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Securities code: 9900

June 3, 2026

Start date of measures for electronic provision: June 2, 2026

To Shareholders with Voting Rights:

Hisashi Onishi
President
Sagami Holdings Corporation
2-118 Yatsurugi, Moriyama-ku,
Nagoya, Aichi

**NOTICE OF
THE 56TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

Sagami Holdings Corporation (the “Company”) would hereby like to inform you that the 56th Annual General Meeting of Shareholders will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures to provide information electronically, and the matters for electronic provision are posted on the following website.

The Company’s website:

<https://www.sagami-holdings.co.jp/ir/shareholders-meeting-related/> (only available in Japanese)

In addition to the above website, the matters for electronic provision are also posted on the following website.

Tokyo Stock Exchange website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above website, enter and search for either the Company name or the securities code, and then select “Basic information,” followed by “Documents for public inspection/PR information,” in order to view the information provided.

If you are not attending the meeting in person, please review the Reference Documents for the General Meeting of Shareholders contained in the matters for electronic provision and exercise your voting rights via the Internet or in writing by 5:45 p.m. on Tuesday, June 23, 2026.

- 1. Date and Time:** Wednesday, June 24, 2026 at 11:00 a.m. Japan time
(Reception is scheduled to open at 10:00 a.m.)
- 2. Place:** Bunkakaikan Hall, Owariasahi Bunkakaikan,
2410-11 Yamanouchi, Higashidaido-cho, Owariasahi-shi, Aichi, Japan
- 3. Meeting Agenda:**
Matters to be reported: 1. The Business Report and Consolidated Financial Statements for the Company's 56th Fiscal Year (April 1, 2025 - March 31, 2026), and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 56th Fiscal Year (April 1, 2025 - March 31, 2026)
- Proposals to be resolved:**
Proposal 1: Appropriation of Surplus
Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
Proposal 3: Election of One (1) Director Who Is an Audit and Supervisory Committee Member

4. Other Decisions for the Convocation of this General Meeting of Shareholders:

Voting by proxy

If you are unable to attend the General Meeting of Shareholders, one other shareholder with voting rights may attend on your behalf. However, please note that you will need to submit documentation proving their right to represent you.

5. Mailing of the Notice of Convocation:

Following an amendment to the Companies Act, a system for the electronic provision of materials for General Meetings of Shareholders (Reference Documents for the General Meeting of Shareholders, Business Report, Audit Report, Non-consolidated Financial Statements, and Consolidated Financial Statements) came into effect on September 1, 2022. As shareholders now primarily view materials for General Meetings of Shareholders on websites rather than in paper format, the Company only sends a simplified Notice of Convocation to shareholders, except to those who have requested the delivery of written documents.

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- If you are attending the meeting in person, please submit the enclosed Voting Rights Exercise Form to the reception desk at the venue.
- Only this Notice of Convocation has been sent to shareholders who did not request the delivery of written documents.
- If any revisions are made to the matters for electronic provision, the revisions will be posted on each website listed above.
- On the day of the meeting, the Company's officers and employees will be dressed in casual business attire without ties in line with the Japanese government's "Cool Biz" summer business casual initiative. We kindly request that shareholders also attend in casual attire.
- At 10:15 a.m. on the day of the meeting, a video will be shown to help shareholders better understand the Company.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company will continue to adapt to rapidly changing market conditions while striving to build a stable management foundation for the long term. As we consider the return of profits to shareholders to be an important management policy, our basic policy regarding dividends is to continue paying stable dividends while comprehensively taking into account business performance, future business development, the status of internal reserves, and other factors.

In order to demonstrate our commitment to the further enhancement of corporate value and the sustained growth of the Group, and to express our gratitude for your continued support, the Company proposes the following year-end dividend for the fiscal year under review.

Matters concerning the year-end dividend

(1) Type of dividend property

Cash

(2) Allocation of dividend property to shareholders and total amount thereof

Dividend per share of common stock of the Company: ¥12 Total: ¥363,401,376

(3) Effective date of the distribution of surplus

June 25, 2026

Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members).

The candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

| No. | Name | | | Current positions and responsibilities at the Company | Attendance at the Board of Directors meetings |
|-----|--------------------|---|--------|---|---|
| 1 | Hisashi Onishi | [Reappointment] | Male | President | 15/15 (100%) |
| 2 | Toshiharu Washizu | [Reappointment] | Male | Director and Senior Managing Executive Officer | 15/15 (100%) |
| 3 | Tadashi Mitsukuchi | [Reappointment] | Male | Director and Managing Executive Officer | 15/15 (100%) |
| 4 | Yasufumi Nakajima | [Reappointment] | Male | Director and Executive Officer in charge of management | 15/15 (100%) |
| 5 | Nao Kawaguchi | [Reappointment] | Male | Director and Executive Officer in charge of corporate planning and sustainability promotion | 15/15 (100%) |
| 6 | Akira Sakakibara | [Reappointment] | Male | Director and Executive Officer | 11/11 (100%) Note 1 |
| 7 | Shoko Arima | [Reappointment] [Outside] [Independent] | Female | Outside Director | 15/15 (100%) |

Notes: Attendance at the Board of Directors meetings shows attendance after appointment as Director of the Company.

| No. | Name (Date of birth) | Career summary, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|-----|---------------------------------------|--|--|
| 1 | Hisashi Onishi (December 19, 1962) | <p>March 1982 Joined the Company</p> <p>April 2007 Director in charge of No. 1 Sales Division</p> <p>April 2008 Director in charge of sales management</p> <p>April 2009 Managing Director in charge of Sales Division</p> <p>January 2011 Managing Director in charge of Administration Division</p> <p>January 2012 Director Representative Director and President, DDA Co., Ltd. (currently Sagami Restaurants Corporation)</p> <p>June 2013 Managing Executive Officer</p> <p>January 2014 Representative Director and Vice President, Ajino- Mingei Food Service Co., Ltd.</p> <p>January 2015 Representative Director and President, Ajino- Mingei Food Service Co., Ltd.</p> <p>March 2017 Representative Director and President, Sagami Meisters Co., Ltd. Director, VIETNAM SAGAMI JOINT STOCK COMPANY</p> <p>June 2017 Director and Managing Executive Officer</p> <p>September 2018 Director, DDA Co., Ltd.</p> <p>April 2020 Director and Senior Managing Executive Officer</p> <p>April 2021 Director and Executive Vice President Director and Chairman, Ajino-Mingei Food Service Co., Ltd. Representative Director and President, Sagami International Corporation Chief Executive Officer (CEO), SINGAPORE SAGAMI PTE. LTD.</p> <p>April 2022 Director and Chairman, Sagami Food Co., Ltd.</p> <p>April 2023 President (current)</p> | 11,100 |

| No. | Name (Date of birth) | Career summary, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|-----|--|---|--|
| 2 | Toshiharu Washizu (December 29, 1968) | <p>March 1985 Joined the Company</p> <p>January 2007 General Manager, Chukyo West Operation Department</p> <p>January 2009 General Manager, Chukyo No. 2 Operation Department</p> <p>January 2011 General Manager, Chukyo No. 2 Sales Department</p> <p>January 2012 General Manager, Administration Department</p> <p>April 2013 Director, Sagami Service Co., Ltd. (currently Sagami Management Support Co., Ltd.)</p> <p>July 2013 Executive Officer</p> <p>January 2014 General Manager, Integrated Administration Promotion Department</p> <p>June 2015 Senior Managing Director, Sagami Service Co., Ltd.</p> <p>April 2017 Representative Director and President, Sagami Management Support Co., Ltd.</p> <p>June 2017 Director and Executive Officer in charge of management</p> <p>April 2018 Director and Executive Officer in charge of sales</p> <p>September 2018 Executive Officer in charge of sales Director, DDA Co., Ltd. (currently Sagami Restaurants Corporation)</p> <p>June 2019 Director and Executive Officer in charge of sales</p> <p>April 2020 Director and Executive Officer Representative Director and President, Sagami Restaurants Corporation (current)</p> <p>April 2023 Director and Managing Executive Officer Representative Director and President, Sagami International Corporation (current) Chief Executive Officer (CEO), SINGAPORE SAGAMI PTE. LTD. (current) Director, VIETNAM SAGAMI JOINT STOCK COMPANY (current)</p> <p>April 2025 Director and Senior Managing Executive Officer (current)</p> | 4,700 |

