To Our Shareholders

Hirotsugu Okuwa President and Representative Director

I would first like to express my sincere gratitude for your continued support of business activities of Okuwa Group.

Enclosed for your perusal please find the Notice of Convocation of the 56th Ordinary General Meeting of Shareholders of OKUWA Co., Ltd. to be held on Tuesday, May 13, 2025.

I sincerely hope that you, our shareholders, will continue to support us in our endeavors.

April 2025

Philosophy System

Management philosophy and management credo

"Contributing to the local community through commerce"

Believing that our growth and development facilitates the improvement of customers' lifestyles and makes a great contribution to society, we will establish a distinguished position permanently in the chain store industry.

What we aim to be —Our management vision—

"A supermarket that continues to transform, with a timeless spirit"

By adapting to environmental, social, and economic changes and creating stores that offer the joy of shopping, as well as convenience according to customers' needs, we will keep contributing to the local community as essential infrastructure for customers' community life.

Our credo

- 1. Be grateful to everything we have at this moment today, and make sincere day-to-day efforts to be a company trusted by and approachable for customers and business partners.
- 2. Manage the company efficiently based on technological innovation, lower product costs, and make research efforts to constantly offer good products at low prices.
- 3. Contribute to the local community through commerce under the motto of love, service, and sincerity.
- 4. Instead of hoping to achieve ambitious goals all at once, manage the company in a solid manner by making sustained and tireless efforts, plan to grow steadily in the long term, and improve the welfare and life of all employees.

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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Securities Code: 8217) April 25, 2025

To Shareholders with Voting Rights

Hirotsugu Okuwa President and Representative Director OKUWA Co., Ltd. 185-3 Nakajima, Wakayama City, Wakayama, Japan

Notice of Convocation of the 56th Ordinary General Meeting of Shareholders

Dear Shareholders:

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

You are hereby notified that the 56th Ordinary General Meeting of Shareholders of OKUWA Co., Ltd. (the "Company") will be held for the purposes as described below.

The Company has provided the materials for this General Meeting of Shareholders electronically. The matters to be provided electronically are posted as "Notice of Convocation of the 56th Ordinary General Meeting of Shareholders" on the following website.

[Company website]

https://www.okuwa.net/ir/stocks/memo.html

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

[Tokyo Stock Exchange website (Listed Company Search)]

https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do

Access the above Tokyo Stock Exchange website (Listed Company Search), enter the issue name ("Okuwa") or securities code (8217), and select "Basic information" and then "Documents for public inspection/PR information." The materials can be accessed under "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting" in the "Filed information available for public inspection" section.

Instead of attending the meeting, you can exercise your voting rights via the Internet, etc. or in writing. Please review the Reference Documents for the General Meeting of Shareholders included in the matters to be provided electronically and exercise your voting rights according to "Guide to Exercising Voting Rights" found later in this Notice by 6 p.m. on Monday, May 12, 2025, Japan time.

 Date and Time: Place: 	Tuesday, May 13, 2025 at 10 a.m. Japan time Large Hall, 4th floor, Education and Training Center, OKUWA Co., Ltd. 184-3 Nakajima, Wakayama City, Wakayama, Japan					
3. Meeting Agenda:	 184-3 Nakajima, Wakayama City, Wakayama, Japan Aeeting Agenda: Matters to be reported: 1. The Business Report and Non-consolidated Financial Statements for the Company's 56th fiscal year (February 21, 2024 to February 20, 2025) 2. Consolidated Financial Statements and the results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements for the Company's 56th fiscal year (February 21, 2024 to February 21, 2024 to February 21, 2024 to February 21, 2024 to February 20, 2025) 					
Matters to be reporte	 Company's 56th fiscal year (February 21, 2024 to February 20, 2025) Consolidated Financial Statements and the results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements for the Company's 56th fiscal year 					
Matters to be resolved	:					
Proposal 1: Proposal 2:	Appropriation of Surplus Election of Eight (8) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)					

