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(Stock Exchange Code 2288) 6th June 2023

(Start date of the measures for electronic provision: 2nd June 2023)

To Shareholders with Voting Rights:

Yuji Sato President and Representative Director MARUDAI FOOD CO., LTD. 21-3 Midori-cho, Takatsuki-shi, Osaka, Japan

NOTICE OF THE 75TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

Please be informed that the 75th Ordinary General Meeting of Shareholders of MARUDAI FOOD CO., LTD. (the "Company") will be held for the purposes as described below.

The Company has taken measures for electronic provision in convening this General Meeting of Shareholders and posted matters subject to the measures for electronic provision on the website below on the Internet. Please confirm the details by accessing the website of the Company.

Website of the Company:

https://www.marudai.jp/corporate/ir/material/meeting.html (Japanese only)

In addition to the above, the matters subject to the measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE). Please confirm the details by accessing the website of the TSE (Listed Company Search), entering the issue name (MARUDAI FOOD) or the Stock Exchange Code (2288) to search, and selecting "Basic information" and "Documents for public inspection/PR information" in that order.

Website of the TSE (Listed Company Search): https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

If you do not attend the meeting in person, you may exercise your voting rights either via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Tuesday, 27th June 2023, Japan standard time.

[Exercise of voting rights by electromagnetic means (via the Internet, etc.)]

Please access the website for the exercise of voting rights designated by the Company (https://www.web54.net) using the "Voting Rights Exercise Code" and the "Password" indicated on the enclosed Voting Rights Exercise Form, follow the on-screen instructions, and enter your vote for or against each proposal.

[Exercise of voting rights by smartphone]

By scanning the "Login QR Code for Smartphone Voting Rights Exercise Website" shown on the enclosed Voting Rights Exercise Form, you can exercise your voting rights on the smartphone voting rights exercise website, which does not require entering the "Voting Rights Exercise Code" or the "Password."

If you wish to change the content of your vote after you have exercised your voting rights once, you need to scan the QR code again, then enter the "Voting Rights Exercise Code" and the "Password" indicated on the Voting Rights Exercise Form.

[Exercise of voting rights in writing (by submitting the enclosed Voting Rights Exercise Form)]

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and return it to us by the deadline indicated above.

1.	Date and Time:	Wednesday, 28th June 2023 at 10:00 a.m., Japan standard time
2.	Place:	Takatsuki Arts Theatre North Building (formerly Medium-sized Hall, Takatsuki Gendai Gekijo) (B2, Cultural Hall Building) 2-33 Nomi-cho, Takatsuki-shi, Osaka, Japan *There will be no change of venue.
3.	Meeting Agenda:	
	Matters to be reported:	 The Business Report, Consolidated Financial Statements for the Company's 75th Fiscal Year (1st April 2022 – 31st March 2023) and results of audits by the Accounting Auditor and the Board of Statutory Auditors of the Consolidated Financial Statements Nonconsolidated Financial Statements for the Company's 75th Fiscal Year (1st April 2022 – 31st March 2023)
	Proposals to be resolved:	:
	Proposal 1:	Appropriation of Surplus
	Proposal 2:	Election of Six (6) Directors
	Proposal 3:	Election of One (1) Statutory Auditor
	Proposal 4:	Election of One (1) Substitute Statutory Auditor

If voting rights are exercised both in writing by submitting the Voting Rights Exercise Form and via the Internet, etc. and the vote for the same proposal differs, the exercise of voting rights via the Internet, etc. shall be deemed valid.

In addition, if voting rights are exercised multiple times via the Internet, etc., or exercised in duplicate via the computer and smartphone, the most recent exercise of voting rights shall be deemed valid.

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Should the matters subject to the measures for electronic provision require revisions, the revisions will be posted on the websites listed.
- Of the matters subject to the measures for electronic provision, the following matters are not included in the paper copy to be sent to the shareholders who have requested it in accordance with laws and regulations and Article 15 of the Articles of Incorporation of the Company.
 - The System to Ensure the Appropriateness of Business Activities and the Outline of the Operating Status of the System to Ensure the Appropriateness of Business Activities which are part of the Business Report
 - The Consolidated Statements of Changes in Net Assets, the Notes to the Consolidated Financial Statements, the Non-consolidated Statements of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements which are part of the Financial Statements, etc.

The said matters were audited by the Accounting Auditor and the Board of Statutory Auditors as part of the Business Report and the Financial Statements, etc. in preparing their audit reports.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company views the return of profits to shareholders as a key management issue. The Company will make it a basic policy to maintain stable dividends, while taking into consideration consolidated earnings performance and financial conditions.

