM Japan, Ltd. Partner, Global Business Services June 2015 Joined EY Advisory & Consulting Co., Ltd. Director, Life Science Oct. 2017 Founded Office Kaiho Representative Director (present position) Dec. 2018 Outside Director, the Company (present position) July 2020 Senior Director, Service Delivery, Suvoda Software G.K. (Significant concurrent positions outside the Company) Representative Director, Office Kaiho	—
[Reasons for nomination as a candidate for Outside Director and overview of expected roles] Ayako Kaiho has experience in important business execution including promoting new businesses and executing global businesses in the financial and consulting industries, etc. In regard to the Company's future growth strategies, the Company has judged that she will contribute to sustainable growth of the Company and improvement of corporate governance from an objective, neutral, and professional standpoint concerning general management, facilitated by her broad perspective, unconstrained by the industry to which the Company belongs and, therefore, has nominated her as a candidate to continue serving as Outside Director.			
12	[New election] [Outside Officer] [Independent Officer] Hidehiko Aoki (March 5, 1967)	Apr. 1989 Joined Nomura Research Institute, Ltd. Investment Research Department Jan. 1997 Assigned to Research Department of Nomura Securities International, USA July 2000 Joined Goldman Sachs Securities Co., Ltd. Vice President, Tokyo Branch, Research Department, Retail Sector July 2005 Joined Merrill Lynch Japan Securities Co., Ltd. Managing Director, Research Department, Retail Sector Team Head Sept. 2017 Joined Nomura Securities Co., Ltd. Managing Director, Equity Research Department, Consumer Team Head Sept. 2020 Professor, Tokyo University of Science Graduate School of Business, Management of Technology (present position) (Significant concurrent positions outside the Company) Professor, Tokyo University of Science Graduate School of Business, Management of Technology	—
[Reasons for nomination as a candidate for Outside Director and overview of expected roles] Hidehiko Aoki has extensive experience as a securities analyst covering retail and distribution industries in Japan and overseas. The Company has judged that he will contribute to sustainable growth of the Company and improvement of corporate governance from an objective, neutral and professional standpoint concerning general management, facilitated by his broad perspective of the industry to which the Company belongs and his work experience in capital markets, and, therefore, has nominated him as a candidate for Outside Director.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Yusuke Yasokawa, Ayako Kaiho and Hidehiko Aoki are candidates for Outside Director.
 3. (1) Yusuke Yasokawa is currently an Outside Director of the Company, and at the conclusion of this meeting, his tenure as Outside Director will have been six years.
(2) Ayako Kaiho is currently an Outside Director of the Company, and at the conclusion of this meeting, her tenure as Outside Director will have been three years.
 4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and Article 26 of the Company's Articles of Incorporation, the Company has entered into an agreement with the candidates for Outside Director Yusuke Yasokawa and Ayako Kaiho to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under the said agreement is the minimum liability amount provided for under laws and regulations, and if Yusuke Yasokawa and Ayako Kaiho are reelected, the Company will continue the said agreement. If the candidate for Outside Director Hidehiko Aoki is elected, the Company plans to enter into the same limited liability agreement with him.
 5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. In the event that an insured, including a Director of the Company, receives a claim for damages from the execution of their duties, the insurance policy will cover the amount of damages and litigation expenses (except for those that fall under the exemption clauses stipulated in the insurance policy). If each candidate is elected and assumes the office as Director, they will become an insured in the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
 6. Yusuke Yasokawa and Ayako Kaiho satisfy the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and the Company has submitted notification to the aforementioned exchange concerning their appointment as independent officers. Hidehiko Aoki satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and the Company plans to submit notification to the aforementioned exchange concerning his appointment as an independent officer.