- Notes: 1. When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - 2. Should the maters to be provided electronically require revisions, the revised matters will be posted on the websites on which these matters have been posted on.
 - 3. We will send a document stating the matters to be provided electronically to shareholders who requested for the delivery of documents. Such document, however, does not include the following matters pursuant to laws and regulations and Article 16, Paragraph 2 of the Articles of Incorporation of the Company. The Audit & Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, which include the following matters.
 - "Matters Concerning Stock Acquisition Rights, etc. of the Company," "Situation of Accounting Auditor," "Company System and Policy," and "Basic Policy on Control of the Company" of the Business Report
 - "Statements of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial Statements
 - "Consolidated Statements of Changes in Equity" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
 - "Audit Report by Accounting Auditor," "Audit Report on Consolidated Financial Statements by Accounting Auditor," and "Audit Report by Audit & Supervisory Committee" of the audit reports

Guide to Exercising Voting Rights

If you are not attending the meeting

- Exercising voting rights in writing

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and send the form back to us. If there is no indication of a vote for or against any proposal, it shall be treated as an indication of approval to the proposal.

Deadline: To arrive by 6 p.m. on Monday, May 12, 2025

- Exercising voting rights by Smart Voting or via the Internet

Please exercise your voting rights by accessing the voting rights exercise website (https://www.web54.net). For details, please refer to the next page. Exercise deadline: 6 p.m. on Monday, May 12, 2025

If you are attending the meeting:

- Attending the General Meeting of Shareholders

Please submit the enclosed Voting Rights Exercise Form at the reception desk. Please bring this Notice with you to save resources. Date and time of the General Meeting of Shareholders: 10 a.m. on Tuesday, May 13, 2025

Exercising voting rights in writing

* Please send the form back to us early as it may take longer than usual for the mail to arrive.

- How to fill out the Voting Rights Exercise Form

Please indicate your vote for or against each proposal here. Proposals for election

- If you approve of all candidates \rightarrow Circle 替 [Approve]
- If you disapprove of all candidates \rightarrow Circle T [Disapprove]
- If you disapprove of certain candidates → Circle 賛 [Approve], and enter the candidate number(s) of the candidate(s) you disapprove of in the adjacent column
- Precautions for mailing the Voting Rights Exercise Form

<u>If you circle both "Approve" and "Disapprove"</u> in the relevant section of the Voting Rights Exercise Form, the vote will be deemed <u>invalid</u>.

If you have circled both "Approve" and "Disapprove" by mistake, please cross out one of them.

~ Exercise of Your Voting Rights Can Lead to Activities for Saving People in the World from Famine and Poverty ~

OKUWA has donated part of postage reduced by "Smart Voting (electromagnetic actions other than returning a postcard)" to the activities for saving people from famine and poverty by UN WFP.

Please use "Smart Voting" in which shareholders' exercising voting rights can lead to the activities for saving people in the world from famine and poverty.

<Amount donated through Smart Voting> 487,188 yen as of May 2024

Guide to exercising voting rights via the Internet, etc.

Deadline for Internet voting: 6 p.m. on Monday, May 12, 2025

How to exercise voting rights by smartphone, etc.

- Read the QR code[®] printed on the Voting Rights Exercise Form.
 * QR code is a registered trademark of DENSO WAVE INCORPORATED.
- 2. Tap the "Exercise voting rights" button on the top screen of the General Meeting of Shareholders Portal[®].
- 3. You will see the top screen for Smart Voting[®]. Please follow the on-screen instructions to indicate your vote for or against the proposals.

How to exercise voting rights by PC, etc.

Access the website below and enter the login ID and password printed on the Voting Rights Exercise Form. After logging in, please follow the on-screen instructions to indicate your vote for or against the proposals.

General Meeting of Shareholders Portalhttps://www.soukai-portal.netThe voting rights exercise website also remains available.https://www.web54.net

To Institutional Investors:

Only if you made a prior application, you may use Electronic Voting System Platform managed by ICJ, Inc.

Notes

- If you wish to change your vote after exercising your voting rights, you will need to enter the "voting code" and "password" printed on the Voting Rights Exercise Form.
- If you exercise your voting rights both via the Internet, etc. and in writing, your vote via the Internet, etc. will be valid. If you exercise your voting rights more than once via the Internet, etc., the last vote will be treated as the valid vote.
- Internet voting is unavailable between 12:00 a.m. and 5:00 a.m. on the first Monday of January, April, July, and October due to maintenance.

Contact

Dedicated number of Stock Transfer Agent Web Support, Sumitomo Mitsui Trust Bank, Limited 0120-652-031

(Business hours: 9:00 a.m. to 9:00 p.m.)