With respect to appropriation of surplus (year-end dividend) for the fiscal year ended 31st March 2023, in accordance with the above-stated policy and taking into consideration consolidated earnings performance, it is proposed that a dividend of 20 yen per share, a 10 yen decrease from the previous fiscal year, be paid as below.

Items related to year-end dividends

- 1. Type of dividend property Cash
- Allotment of dividend property to shareholders and the total amount 20 yen per share of common stock of the Company Total amount: 500,411,120 yen
- 3. Effective date of distribution of surplus 29th June 2023

Proposal 2: Election of Six (6) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of six (6) Directors is proposed.

The candidates for Director are as follows.

Candidate No.	2	Name		Current position in the Company	Attendance at meetings of the Board of Directors
1	[Reappointment]	Yuji Sato		President and Representative Director	100% (13 out of 13 meetings)
2	[Reappointment]	Tokuo Kudara		Kudara Director and Chairman	
3	[Reappointment]	Toshio Tanaka		Director	100% (13 out of 13 meetings)
4	[New]	Shigeki Fukushima		Managing Executive Officer	-
5	[Reappointment]	Masahiro Fuchizaki	[Outside] [Independent]	Director	100% (13 out of 13 meetings)
6	[Reappointment]	Keiko Kaneko	[Outside] [Independent]	Director	100% (13 out of 13 meetings)

[New] New candidate for Director

[Reappointment] Reappointed candidate for Director

[Outside] Candidate for Outside Director

[Independent] Independent Directors under the provisions of the Exchange

No.	Name (Date of birth)	Career summary positions and responsibilities		Number of shares of the Company held		
1	Yuji Sato (25th December 1964) [Reappointment] Attendance at meetings of the Board of Directors: 100% (13 out of 13 meetings)	March 1983 April 2013 April 2018 April 2021 June 2021	Joined the Company Executive Officer President and Representative Director, Azumino Food Co., Ltd. Managing Executive Officer of the Company President and Representative Director (to present)	4,600		
]	Reasons for nomination as a candidate for Director	Mr. Yuji Sato has a wealth of experience and extensive knowledge in the Company's sales and marketing operations and Group company management and has contributed to the sustainable growth of the Company and medium- to long-term enhancement of corporate value. For these reasons, the Company judges that he is indispensable for the Company's management and has nominated him as a candidate for Director.				
No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held		
2	Tokuo Kudara (2nd February 1939) [Reappointment] Attendance at meetings of the Board of Directors: 100% (13 out of 13 meetings)	February 1960 March 1970 April 1973 October 1981 April 2001 June 2019 June 2021	Joined the Company General Manager, Purchasing Dept. Director Managing Director President and Representative Director Chairman and Representative Director Director and Chairman (to present)	42,400		
Significant concurrent positions		Chairman and Representative Director, Pioneer Foods Co., Ltd.				
Reasons for nomination as a candidate for Director		Mr. Tokuo Kudara has a wealth of experience and extensive knowledge in the Company's overall management. Reflecting his excellent capabilities and insight as a Director, his track record since becoming Director includes numerous achievements. He has contributed to sustainable growth of the Company and medium- to long-term enhancement of corporate value. For these reasons, the Company judges that he is indispensable for the Company's management and has nominated him as a candidate for Director.				

No.	Name (Date of birth)	Caree	Number of shares of the Company held		
	Toshio Tanaka (9th January 1963)	April 1985 April 2019	Joined the Company Executive Officer, General Manager of General Affairs and Human Resources Dept. and General Manager of Environmental Protection Office		
3	[Reappointment] Attendance at meetings of the Board of Directors:	June 2021	Director in charge of Quality Assurance Dept., General Manager of General Affairs and Human Resources Dept. and General Manager of Environmental Protection Office	1,400	
	100% (13 out of 13 meetings)	April 2023	Director in charge of General Affairs and Human Resources Dept. and Quality Assurance Dept. (to present)		
Si	gnificant concurrent positions	President and F	Representative Director, Marudai Service Co., Ltd.		
]	Reasons for nomination as a candidate for Director	Mr. Toshio Tanaka has a wealth of experience and extensive knowledge in the Company's general affairs and human resources operations and production operations and has contributed to the sustainable growth of the Company and medium- to long-term enhancement of corporate value. For these reasons, the Company judges that he is indispensable for the Company's management and has nominated him as a candidate for Director.			
No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held	
	Shigeki Fukushima (9th October 1963)	April 1987 April 2011 April 2017	Joined the Company Executive Officer Senior Executive Officer		
4	[New] Attendance at meetings of the	June 2017 April 2021 April 2022	Director Managing Director President and Representative Director, Marudai Meat Co., Ltd. (to present)	3,600	
	Board of Directors: - % (- out of - meetings)	April 2023	Managing Executive Officer, General Manager of Meat Business Dept. of the Company (to present)		
Significant concurrent positions		President and Representative Director, Marudai Meat Co., Ltd.			
Reasons for nomination as a candidate for Director		Company's mer management, e sustainable grov corporate value reasons, the C	cushima has a wealth of experience and extensive kn at products business, the overseas business and G tc. The Company judges he is capable of contri with of the Company and medium- to long-term en- with his excellent capabilities and insight as a Dire company judges that he is indispensable for the d has nominated him as a candidate for Director.	roup company ibuting to the nhancement of ector. For these	

