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Securities Code 3387

May 11<sup>th</sup>, 2023

(Start date of electronic provisioning measures May 2<sup>nd</sup>, 2023)

To Our Shareholders with Voting Rights

5-10-18 Higashi-Gotanda, Shinagawa-ku, Tokyo  
create restaurants holdings inc.  
President & CEO Jun Kawai

## Notice of the 26th Ordinary General Meeting of Shareholders

Dear Our Esteemed Shareholders, we would like to take this opportunity to express our sincere gratitude for your continued support. Notice is hereby given that the 26th Ordinary General Meeting of Shareholders will be held as follows.

The convocation of this General Meeting of Shareholders will be conducted electronically, and the "Notice of Convocation of the 26th Ordinary General Meeting of Shareholders" will be posted on the following website.

Our website:

<https://www.createrestaurants.com/ir/stock/meeting/>

In addition to the above, the information is also posted on the following website on the internet. Please access the website below, enter or search for the stock issue name (company name) or securities code, and select "Basic Information" or "Documents for Public Inspection/PR Information" to confirm the information.

TSE website (TSE-listed company information Service):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese only)

1. **Date & Time** Friday, May 26, 2023, 10:00 a.m. (JST)
2. **Venue** 2-16-4 Konan, Minato-ku, Tokyo  
The Grand Hall, 3/F at Shinagawa Grand Central Tower
3. **Meeting Agenda**
  1. The Business Report, Consolidated Financial Statements for the 26th Fiscal Year (March 1, 2022 to February 28, 2023) and the Audit Reports of the Accounting Auditor and the Audit Committee on the Consolidated Financial Statements.
  2. Non-consolidated Financial Statements for the 26th fiscal year (March 1, 2022 to February 28, 2023)

**Matters to be reported**

**Matters to be resolved**

Election of Five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)

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## Referential Documents for the General Meeting of Shareholders

### Proposal

### Election of five Directors (excluding Directors who are Audit & Supervisory Committee Members)

Mr. Takakazu Tanaka resigned from the position of Director (excluding Directors who are Audit & Supervisory Committee Members) on February 28, 2023. The terms of office of the other four Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders, and the Company proposes the election of five Directors (excluding Directors who are Audit & Supervisory Committee Members), including the newly elected candidates.

The candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows.

Candidate No.	Name	Current position and Responsibilities in the Company	Attendance/Board of Directors meetings	
1	Renomination	Hitoshi Gotoh	Representative Director and Chairman	14 / 14 (100%)
2	Renomination	Jun Kawai	Representative Director and President In charge of Food Safety and Security Promotion Office, Internal Control System Promotion Office, Group Audit Office, Sustainability Promotion Office, and President's Office	14 / 14 (100%)
3	Renomination	Akira Shimamura	Managing Director In charge of Marketing Department, DX Promotion Office, Information System Promotion Office, Product Department, Store Development Department and Store Design Management Department	14 / 14 (100%)
4	Renomination	Genta Ohuchi	Director CFO in charge of Accounting Department, Corporate Planning Department and Investor Relations Department	14 / 14 (100%)
5	New Nomination	Hitoshi Ohno	Executive Officer In charge of Group Company Management Department, Overseas Business Department, and North American Business Investment Promotion Department	- / - (-%)

(Note)

- Gotoh International Commercial Institute, Inc., of which director candidate Hitoshi Gotoh concurrently serves as representative director, is a major shareholder of the Company, holding 41.26% of its voting rights.
- There are no special interests between the other director candidates and the Company.
- The Company has entered into a directors' and officers' liability insurance policy with an insurance company as an insured, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, to cover damages incurred by the insured in the event that they are held liable for damages arising from their duties. If the reappointment or appointment of each candidate is approved, they will be included as insured under the policy. In addition, the premiums for such insurance policies are fully paid by the Company. The Company plans to renew the policy with the same contents at the next renewal.

Candidate  
No  
**1**

Hitoshi Gotoh  
(Born on July 5, 1957)

Renomination

Number of shares of the  
Company held

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Attendance/Board of  
Directors meetings

14 / 14 (100%)

■ Brief Personal History, Position and Responsibility in the Company (Important Concurrent Positions)

APR	1980	Joined Asahi Kasei Homes Corporation	MAY	2001	Appointed Representative Director of Tokuju Corporation (formerly Tokuju Creative Service Co., Ltd.)
SEP	1982	Joined Tokuju Co., Ltd. and assumed Executive Managing Director	JUL	2003	Appointed Representative Director and Chairman of the Company (to present)
APR	1997	Established the Company's predecessor, Yokosuka Brewing Company, Inc. and assumed the position of President and Representative Director	AUG	2008	Appointed Representative Director of Gotoh International Commercial Institute Co.(to present)

● Reason for nomination as candidate for Director

Mr. Hitoshi Gotoh has been involved in the management of the Company since its establishment, and as Representative Director and Chairman of the Company since 2003, he has demonstrated strong leadership in enhancing the corporate value of the Company's group. We believe that his abundant experience and broad insight as a management executive make him an appropriate person to enhance the corporate value and sustainable growth of our group, and we therefore request his continued election as a director of the Company.