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Positioning the return of profits to shareholders as one of its management priorities, the Company proposes to pay a year-end dividend and appropriate other surplus as follows, based on the basic policy of maintaining stable dividends, taking into consideration factors including the strengthening of its management structure and future business development:

Matters concerning year-end dividends

- (1) Type of dividend property Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the amount thereof 13 yen per share of the Company's common stock, for a total of 542,659,780 yen
- (3) Effective date of distribution of surplus May 14, 2025

Matters concerning appropriation of other surplus

- Item and amount of surplus to be increased Retained earnings brought forward: 6,000,000,000 yen
- (2) Item and amount of surplus to be decreased General reserve: 6,000,000,000 yen

Proposal 2: Election of Eight (8) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all eight (8) Directors (excluding Directors who are Audit & Supervisory Committee Members; hereinafter the same applies in this Proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of eight (8) Directors is proposed.

The candidates for Director are as follows:

No.		Name			Gender	Current position at the Company	Attendance at meetings of the Board of Directors
1	Reappointment	Hirotsugu Okuwa	(Age 55)		Male	President and Representative Director	92.9% (13 out of 14 meetings)
2	Reappointment	Yoji Takeda	(Age 60)		Male	Director	100% (14 out of 14 meetings)
3	Reappointment	Kozo Togawa	(Age 62)		Male	Director	100% (14 out of 14 meetings)
4	Reappointment	Ikuji Okuwa	(Age 83)		Male	Director	100% (14 out of 14 meetings)
5	Reappointment	Shoji Okuwa	(Age 78)		Male	Director	92.9% (13 out of 14 meetings)
6	Reappointment	Keiji Okuwa	(Age 76)		Male	Director	100% (14 out of 14 meetings)
7	Reappointment	Toshio Okuwa	(Age 73)		Male	Director	100% (14 out of 14 meetings)
8	Reappointment	Rie Kida	(Age 55)	Outside Independent	Female	Director	100% (10 out of 10 meetings)

Reappointment Outside

Candidate for reappointment as Director

Independent

Candidate for Outside Director

Independent officer as prescribed by stock exchanges, etc.

No.	Name (Date of birth)		Number of shares of the Company held	
1	Hirotsugu Okuwa (April 23, 1970) Reappointment Male	President and Rep Chairman and Rep [Reasons for selec Mr. Hirotsugu Oku Human Resources taking office as Di all aspects of man as it expects that h	Joined the Company Store Manager, Minoshima Store Senior Buyer of Fisheries, Food Business Division Assistant General Manager, Development Headquarters Assistant General Manager, Development Headquarters Assistant General Manager, Finance Division Senior General Manager, Business Reform Office General Manager, Food Business Division Executive Officer and General Manager, Food Business Division Director; Executive Officer; and General Manager, Food Headquarters Managing Director; Executive Officer; and General Manager, Human Resources and General Affairs Headquarters Senior Managing Director; Executive Officer; and General Manager, Sales Headquarters Vice President and Representative Director, and General Manager, Sales Headquarters President and Representative Director, Current position) rent positions: resentative Director, OAK-FOODS Corporation resentative Director, SUNRISE CO., LTD. tion as a candidate for Director] wa has served as the General Manager of the Food Headquarters, the and General Affairs Headquarters, and the Sales Headquarters since irector, drawing on his abundant experience and profound insight into agement. The Company renominates him as a candidate for Director, ue will play a vital role in decision-making on important management trision of business execution.	568,300

