

To the Shareholders of FOOD & LIFE COMPANIES LTD.

1-22-2 Esaka, Suita, Osaka Prefecture,
Japan

FOOD & LIFE COMPANIES LTD.

President & CEO Koichi Mizutome

Notice of the 7th Ordinary General Meeting of Shareholders

We would like to express our gratitude for your continued support.

FOOD & LIFE COMPANIES LTD. ("Company") hereby announces that the 7th Ordinary General Meeting of Shareholders of the Company will be held as described below.

If you do not attend the meeting, you may exercise your voting rights in writing or by electronic means (such as the Internet). Please review the attached Reference Materials of Ordinary General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Wednesday, December 22, 2021.

The number of seats at the General Meeting of Shareholders will be reduced to prevent infection and spread of COVID-19. On the day of the General Meeting of Shareholders, we will broadcast the meeting live on the Internet so that you can watch the meeting at home. We ask that you refrain from attending the meeting as much as possible and use the live Internet broadcast. We will accept questions from shareholders in advance as described below, and respond to the most frequently asked questions on the day of the General Meeting of Shareholders, which will be posted on the Company's website at a later date.

Since last year, free gifts are no longer offered to shareholders who attend the General Meeting of Shareholders. Thank you for your understanding.

1. Date and time	10:00 a.m., Thursday, December 23, 2021				
2. Place	5-3-51 Nakanoshima, Kita-ku, Osaka 12F Conference Hall, Osaka International Convention Center (Grand Cube Osaka) (The venue for this meeting is different from the previous meeting, so please refer to the "Map of the Venue for the Ordinary General Meeting of Shareholders" at the end of this document of Japanese version and take care not to make a mistake when coming to the meeting.)				
3. Objectives of Meeting	<table><tr><td>Matters to be reported</td><td> 1. Business Report and Consolidated Financial Statements for the 7th fiscal year (from October 1, 2020 to September 30, 2021), and audit results on the Consolidated Financial Statements by the Independent Financial Auditors and the Audit and Supervisory Committee 2. Non-consolidated Financial Statements for the 7th fiscal year (from October 1, 2020 to September 30, 2021) </td></tr><tr><td>Matters to be resolved</td><td> Agenda Item No.1: Dividends of Surplus Agenda Item No.2: Election of Six (6) Directors (Excluding Directors Serving on the Audit and Supervisory Committee) Agenda Item No.3: Revision of Remuneration Amount for Outside Directors (Excluding Directors Serving on the Audit and Supervisory Committee) </td></tr></table>	Matters to be reported	1. Business Report and Consolidated Financial Statements for the 7th fiscal year (from October 1, 2020 to September 30, 2021), and audit results on the Consolidated Financial Statements by the Independent Financial Auditors and the Audit and Supervisory Committee 2. Non-consolidated Financial Statements for the 7th fiscal year (from October 1, 2020 to September 30, 2021)	Matters to be resolved	Agenda Item No.1: Dividends of Surplus Agenda Item No.2: Election of Six (6) Directors (Excluding Directors Serving on the Audit and Supervisory Committee) Agenda Item No.3: Revision of Remuneration Amount for Outside Directors (Excluding Directors Serving on the Audit and Supervisory Committee)
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Matters to be resolved	Agenda Item No.1: Dividends of Surplus Agenda Item No.2: Election of Six (6) Directors (Excluding Directors Serving on the Audit and Supervisory Committee) Agenda Item No.3: Revision of Remuneration Amount for Outside Directors (Excluding Directors Serving on the Audit and Supervisory Committee)				

4. Information on Exercise of Voting Rights, etc.	Please refer to “Information on Exercise of Voting Rights, etc.” on pages 2 and 3 of Japanese version.
5. Matters on disclosure via the Internet	Systems and organization to ensure proper operation, the implementation status of such systems, and Notes to Consolidated Financial Statements and Non-consolidated Financial Statements that should be included in the Business Report are not included in the Notice of the 7th Ordinary General Meeting of Shareholders as the Company discloses them on its website in accordance with relevant laws and regulations and provisions of Article 15 of the Company’s Articles of Incorporation. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements included in the Notice of the Ordinary General Meeting of Shareholders are part of the documents audited by the Audit and Supervisory Committee and by the Independent Financial Auditors in preparing their audit report, respectively.

Should the Reference Materials of Ordinary General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company’s website (<https://www.food-and-life.co.jp/>). The Company will announce resolutions at the Ordinary General Meeting of Shareholders via the Company’s website after the end of this General Meeting of Shareholders.