| No. | Name (Date of birth) | Career summary, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|-----|--|--|--|
| 3 | Tadashi Mitsukuchi (February 3, 1966) | <p>April 1988 Joined the Company</p> <p>January 2012 Deputy Manager, General Affairs Section, Integrated Administration Promotion Department</p> <p>April 2014 Deputy Manager, Group Management Office, Corporate Planning Department</p> <p>April 2015 Corporate Auditor, DDA Co., Ltd. (currently Sagami Restaurants Corporation)</p> <p>April 2017 General Manager, Corporate Planning Department</p> <p>April 2017 Director and Executive Officer in charge of corporate planning, Sagami International Corporation</p> <p>June 2017 Corporate Auditor, Sagami Food Co., Ltd.</p> <p>April 2019 Representative Director and President and CEO, Sagami Food Co., Ltd. Director, Sagami Restaurants Corporation</p> <p>April 2021 Managing Director, Sagami Restaurants Corporation (current)</p> <p>April 2023 Representative Director and President, Sagami Food Co., Ltd. (current)</p> <p>June 2023 Director and Executive Officer</p> <p>April 2025 Director and Managing Executive Officer (current)</p> | 15,600 |
| 4 | Yasufumi Nakajima (January 15, 1973) | <p>April 1996 Joined the Company</p> <p>February 2010 Block Manager, Western Region Sales Department</p> <p>January 2012 Deputy Manager, Sales Planning Office, Corporate Planning Department</p> <p>April 2014 Deputy Manager, Information Strategy Office, Corporate Planning Department</p> <p>April 2017 Director and General Manager, Group Administration Department, Sagami Management Support Co., Ltd.</p> <p>April 2019 Representative Director and President, Sagami Management Support Co., Ltd. (current) Executive Officer in charge of management</p> <p>June 2020 Director, Sagami Restaurants Corporation (current)</p> <p>June 2020 Director, Kyoei Co., Ltd. (current)</p> <p>June 2023 Director and Executive Officer in charge of management (current)</p> | 5,200 |

| No. | Name (Date of birth) | Career summary, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|-----|--|--|--|
| 5 | Nao Kawaguchi (March 4, 1974) | <p>April 1997 Joined Myojo Food Service Co., Ltd. (currently Ajino-Mingei Food Service Co., Ltd.)</p> <p>May 2008 Deputy General Manager, Product Development Department, Myojo Food Service Co., Ltd.</p> <p>March 2012 General Manager, Marketing Department, Ajino-Mingei Food Service Co., Ltd.</p> <p>April 2014 General Manager, Corporate Planning Office, Ajino-Mingei Food Service Co., Ltd.</p> <p>April 2017 General Manager, No. 1 Sales Department, Ajino-Mingei Food Service Co., Ltd.</p> <p>April 2019 General Manager, Corporate Planning Department, the Company</p> <p>June 2019 Director, Sagami Management Support Co., Ltd.</p> <p>April 2020 Executive Officer in charge of corporate planning Director, Ajino-Mingei Food Service Co., Ltd. (current)</p> <p>April 2022 Director, Sagami Restaurants Corporation (current)</p> <p>April 2023 Director, SINGAPORE SAGAMI PTE. LTD. (current)</p> <p> Director, VIETNAM SAGAMI JOINT STOCK COMPANY (current)</p> <p>June 2023 Director and Executive Officer in charge of corporate planning and sustainability promotion (current)</p> | 4,200 |
| 6 | Akira Sakakibara (October 25, 1965) | <p>April 1994 Joined the Company</p> <p>February 2011 Group Manager, Sales Department, Aiso-Ya</p> <p>February 2012 Director, DDA Co., Ltd. (currently Sagami Restaurants Corporation)</p> <p>April 2015 Managing Director, Ajino-Mingei Food Service Co., Ltd.</p> <p>April 2018 Executive Officer</p> <p>April 2021 Representative Director and President, Ajino-Mingei Food Service Co., Ltd. (current)</p> <p>June 2025 Director and Executive Officer (current)</p> | 5,400 |
| 7 | Shoko Arima (August 23, 1970) | <p>April 1993 Joined The Japan Research Institute, Limited</p> <p>August 2005 Joined UFJ Institute, Ltd. (currently Mitsubishi UFJ Research and Consulting Co., Ltd.)</p> <p>July 2017 Senior Consultant, Corporate Strategy Dept., Consulting Business Division, Mitsubishi UFJ Research and Consulting Co., Ltd.</p> <p>April 2021 Senior Consultant, HR Dept. No. 4, Human Resources & Organization Business Unit, Consulting Business Division, Mitsubishi UFJ Research and Consulting Co., Ltd.</p> <p>January 2022 Manager, HR Dept. No. 4, Human Resources & Organization Business Unit, Consulting Business Division, Mitsubishi UFJ Research and Consulting Co., Ltd.</p> <p>June 2022 Director, the Company (current)</p> <p>April 2026 Chief Consultant, Human Resources & Organizational Development Center, Organization & Human Resources Consulting Business Division, JMA Consultants Inc. (current)</p> | 0 |