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	Yoji Takeda (September 17, 1964) Reappointment Male	Mr. Yoji Takeda l Company's stores formats and imple candidate for Dire	Joined the Company General Manager, Price Cut Retail Format Division General Manager, Super Center Retail Format Division Executive Officer and General Manager, Osaka, Hyogo and Nara Retail Division Executive Officer; General Manager, Retail Headquarters; and General Manager, Business Reform Office Director; Executive Officer; General Manager, Retail Headquarters; and General Manager, Business Reform Office Director; Executive Officer; General Manager, Retail Headquarters; and General Manager, Business Reform Office Director; Executive Officer; General Manager, Food Business Division; and General Manager, Quality Control Office Managing Director; Executive Officer; General Manager, Sales Headquarters; and General Manager, Food Business Division Director; Managing Executive Officer; General Manager, Sales Headquarters; and General Manager, Food Business Division Director; Senior Managing Executive Officer; General Manager, Sales Headquarters; and General Manager, Food Business Division Director; Senior Managing Executive Officer; General Manager, Sales Headquarters; and General Manager, Food Business Division Director; Senior Managing Executive Officer; General Manager, Sales Headquarters; and General Manager, Food Business Division Director; Senior Managing Executive Officer; General Manager, Sales Headquarters; and General Manager, Food Business Division Director; Senior Managing Executive Officer; General Manager, Sales Headquarters; and General Manager, Retail Business Division (current position) tetion as a candidate for Director] has many years of experience in the management and operation of the and has demonstrated the ability to take action by establishing store ementing store operation reforms. The Company renominates him as a fector as it expects that he will use this to contribute to the improvement is future business performance and make appropriate management	12,900
3	Kozo Togawa (August 20, 1962) Reappointment Male	April 1987 October 2012 October 2015 June 2017 February 2018 May 2018 May 2022 [Reasons for select Mr. Kozo Togaw which he acquired Director as it beli value based on D	Joined The Sumitomo Trust and Banking Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited) General Manager, Futakotamagawa Consulting Office Business Department, Sumitomo Mitsui Trust Bank, Limited General Manager, Kumamoto Branch, Sumitomo Mitsui Trust Bank, Limited Joined the Company Deputy General Manager, Administration Headquarters General Manager, Administration Headquarters Managing Director; Executive Officer; General Manager, Administration Headquarters; and General Manager, IR Office Director; Managing Executive Officer; General Manager, Administration Headquarters; and General Manager, IR Office (current position) etion as a candidate for Director] a possesses profound insight into finance and economics in general, I in his previous job. The Company renominates him as a candidate for eves that he is a suitable person to enhance the Company's corporate his business achievements in finance and accounting, information other departments.	11,600

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Ikuji Okuwa (March 1, 1942) Reappointment Male	March 1964Joined Shingu Store, Shufu No Mise Ltd.February 1969Managing Director, the CompanyNovember 1984Vice President and DirectorMay 1989President and Representative DirectorMay 1998Chairman and Representative DirectorMay 2008Chairman and Representative Director, and CEOFebruary 2020Chairman of the BoardMay 2022Director (current position)[Reasons for selection as a candidate for Director]Mr. Ikuji Okuwa has been involved in the management of the Company for many years.The Company renominates him as a candidate for Director as it believes that he will be able to contribute to enhancing the Company's corporate value and strengthening its governance with his abundant knowledge and leadership.	3,005,000
5	Shoji Okuwa (December 6, 1946) Reappointment Male	February 1969 Audit & Supervisory Board Member, the Company May 1974 Director May 1987 Senior Managing Director and General Manager, Nanki Retail Business Division Business Division May 1998 Deputy Chairman of the Board February 2003 Director (current position) [Reasons for selection as a candidate for Director] The Company renominates Mr. Shoji Okuwa as a candidate for Director as it expects that he will utilize his profound insight into all aspects of management in the Company's business.	208,900
6	Keiji Okuwa (February 18, 1949) Reappointment Male	March 1971Joined the CompanyMay 1980DirectorMay 1987Senior Managing DirectorFebruary 1992Vice President and DirectorMay 1998President and Representative DirectorMay 2008Deputy Chairman of the BoardMay 2011Director (current position)Significant concurrent position:Chairman and Representative Director, O-Entertainment Co., Ltd.[Reasons for selection as a candidate for Director]Mr. Keiji Okuwa served as the President and Representative Director of the Companyfrom 1998, and has abundant experience and profound insight as a corporate manager ofthe Company and its Group companies. The Company renominates him as a candidate forDirector as it believes that he will be able to utilize his experience and insight in themanagement of the Company.	1,219,100