Reference Materials of Ordinary General Meeting of Shareholders

Agenda Item No.1: Dividends of Surplus

Taking into account business results in the year ended September 30, 2021 and our future business development, we propose to pay a year-end dividend as follows for the year ended September 30, 2021.

Type of asset distributed as dividend	Cash
Matters regarding the assignment of assets distributed as dividend and the total amount of dividend	Dividend per ordinary share of the Company 22.50 yen Total amount of dividend 2,611,551,060 yen
Effective date of dividend of surplus	Friday, December 24, 2021

Agenda Item No.2:**Election of Six (6) Directors (Excluding Directors Serving on the Audit and Supervisory Committee)**

The terms of office of all six (6) Directors (excluding Directors serving on the Audit and Supervisory Committee; the same shall apply hereinafter in this Agenda Item) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose the election of six (6) Directors.

The Audit and Supervisory Committee evaluated the status of the execution of business and performance of each candidate in the fiscal year ended September 30, 2021 and their careers, and has determined that they are eligible for being the Company's Directors.

Candidates for Directors are as follows:

Candidate No.	Name	Positions and areas of responsibility in the Company	Attribute
1	Koichi Mizutome	President & CEO	Re-election
2	Akira Kondo	Director	Re-election Outside Independent
3	Kozo Takaoka	Director	Re-election Outside
4	Minesaburo Miyake	Director	Re-election Outside Independent
5	Reiko Kanise	Director	Re-election Outside Independent
6	Koki Sato	Director	Re-election Outside Independent

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Koichi Mizutome (January 26, 1968) <u>Re-election</u>	Apr. 1991 Joined Dentsu Inc. Feb. 1996 Joined Andersen Consulting (currently, Accenture PLC) Apr. 2000 Joined Roland Berger Strategy Consultants (Japan Office) ("Roland Berger") Jan. 2005 Representative Director, Roland Berger Oct. 2009 Managing Director, Enterprise Turnaround Initiative Corporation of Japan (currently, Regional Economy Vitalization Corporation of Japan) Dec. 2010 Director and Executive Vice President, Japan Airlines Co., Ltd. ("JAL") Jun. 2013 Senior Managing Executive Officer, World, Co., Ltd. ("World") Feb. 2015 President, Akindo Sushiro Co., Ltd. ("Akindo Sushiro") Mar. 2015 President & CEO, the Company (to present) Sep. 2015 Director, Sushiro Korea, Inc. (to present) Oct. 2015 Representative Director, Sushiro Creative Dining Ltd. ("Sushiro Creative Dining") (to present) Aug. 2017 Director, Sushiro Taiwan Co., Ltd. (to present) Jan. 2019 Director, Sushiro GH Singapore Pte. Ltd. (to present) Jan. 2019 Director, Sushiro Hong Kong Ltd. (to present) Oct. 2019 Chairman, Akindo Sushiro (to present) Feb. 2020 Director, Sushiro GH (Thailand) Ltd. (to present) Dec. 2020 Director, Sushiro (China) Investment Co., Ltd. (to present) Feb. 2021 Director, Guangzhou Sushiro Restaurants Co., Ltd. (to present) Apr. 2021 Chairman and Director, Kyotaru Co., Ltd. (to present) (Significant concurrent positions outside the Company) Chairman, Akindo Sushiro. Chairman and Representative Director, FOOD & LIFE INNOVATIONS LTD. Director, Sushiro Korea, Inc. Director, Sushiro Taiwan Co., Ltd. Director, Sushiro GH Singapore Pte. Ltd. Director, Sushiro Hong Kong Ltd. Director, Sushiro GH (Thailand) Ltd. Director, Sushiro (China) Investment Co., Ltd. Director, Guangzhou Sushiro Restaurants Co., Ltd. Chairman and Director, Kyotaru Co., Ltd.	121,644 shares
	Reasons for selecting as candidate for Director	Since the assumption of office as Director of the Company in 2015, Mr. Koichi Mizutome has made every effort to utilize his abundant knowledge, experience and good insight, which he obtained through a wide variety of investment businesses in a global consulting firm, for developing the Group's domestic and overseas businesses as the Company's President & CEO. Accordingly, we are recommending his re-election as Director.	