Candidate  
No  
**2**

Jun Kawai  
(Born on October 7, 1963)

Renomination

Number of shares of the  
Company held

2,430,000

Attendance/Board of  
Directors meetings

14 / 14 (100%)

■ Brief Personal History, Position and Responsibility in the Company (Important Concurrent Positions)

APR	1987	Joined The Industrial Bank of Japan, Ltd. (currently Mizuho Bank, Ltd.)	MAY	2019	Appointed Create Restaurants NY Inc., Director (CEO)
AUG	2003	Joined the Company and assumed Director and General Manager of the Administration Division	JUN	2019	Appointed Senior Managing Director in charge of IR and General Manager of Overseas Business Division
JUN	2004	Appointed Managing Director and General Manager of Administration Division	SEP	2019	Appointed Il Fornaio (America) LLC Director
MAY	2006	Appointed as Senior Managing Director in charge of Administration Group	SEP	2020	Appointed Senior Managing Director in charge of Overseas Business Department and Financial Planning Department
OCT	2010	Appointed Senior Managing Director in charge of Administration Division and Overseas Sales Division	MAY	2021	Appointed Representative Director and President of the Company (to present)
MAY	2013	Appointed Director of SFP Dining Corporation (currently SFP Holdings, Inc.)	Same as Above		Appointed in charge of Food Safety and Security Promotion Office, Internal Control System Promotion Office, and Group Audit Office
JAN	2016	Appointed Senior Managing Director, in charge of Personnel & General Affairs Division and General Manager of Administration Division	NOV	2021	Appointed in charge of Food Safety and Security Promotion Office, Internal Control System Promotion Office, Group Audit Office, Sustainability Promotion Office, and President's Office (to present)
MAY	2019	Appointed create restaurants asia Pte.Ltd. Director(CEO)			
Same as Above		Appointed create restaurants Hong Kong Ltd. Director(CEO)			

● Reason for nomination as candidate for Director

Based on his extensive experience at financial institutions, Mr. Jun Kawai has been involved in the management of the Company as a Director since 2003, and in charge of the Administration Division, the Human Resources & General Affairs Division, the Overseas Business Division, and the Financial Planning Division. He has demonstrated strong leadership in enhancing the corporate value of the Group as Representative Director and President of the Company since 2021. We believe that his abundant experience and broad knowledge of corporate management make him an appropriate asset for improving the corporate value and sustainable growth of our group, and we request his continued appointment as a director.

Candidate  
No

3

Akira Shimamura  
(Born on November 6, 1969)

Renomination

Number of shares of the  
Company held

150,000

Attendance/Board of  
Directors meetings

14 / 14 (100%)

## ■ Brief Personal History, Position and Responsibility in the Company (Important Concurrent Positions)

APR	1993	Joined ITOCHU Corporation	MAY	2019	Appointed Director of KR Holdings Inc. (currently KR Food Service Corporation) (to present)
JUL	2007	Joined Saint Marc Holdings Co., Ltd.	JUN	2019	Appointed Director of the Company in charge of Group Business Strategy Division
MAY	2012	Joined the Company and became an advisor	OCT	2019	Appointed Director of Icchou Inc. (to present)
Same as Above		Appointed Director of the Company	SEP	2020	Appointed Director of LG&EW Inc. (to present)
AUG	2015	Appointed President and Representative Director of R.C. Japan Corporation (now Create Dining Inc.)	Same as Above		Appointed Director of the Company, in charge of Group Business Company Management Department, Marketing Department, Group Sales Promotion Department, and Information System Promotion Office
MAY	2019	Appointed Director of Create Restaurants Inc. (to present)	MAY	2021	Appointed Managing Director of the Company
Same as Above		Appointed Director of YUNARI Co., Ltd. (to present)	SEP	2021	Appointed Director of CMD Inc. (to present)
Same as Above		Appointed as Director of Gourmet Brands Company, Inc. (to present)	MAR	2022	Appointed Managing Director in charge of Marketing Department, DX Promotion Office, Information System Promotion Office, Merchandise Department, Store Development Department, and Store Design Management Department (to present)
Same as Above		Appointed Director of Create Dining Inc. (to present)			
Same as Above		Appointed Director of Root Nine G Inc.			
Same as Above		Appointed Director of Yuzuru Inc. (to present)			
Same as Above		Appointed Director of SFP Holdings Co., Ltd..			

## ● Reason for nomination as candidate for Director

Mr. Akira Shimamura has been involved in the management of the Company as a Director since 2012, and has served as the head of the Development Division, Merchandise Division, and Group Business Strategy Division. He is currently in charge of the Marketing Department, DX Promotion Office, Information System Promotion Office, Merchandise Division, Store Development Department, and Store Design Management Department. With his extensive experience in the food and beverage industry and broad knowledge of corporate management, we believe that he is an appropriate person to enhance the corporate value and sustainable growth of our group, and therefore we request his continued appointment as a director.