No.	Name (Date of birth)		Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Toshio Okuwa (June 10, 1951) Reappointment Male	[Reasons for select The Company reno that he will be able	resentative Director, PARTYHOUSE Co., Ltd. tion as a candidate for Director] ominates Mr. Toshio Okuwa as a candidate for Director as it believes to utilize his abundant experience and profound insight as a corporate	1,213,000
8	Rie Kida (May 27, 1969) Reappointment Female Outside Independent Number of years as Outside Director One (1) year	April 1989 April 1991 October 2000 April 2003 April 2005 November 2009 August 2010 April 2013 June 2020 May 2024 Significant concurr Representative Dir Outside Director, O [Reasons for select Ms. Rie Kida is in provides consultin, products for wome believes that she w the management of If she is elected, th Directors of the Co	ector, Woman's Feelings Marketing Laboratory Inc.	0

Notes:

- Mr. Hirotsugu Okuwa, a candidate for Director, concurrently serves as Chairman and Representative Director of OAK-FOODS Corporation. The Company leases real estate and loans funds to, and guarantees obligations of OAK-FOODS Corporation.
- 2. Mr. Hirotsugu Okuwa, a candidate for Director, concurrently serves as President and Representative Director of Nihon Ryutsu Sangyo Co., Ltd. The Company purchases products from Nihon Ryutsu Sangyo Co., Ltd.
- Mr. Hirotsugu Okuwa, a candidate for Director, concurrently serves as Chairman and Representative Director of SUNRISE CO., LTD. The Company purchases products from, loans funds to, and guarantees obligations of SUNRISE CO., LTD.
- 4. Mr. Keiji Okuwa, a candidate for Director, concurrently serves as Chairman and Representative Director of O-Entertainment Co., Ltd. The Company leases real estate to O-Entertainment Co., Ltd.
- 5. Mr. Toshio Okuwa, a candidate for Director, concurrently serves as Chairman and Representative Director of PARTYHOUSE Co., Ltd. The Company leases real estate and facilities to, and guarantees obligations of PARTYHOUSE Co., Ltd.
- 6. There are no special interests between any of the other candidates and the Company.
- 7. Pursuant to Article 29 of the Articles of Incorporation, the Company has entered into liability limitation agreements with Mr. Ikuji Okuwa, Mr. Shoji Okuwa, Mr. Keiji Okuwa, Mr. Toshio Okuwa, and Ms. Rie Kida, candidates for Director, to limit their liability to the maximum amount stipulated by laws and regulations. If this proposal is approved and they are elected, the Company intends to renew these agreements.
- 8. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with all the Company's Directors as the insured. If the candidates are appointed as Directors of the Company, they will become the insured under this insurance contract. The Company plans to renew this insurance contract with the same details at the time of the next renewal. For an overview of this contract, refer to "Overview of the Directors and Officers (D&O) Liability Insurance Contract" of the Business Report (available in Japanese only).
- 9. Ms. Rie Kida is a candidate for Outside Director.
- 10. Ms. Rie Kida fulfills the requirements for independence prescribed by the Tokyo Stock Exchange. If she is elected as originally proposed, the Company intends to continue to register her as an independent officer. The Company has adopted the independence criteria prescribed by the Tokyo Stock Exchange as the Company's criteria for assessing the independence of outside officers.

Reference: Management structure after approval of Proposal 2 (scheduled)

				Com	Sus		-	-		Major I	Expertise	e	-	-	
Name	Position	Outside	Independent	Nomination and Compensation Committee	Sustainability Promotion Committee	Corporate management	Business operation	Sales/ Marketing	Production	Finance/ Accounting	HR/ Compliance	IT	Governance/ Audit	Academic background	Sustainability
Hirotsugu Okuwa	President and Representative Director			•	•	0		0			0				0
Yoji Takeda	Director Senior Managing Executive Officer				•		0	0	0						
Kozo Togawa	Director Managing Executive Officer			•	•		0			0		0			
Ikuji Okuwa	Director					0		0							
Shoji Okuwa	Director					0	0								
Keiji Okuwa	Director					0		0							
Toshio Okuwa	Director					0	0								
Rie Kida	Outside Director	•	•	•	•	0		0							
Yoshihiko Ikezaki	Director Standing Audit & Supervisory Committee Member				•						0		0		
Ichiro Okamoto	Outside Director Audit & Supervisory Committee Member	•	•	•	•					0			0		
Kenji Kuryu	Outside Director Audit & Supervisory Committee Member	•	•	•						0			0		
Taeko Yashima	Outside Director Audit & Supervisory Committee Member	•	•		•								0	0	

Note: The above table does not indicate the entire range of knowledge possessed by the candidates.