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Akira Kondo (February 2, 1945) Re-election Outside Independent Officer	Apr. 1967 Joined The Sumitomo Bank, Limited (currently, Sumitomo Mitsui Banking Corporation) (“Sumitomo Bank”) Jun. 1997 Executive Managing Director, Sumitomo Bank Apr. 1999 Representative Director and Vice President, Daiwa Securities SB Capital Markets Co. Ltd. May 2000 Executive Officer and Senior Managing Director, Sony Corporation Jul. 2004 Vice Chairman, AIG East Asia Holdings Management KK Jun. 2009 Director, Representative Executive Officer, President and CEO, The Fuji Fire and Marine Insurance Co., Ltd.(currently, AIG General Insurance Company, Ltd.) (“Fuji Fire”) Jun. 2010 Director, Representative Executive Officer, Chairman and CEO, Fuji Fire Oct. 2011 Vice Chairman, AIG Japan Holdings KK Apr. 2012 Outside Director, Japan Bank for International Cooperation (“JBIC”) Jun. 2014 Outside Auditor, Calbee, Inc. Jun. 2016 Representative Director and Governor, JBIC Nov. 2018 Outside Director, Argo Holdings Co., Ltd. Nov. 2018 Outside Director, DeCurret Inc. Dec. 2018 Outside Director, the Company (to present) Jul. 2019 Director, Right Now Co., Ltd. (to present) Jun. 2020 Auditor, Power One Co., Ltd. Jun. 2020 Outside Director (Audit and Supervisory Committee Member), Glocalist Co., Ltd. (to present) Sep. 2020 Executive Advisor, Bonac Corporation (to present) Oct. 2021 Executive Advisor, IA Partners Inc. (to present) Oct. 2021 Executive Advisor, Argo Holdings Co. Ltd. (to present) (Significant concurrent positions outside the Company) Director, Right Now Co., Ltd. Outside Director (Audit and Supervisory Committee Member), Glocalist Co., Ltd. Executive Advisor, Bonac Corporation Executive Advisor, IA Partners Inc. Executive Advisor, Argo Holdings Co., Ltd.	2,500 shares
	Reasons for selecting as candidate for Outside Director	Mr. Akira Kondo has long-term, abundant experience and a track record as a manager in multiple financial institutions and business corporations. We are recommending his re-election as Outside Director to utilize his experience and track record for management supervision for sustainable improvement of the Group's corporate value.	

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Kozo Takaoka (March 30, 1960) Re-election Outside	Apr. 1983 Joined Nestlé Japan Ltd. Jan . 1986 Assistant Brand Manager of Cocoa, Milk & Nutrition, Nestlé Japan Ltd. Jan. 1988 Assistant Brand Manager of NESCAFÉ, Nestlé USA Apr. 1989 Assistant Brand Manager of Cocoa, Milk & Nutrition, Nestlé Japan Ltd. Mar. 1991 Project Leader of Infant Nutrition Business, Nestlé Japan Ltd. Apr. 1994 Business Unit Manager of Cocoa, Milk & Nutrition, Nestlé Japan Ltd. Oct. 1999 Project Director, Nestlé Confectionery K.K. Apr. 2001 Marketing Director, Nestlé Confectionery K.K. Jan. 2005 Representative Director and President, Nestlé Confectionery K.K. Jan. 2010 Representative Director & Executive Vice President, Beverage Business Group, Nestlé Japan Ltd. Nov. 2010 Representative Director, President & CEO, Nestlé Japan Ltd. Nov. 2010 Representative Director, Nestlé Nespresso K.K. Apr 2015 Representative Director, K & Co., Ltd. (to present) Nov. 2017 International Advisory Board, Waseda Business School (to present) Dec. 2019 Outside Director, the Company (to present) Apr. 2020 Advisor, CyberAgent, Inc. (to present) Dec. 2020 Outside Director, CyberAgent, Inc. (to present) (Significant concurrent positions outside the Company) Representative Director, K & Co., Ltd. International Advisory Board, Waseda Business School Representative Director, KT Digital Corporation Outside Director, CyberAgent, Inc.	0 shares
	Reasons for selecting as candidate for Outside Director	Mr. Kozo Takaoka has long-term, abundant experience and a track record as a manager. We are recommending his re-election as Outside Director to utilize his experience and track record in giving advice on marketing strategy and for sustainable improvement of corporate value of the Group, and in supervising the business execution of the Group.	