Candidate  
No

4

Genta Ohuchi  
(Born on June 20, 1973)

Renomination

Number of shares of the  
Company held

300

Attendance/Board of  
Directors meetings

14 / 14 (100%)

## ■ Brief Personal History, Position and Responsibility in the Company (Important Concurrent Positions)

APR	1996	Joined Mitsubishi Corporation	JUN	2019	Appointed Executive Officer and CEO in charge of Administration Division
SEP	2009	Appointed President and Representative Director of Kizuna Factory Co.	SEP	2020	Appointed President and Representative Director of Creative Services Inc. (to present)
OCT	2015	Joined the Company and assumed General Manager of the Corporate Planning Department	MAY	2021	Appointed Director and CFO in charge of Accounting Department (to present)
MAR	2017	Appointed Chief Officer of the Company's Administration Division	MAR	2023	Appointed Director and CFO in charge of Accounting Department, Corporate Planning Department and Investor Relations Department (to present)
JUN	2018	Appointed Executive Officer in charge of Administration Division			
MAY	2019	Appointed Director of KR Holdings, Inc. (currently KR Food Service Corporation) (to present)			

## ● Reason for nomination as candidate for Director

Mr. Genta Ohuchi has been involved in the management of the Company as an Executive Officer since 2018, and has been CFO since 2019 and a Director since 2021. He has served as the head of the Accounting Department and the Administration Division, and currently the Accounting Department, the Corporate Planning Department, and the Investor Relations Department. With his extensive experience and broad knowledge of corporate management, we believe that he is an appropriate person to enhance the corporate value and sustainable growth of our group, and therefore we request his continued appointment as a director.

Candidate

No

5

Hitoshi Ohno  
(Born on July 18, 1974)

New Nomination

Number of shares of the  
Company held

300

Attendance/Board of  
Directors meetings

- / - (- %)

■ Brief Personal History, Position and Responsibility in the Company (Important Concurrent Positions)

APR	1998	Joined Mitsubishi Corporation	NOV	2019	Joined the Company and assumed General Manager of the Group Company Management Department
OCT	2006	Seconded from Mitsubishi Corporation to create restaurants inc.(currently create restaurants holdings inc.) and appointed Sub-team leader of the Corporate Planning Team	MAY	2021	Appointed Director (CEO) of Create Restaurants NY Inc. (to present)
JUL	2007	Appointed as a non-executive director of Create Kissho Co.	JUN	2021	Appointed Executive Officer, in charge of Overseas Business Department and North America Business Investment Promotion Department, and General Manager of Group Company Management Department
MAY	2009	Appointed as a part-time auditor of create restaurants inc. (currently create restaurants holdings inc.)	DEC	2021	Appointed Director of Create Restaurants Hong Kong Ltd. (to present)
SEP	2010	Seconded to Dalian Acasia Fast Food Co.,Ltd (currently Acasia Food Co.,Ltd) as Vice President	JAN	2022	Appointed Director (CEO) of create restaurants asia Pte. Ltd. (to present)
SEP	2014	Seconded to Lawson (China) Holdings,inc as Vice President	MAY	2022	Appointed Manager of Il Fornaio (America) LLC. (to present)
APR	2016	Seconded to Lawson, Inc. as Chief Officer of Overseas Business Division and Corporate Strategy Division.	OCT	2022	Appointed Executive Officer, in charge of Group Company Management Department, Overseas Business Department, and North America Business Investment Promotion Department (to present)

● Reason for nomination as candidate for Director

Mr. Hitoshi Ohno has been involved in the management of the Company as an Executive Officer since 2021, and is currently in charge of the Overseas Business Department, the North American Business Investment Promotion Department, and the Group Company Management Department. We have determined that Mr. Ohno's extensive experience in the industry and his broad knowledge of corporate management make him an appropriate person to enhance the corporate value and sustainable growth of the Group, and therefore we request his election as a director of the Company.

### Skills Matrix Table of the Company's Director Candidates

The main skills and expertise of the directors, if the proposal is approved as proposed, are as follows:

Name	Position	Key Skills and Expertise				
		Corporate Management	Marketing and Store Development	Finance & Accounting	Legal & Compliance	Global
Hitoshi Gotoh	Representative Director and Chairman	●	●			●
Jun Kawai	Representative Director and President	●		●	●	●
Akira Shimamura	Managing Director	●	●			●
Genta Ohuchi	Director	●		●		
Hitoshi Ohno	Director	●		●		●
Hirofumi Morimoto	Director (Audit & Supervisory Committee Member)			●	●	
Kazuomi Matsuoka	Outside Director (Audit & Supervisory Committee Member)	●		●		●
Miyuki Otsuka	Outside Director (Audit & Supervisory Committee Member)	●	●			●
Noriyuki Katayama	Outside Director (Audit & Supervisory Committee Member)	●			●	●

(Note)

The above is an indication of areas of particular expertise and experience, and does not represent all the skills and expertise possessed by the subject.