No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held	
		April 1979	Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)		
		April 2007	Executive Officer, General Manager of Operations Planning Dept., Sumitomo Mitsui Banking Corporation		
	Masahiro Fuchizaki	April 2008	Executive Officer, Deputy Officer in charge of Operations Planning Dept. and Operations Promotion Dept.		
	(8th April 1956)	May 2009	Advisor, JSOL Corporation		
	(our April 1950)	June 2009	Director, Senior Managing Director		
	[Reappointment]	April 2010	Managing Executive Officer, Sumitomo Mitsui Banking Corporation		
5	[Outside] [Independent]	April 2011	Managing Executive Officer, Sumitomo Mitsui Financial Group, Inc.	0	
	Attendance at meetings of the		Director, The Japan Research Institute, Limited		
	Board of Directors: 100% (13 out of 13 meetings)	June 2011	Director, Sumitomo Mitsui Financial Group, Inc.		
		April 2012	Director and Senior Managing Executive Officer, Sumitomo Mitsui Banking Corporation		
		May 2015	Representative Director, President and CEO, The Japan Research Institute, Limited		
		June 2019	Director and Chairman		
		June 2020	Special Advisor (to present)		
		June 2021	Director of the Company (to present)		
Significant concurrent positions		Special Advisor, The Japan Research Institute, Limited			
Reasons for nomination as a candidate for Outside Director and expected role		his involvemen concerning ove Outside Directo he is a suitable of sustainable g	Fuchizaki has a wealth of experience and profound is t in corporate management over the years. He is pre- rall management of the Company and fulfilling h or of the Company. For these reasons, the Compan- person to oversee business execution of the Compan- growth and medium- to long-term enhancement of outed him as a candidate for Outside Director.	oviding advice is duties as an y believes that iy in its pursuit	

No.	Name (Date of birth)	Career	Number of shares of the Company held		
6	Keiko Kaneko (27th November 1958) [Reappointment] [Outside] [Independent] Attendance at meetings of the Board of Directors: 100% (13 out of 13 meetings)	April 1981 April 2007 April 2014 October 2014 June 2016 April 2018 June 2019 April 2022	Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation) Director, Corporate Information Security Division Assistant to Director, Senior Counsel for Personal Information Protection, Legal Division General Manager, Security Compliance Division, Benesse Holdings, Inc. General Manager, Information Security Division Associate Professor, Department of Business Law, Faculty of Business Administration, Osaka University of Economics Director of the Company (to present) Chief Researcher, Center for International	0	
		June 2022	Economic Collaboration (CFIEC) (to present) Outside Director, KYOKUTO KAIHATSU KOGYO CO., LTD. (to present)		
Significant concurrent positions		Chief Researcher, Center for International Economic Collaboration (CFIEC) Outside Director, KYOKUTO KAIHATSU KOGYO CO., LTD.			
Reasons for nomination as a candidate for Outside Director and expected role		security operatio providing advice her duties as an O believes that she in its pursuit of	eko has professional knowledge in the legal ar ns as well as a wealth of experience and profound concerning overall management of the Company a Dutside Director of the Company. For these reasons is a suitable person to oversee business execution o sustainable growth and medium- to long-term er and has nominated her as a candidate for Outside I	insight. She is and is fulfilling a, the Company of the Company nhancement of	

(Notes) 1. There are no special interests between the candidates for Director and the Company.