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Minesaburo Miyake (July 22, 1952) Re-election Outside Independent Officer	Apr. 1976 Joined Kewpie Corporation Feb. 2003 Director, Kewpie Corporation Feb. 2010 Executive Managing Director, Kewpie Corporation Feb. 2011 President and Representative Director, Kewpie Corporation Feb. 2011 Director, Nakashimoto Co., Ltd. Feb. 2017 Corporate Advisor, Kewpie Corporation Feb. 2017 Chairman and Director, Nakashimoto Co., Ltd. (to present) Apr. 2017 Chairman, Public Interest Incorporated Foundation Kewpie Mirai Tamago Foundation Dec. 2017 Outside Director, Fuji Pharma Co., Ltd. (to present) Jun. 2018 Outside Director, Kameda Seika Co., Ltd. (to present) Jun. 2018 Outside Director, Autobacs Seven Co., Ltd. Jun. 2019 Outside Director (Audit and Supervisory Committee Member), Autobacs Seven Co., Ltd. (to present) Jun. 2019 Chief Associated Member, Council for Utilization of Dormant Deposits, Cabinet Office Dec. 2020 Outside Director, the Company (to present) Oct. 2021 Associated Member, Council for Utilization of Dormant Deposits, Cabinet Office (to present) (Significant concurrent positions outside the Company) Chairman and Director, Nakashimoto Co., Ltd. Outside Director, Fuji Pharma Co., Ltd. Outside Director, Kameda Seika Co., Ltd. Outside Director (Audit and Supervisory Committee Member), Autobacs Seven Co., Ltd. Associated Member, Council for Utilization of Dormant Deposits, Cabinet Office	0 shares
	Reasons for selecting as candidate for Outside Director	Mr. Minesaburo Miyake has long-term management experience and good insight as a manager. We are recommending his re-election as Outside Director to benefit from his management supervision based on his experience and insight as an expert in management, which he would be able to provide in enhancing the sustainable corporate value of the Group.	

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Reiko Kanise (July 14, 1951) Re-election Outside Independent Officer	Apr. 1975 Joined Hakuhold Incorporated Feb. 1993 Representative Director, Kei Associates Inc. (to present) Jun. 1999 President and Representative Director, Aeon Forest Co., Ltd.(The Body Shop) Jan. 2001 Member, Consumer Committee of Japan Retailers Association (to present) May 2001 Board member, Japan Council of Shopping Centers (to present) May 2004 Chairperson, Information Committee, Japan Council of Shopping Centers (to present) Feb. 2007 Representative Director, LenaJapon Institute Co., Ltd. (to present) Oct. 2010 Visiting professor, Showa Women' s University (to present) Jun. 2015 Outside Director, Tokyu Corporation (to present) Sep. 2015 Member, Consumer Commission, Cabinet Office Dec. 2020 Outside Director, the Company (to present) Jun. 2021 Outside Director, Kitamura Holdings K.K. (to present) (Significant concurrent positions outside the Company) Representative Director, Kei Associates Inc. Representative Director, LenaJapon Institute Co., Ltd. Outside Director, Tokyu Corporation Outside Director, Kitamura Holdings K.K.	0 shares
	Reasons for selecting as candidate for Outside Director	Ms. Reiko Kanise has a long-term track record of corporate management as a manager and abundant experience in and broad insight on retail business and marketing. We are recommending her re-election as Outside Director, to benefit from her management supervision based on her experience and insight, which she would be able to provide in enhancing the sustainable corporate value of the Group.	

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Koki Sato (March 11, 1975) <u>Re-election</u> <u>Outside</u> <u>Independent Officer</u>	Apr. 1997 Septeni Holdings Co., Ltd.("Septeni") Jul. 2001 Director and General Manager of Internet Operations, Septeni Oct. 2003 Managing Director (CMO), Septeni Dec. 2004 Senior Managing Director (COO), Septeni Oct. 2007 Senior Managing Director, Septeni Dec. 2009 Representative Director (to present) and President, Septeni Jan. 2017 Group President and Chief Executive Officer, Septeni (to present) Jan. 2019 Executive Officer, Dentsu Inc. Dec. 2020 Outside Director, the Company (to present) (Significant concurrent positions outside the Company) Group President and Chief Executive Officer, Septeni	0 shares
	Reasons for selecting as candidate for Outside Director	Mr. Koki Sato has long-term management experience and good insight as a manager. We are recommending his re-election as Outside Director to benefit from his management supervision based on his experience and insight as an expert in management, which he would be able to provide in enhancing the sustainable corporate value of the Group.	

- Notes 1. Among the candidates above, those who have a special conflict of interest with the Company are as follows.
- Mr. Kozo Takaoka is Representative Director of KT Digital Corporation, and the Company has an advisory agreement with KT Digital Corporation.
- Ms. Reiko Kanise is concurrently serving as Outside Director of Tokyu Corporation; and Akindo Sushiro Co., Ltd. and Kyotaru Co., Ltd., subsidiaries of the Company, have transactions of store leasing with Tokyu Corporation. However, the transaction amount accounts for less than 0.1% of net sales of Tokyu Group or those of the Group for the previous fiscal year, which, we deem, does not affect her independence as Outside Director.
- There is no conflict of interest between the Company and each of the other candidates.
- Messrs. Akira Kondo, Kozo Takaoka, Minesaburo Miyake, Koki Sato and Ms. Reiko Kanise are candidates for Outside Directors.
 - Mr. Akira Kondo is currently our Outside Director and will have served for three (3) years as Outside Director at the conclusion of this Meeting of Shareholders.
 - Mr. Kozo Takaoka is currently our Outside Director and will have served for two (2) years as Outside Director at the conclusion of this Meeting of Shareholders.
 - Mr. Minesaburo Miyake is currently our Outside Director and will have served for one (1) year as Outside Director at the conclusion of this Meeting of Shareholders.
 - Ms. Reiko Kanise is currently our Outside Director and will have served for one (1) year as Outside Director at the conclusion of this Meeting of Shareholders.
 - Mr. Koki Sato is currently our Outside Director and will have served for one (1) year as Outside Director at the conclusion of this Meeting of Shareholders.
 - The Company has submitted a notification to the Tokyo Stock Exchange to state that Messrs. Akira Kondo, Minesaburo Miyake, Koki Sato and Ms. Reiko Kanise are Independent Directors. If this Proposal is approved as originally proposed, the Company plans to re-submit the notification to state that each of them are qualified Independent Directors.
 - Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company entered into agreements with Messrs. Akira Kondo, Kozo Takaoka, Minesaburo Miyake, Koki Sato and Ms. Reiko Kanise to limit their liability for damages outlined under Article 423, Paragraph 1 of the Companies Act. The limit on liability for damages under these agreements is set at the minimum liability amount stipulated by Article 425, Paragraph 1 of the Companies Act. If the appointments are approved, the Company will renew these agreements with them.
 - The Company has entered into a directors liability insurance contract with an insurance company as provided in Article 430-3, Paragraph 1 of the Companies Act, with all the Directors as insured persons. The contract is designed to cover damages that would be incurred by the insured Directors as a result of their assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility.

If the reappointment of each candidate is approved, the candidate will continue to be an insured person under the relevant insurance contract. The contract is scheduled to be renewed with the same content at the next renewal.

(Reference Materials of Directors)

Skill matrix of candidates for directors (excluding Directors serving on the Audit and Supervisory Committee) and directors serving on the Audit and Supervisory Committee.

Our policy for the composition of the Board of Directors is that each director has a wealth and profound knowledge with a high level of expertise of which we ask in various fields.

If this Agenda Item is approved as proposed, our Board of Directors will be composed of the members who have skills as follows.

Title	Name	Outside Director	Corporate Management	Finance/ Accounting	Marketing/ Sales	Global Management	Risk Management/ Legal	Sustainability
Directors	Koichi Mizutome		○		○	○	○	
	Akira Kondoh*	○	○	○		○		
	Kohzoh Takaoka	○	○		○	○		
	Minesaburo Miyake*	○	○		○		○	○
	Reiko Kanise*	○	○		○	○		○
	Koki Sato*	○	○		○		○	
Directors serving on the Audit and Supervisory Committee	Yoshihiro Noutsuka*	○		○			○	○
	Yumiko Ichige*	○				○	○	
	Mami Taira*	○		○			○	○

We put “○” marks on each directors’ maximum 3 skills in addition to his/her corporate management experience.

We put asterisks next to independent directors’ names.

Agenda Item No.3:**Revision of Remuneration Amount for Outside Directors (Excluding Directors Serving on the Audit and Supervisory Committee)**

The Company's 5th Ordinary General Meeting of Shareholders held on December 19, 2019, approved an amount of up to 400 million yen per year as the amount of remuneration for the Company's Directors (excluding Directors serving on the Audit and Supervisory Committee; the same shall apply hereinafter in this Agenda Item), which included an amount of 50 million yen per year for the Outside Directors. In consideration of various circumstances, such as the change in the composition of the Board of Directors (increase in the number of Outside Directors) in line with the subsequent strengthening of corporate governance, the Company proposes to revise the total amount of remuneration for Outside Directors only from up to 50 million yen per year to up to 100 million yen per year, but leave unchanged the total amount of remuneration for Directors (up to 400 million yen per year). This Agenda Item was decided by the Board of Directors after deliberation by the Nomination and Remuneration Committee, an optional advisory body, taking into comprehensive consideration the size of the Company's business, the remuneration system for officers and the level of payment thereof, the number of officers at present, and future trends, etc., and is considered to be appropriate.

If Agenda Item No. 2 is approved as originally proposed, the number of Directors will remain unchanged at six (6) (including five (5) Outside Directors).