- 2. Mr. Masahiro Fuchizaki and Ms. Keiko Kaneko are candidates for Outside Director and satisfy the requirements for Independent Directors as prescribed by Tokyo Stock Exchange, Inc. If the election of Mr. Masahiro Fuchizaki and Ms. Keiko Kaneko is approved and they assume office, the Company intends to continue their appointment to be Independent Directors and the notification to the said Exchange. While Mr. Masahiro Fuchizaki was an executive of Sumitomo Mitsui Banking Corporation, a specified associated service provider (a major lender) to the Company for a period of ten years in the past, eight years have elapsed since he left the said bank. Please refer to Page 12 for the Company's "Independence Standards for Outside Directors/Statutory Auditors."
- 3. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Masahiro Fuchizaki and Ms. Keiko Kaneko to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act. If the election of Mr. Masahiro Fuchizaki and Ms. Keiko Kaneko as Outside Director is approved and they assume office, the Company intends to continue the said agreements. The maximum amount of liability pursuant to the agreement shall be the amount stipulated by laws and regulations.
- 4. The Company has entered into a directors and officers (D&O) liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with its Directors as the insured. The insurance covers the damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If this proposal is approved, each candidate for Director shall be insured under the insurance agreement, which is scheduled to be renewed during their term of office as Director.
- 5. Mr. Masahiro Fuchizaki will have served as an Outside Director of the Company for two years at the conclusion of this Ordinary General Meeting of Shareholders.
- 6. Ms. Keiko Kaneko will have served as an Outside Director of the Company for four years at the conclusion of this Ordinary General Meeting of Shareholders.

Proposal 3: Election of One (1) Statutory Auditor

The term of office of Statutory Auditor Mr. Motoaki Nishimura will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, the election of one (1) Statutory Auditor is proposed. The Board of Statutory Auditors has previously given its approval to this proposal.

The candidate for Statutory Auditor is as follows.

Name (Date of birth)	Career summary and positions	Number of shares of the Company held	
Motoaki Nishimura (9th July 1943) [Reappointment] [Outside] [Independent]	April 1972Registered as attorney-at-law (Osaka Bar Association)June 2012Outside Auditor, NIKKATO CORPORATION June 2013June 2013Outside Statutory Auditor of the Company (to present)June 2015Outside Director (Audit & Supervisory Committee Member), NIKKATO CORPORATION (to present)	0	
Attendance at meetings of the Board of Directors: 100% (13 out of 13 meetings)			
Attendance at meetings of the Board of Statutory Auditors: 100% (14 out of 14 meetings)			
Significant concurrent positions	Attorney-at-law, Outside Director (Audit & Supervisory Committee Member), NIKKATO CORPORATION		
Reasons for nomination as a candidate for Outside Statutory Auditor	Mr. Motoaki Nishimura has a high level of expertise and profound insight as an attorney-at-law. The Company believes that he will perform his duties of monitoring and supervision of the management from a professional, neutral and objective point of view and contribute to the enhancement of corporate governance of the Company. For these reasons, the Company judges that he is indispensable for the Company's audit systems and has nominated him as a candidate for Outside Statutory Auditor.		

(Notes) 1. There are no special interests between the candidate and the Company.

- 2. Mr. Motoaki Nishimura is Outside Statutory Auditor of the Company and the Company has notified the Tokyo Stock Exchange, Inc. of his appointment as an Independent Auditor. If the election of Mr. Motoaki Nishimura is approved and he assumes office, the Company intends to continue his appointment to be an Independent Auditor and the notification to the said Exchange. Please refer to Page 12 for the Company's "Independence Standards for Outside Directors/Statutory Auditors."
- 3. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company intends to continue an agreement with Mr. Motoaki Nishimura to limit his liability under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement shall be the amount stipulated by laws and regulations.
- 4. The Company has entered into a directors and officers (D&O) liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with its Statutory Auditors as the insured. The insurance covers the damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If this proposal is approved, Mr. Motoaki Nishimura shall be insured under the insurance agreement, which is scheduled to be renewed during his term of office as Statutory Auditor.
- 5. Mr. Motoaki Nishimura will have served as a Statutory Auditor of the Company for ten years at the conclusion of this Ordinary General Meeting of Shareholders.

Proposal 4: Election of One (1) Substitute Statutory Auditor

The term of the election of Mr. Kenji Tabuchi as Substitute Statutory Auditor will expire at the beginning of this year's Ordinary General Meeting of Shareholders. In order to ensure that the number of incumbent Outside Statutory Auditors does not fall short of that required by laws and regulations, the election of one (1) substitute Statutory Auditor is proposed.

The Board of Statutory Auditors has previously given its approval to this proposal. The candidate for substitute Statutory Auditor is as follows.

Name (Date of birth)	Career summary Number of shares of the Company held			
Kenji Tabuchi (18th May 1959) [Outside] [Independent]	April 1990Registered as attorney-at-law (Osaka Bar Association) Joined Tsukaguchi Law OfficeApril 1995Opened Tabuchi Law OfficeJune 2001Opened Tabuchi Nishino Law Office (to presen	0 t)		
Significant concurrent positions	Attorney-at-law			
Reasons for nomination as a candidate for substitute Outside Statutory Auditor	Although Mr. Kenji Tabuchi has never been directly involved in corporate managen the Company judges that he is capable of auditing the Directors' performance of du from an objective and fair position based on his wealth of knowledge and experience an attorney-at-law. For these reasons, the Company has nominated him as a candidate substitute Outside Statutory Auditor.			

(Notes) 1. There are no transaction relationship and special interests between the candidate and the Company.

2. Mr. Kenji Tabuchi is a candidate for substitute Outside Statutory Auditor.

- 3. If Mr. Kenji Tabuchi assumes office as an Outside Statutory Auditor, the Company will notify the Tokyo Stock Exchange, Inc. of his appointment as an Independent Auditor. Please refer to Page 12 for the Company's "Independence Standards for Outside Directors/Statutory Auditors."
- 4. If Mr. Kenji Tabuchi assumes office as an Outside Statutory Auditor, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into an agreement with him to limit his liability under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement shall be the amount stipulated by laws and regulations.
- 5. The Company has entered into a directors and officers (D&O) liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with its Statutory Auditors as the insured. The insurance covers the damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If this proposal is approved, and Mr. Kenji Tabuchi assumes office as an Outside Statutory Auditor, he shall be insured under the insurance agreement.

(Reference) Directors' Skill Matrix

Name	Inside/ Outside	Corporate Management	Business Strategy, Marketing	Engineering, R&D, Production	Sustainability, ESG	Finance, Accounting	Legal Affairs, Risk Management
Yuji Sato	Inside	•	•		•	•	•
Tokuo Kudara	Inside	•	•	•		•	
Toshio Tanaka	Inside	•		•	•		•
Shigeki Fukushima	Inside	•	•		•		
Masahiro Fuchizaki	Outside	•	•		•	•	•
Keiko Kaneko	Outside				•		•

The Directors' skill matrix will be as follows if Proposal 2 is approved as originally proposed.

(Note) The matrix represents the areas expected in particular from each Director and does not represent all the expertise each Director possesses.

(Reference)

Independence Standards for Outside Directors/Statutory Auditors

If any of the following attributes applies to an Outside Director/Statutory Auditor of the Company, the Company judges that such Outside Director/Statutory Auditor is not fully independent from the Company.

- (1) An executive person*1 of the Company or consolidated subsidiaries of the Company (hereinafter referred to as the "Marudai Food Group")
- (2) A party to whom any of 1) to 9) below applied in the past three years
 - 1) A party whose principal business partner is the Marudai Food Group*2 or its executive person
 - 2) A principal business partner of the Marudai Food Group*3 or its executive person
 - 3) A principal lender to the Marudai Food Group*4 or its executive person
 - 4) A major shareholder (directly or indirectly holding 10% or more of the total voting rights) of the Company or its executive person
 - 5) A party of which the Company is a major shareholder (directly or indirectly holding 10% or more of the total voting rights) or the executive person
 - 6) A party affiliated with an audit firm that is the accounting auditor of the Marudai Food Group
 - 7) A party who received remuneration exceeding 10 million yen a year excluding the Directors' or Auditors' remuneration
 - 8) A party who received donations exceeding a certain limit*5 from the Marudai Food Group or its executive person
 - 9) An executive person of an entity for which an executive person of the Marudai Food Group serves as a Director/Statutory Auditor
- (3) The spouse or relative in the second degree of kinship of a party to whom (1) or (2) above applies and who holds an important position*6

(Notes)

- 1. An "executive person" means an executive director, an executive officer, a general manager, a party in a similar position, and an employee of an organization such as a corporation.
- 2. A "party whose principal business partner is the Marudai Food Group" means a party who received payment from the Company equal to 2% or more of the party's consolidated annual sales in the most recent fiscal year.
- 3. A "principal business partner of the Marudai Food Group" means a party whose payment to the Company was equal to 2% or more of the Company's consolidated annual sales in the most recent fiscal year.
- 4. A "principal lender to the Marudai Food Group" is a lender from which the Marudai Food Group borrows an amount equal to 2% or more of consolidated total assets.
- 5. "Donations exceeding a certain limit" means donations to an organization such as a corporation that amount to 10 million yen a year or more or that are equal to 2% or more of net sales or total revenues of such organization, whichever the larger.
- 6. A "party who holds an important position" means a director, an executive, an executive officer, or a party who executes important business and holds the position of general manager or higher.