- Notes:
1. There are no special interests between each of the candidates and the Company.
 2. Ms. Shoko Arima is a candidate for Outside Director provided for in Article 2, paragraph 3 (vii) of the Regulations for Enforcement of the Companies Act.
 3. Reasons for nomination of each candidate for Director (excluding candidates for Outside Director)
 - i) Since assuming office as President in April 2023, Mr. Hisashi Onishi has demonstrated strong leadership, driving the Company forward while maintaining its growth momentum. When aiming to further promote Group management and improve corporate value, the Company considers that he is qualified to serve as Director and has therefore nominated him as a candidate for Director.
 - ii) Mr. Toshiharu Washizu has coped with trends of cost increases and opened new stores since he assumed office as Representative Director and President of Sagami Restaurants Corporation, the operator of our Japanese noodle restaurant brand Sagami, which recently celebrated its 50th anniversary. Given his ability to expand the store network by opening stores in unexplored areas, the Company considers that he is qualified to serve as Director and has therefore nominated him as a candidate for Director.
 - iii) Mr. Tadashi Mitsukuchi has held positions in the sales division, the administration department, the corporate planning department, production/logistics, and the procurement division. When pursuing various initiatives such as reforming the mindset of each division, improving hospitality, and developing dishes using seasonal ingredients, the Company considers that he is qualified to serve as Director and has therefore nominated him as a candidate for Director.
 - iv) After serving in the sales division at the Sagami noodle restaurant, Mr. Yasufumi Nakajima has held positions in the corporate planning department and the administration department. He possesses extensive knowledge specializing in overall management and governance. When aiming to further strengthen the financial division and governance, the Company considers that he is qualified to serve as Director and has therefore nominated him as a candidate for Director.
 - v) Mr. Nao Kawaguchi has held positions in the sales division of Ajino-Mingei and the corporate planning department. Even now, he continues to learn the skills of corporate managers firsthand as the person in charge of corporate planning, and he is proactively working on the disclosure of information regarding TCFD as the person in charge of management strategies and sustainability promotion. Therefore, the Company considers that he is qualified to serve as Director and has nominated him as a candidate for Director.
 - vi) Mr. Akira Sakakibara has held positions mainly in the sales divisions of Sagami and Ajino-Mingei, and he assumed office as Representative Director and President of Ajino-Mingei Food Service Co., Ltd. in 2021. His sales experience and expertise at Sagami and Ajino-Mingei, which are both our mainstay restaurant brands, are expected to lead to an improvement in our corporate value. Therefore, the Company considers that he is qualified to serve as Director and has nominated him as a candidate for Director.
 4. Special notes to each candidate for Outside Director are as follows:
 - (1) Reasons for appointment of the candidate for Outside Director and expected roles
 - i) Ms. Shoko Arima has been engaged in corporate consulting business for many years. To have her leverage her abundant knowledge, extensive insights, and expertise in the IT and DX fields in our general management, the Company proposes appointing her as Outside Director. The Company expects her to play roles mainly in supervising the Company's management and providing advice, using the experience stated above. The Company has

no significant business or other relationships with JMA Consultants Inc., at which she concurrently serves.

- (2) The number of years since the candidate for Outside Director assumed office as Outside Director

Ms. Shoko Arima will have served as Outside Director for four (4) years at the conclusion of this General Meeting of Shareholders.

- (3) Agreement Limiting Liability with the candidate for Outside Director

Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Shoko Arima to limit her liability for damages under Article 423, paragraph 1 of the same Act to the minimum liability amount provided for in Article 425, paragraph 1 of the same Act. If this proposal is approved and she assumes office as Outside Director, the agreement limiting liability will remain effective.

5. If Ms. Shoko Arima assumes office as Outside Director, she will be an independent officer as stipulated in the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange.
6. The Company has entered into a directors and officers liability insurance contract provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The contract covers damages that may arise due to insured Directors assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. The Company pays 90% of the insurance premiums, and the remaining 10% is paid by the insured person of the Company. Each candidate is included as an insured person under the insurance contract.

Proposal 3: Election of One (1) Director Who Is an Audit and Supervisory Committee Member

Ms. Maki Toyama, who currently serves as Director who is an Audit and Supervisory Committee Member, will resign at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Director who is an Audit and Supervisory Committee Member to fill her vacancy.

In accordance with the Company's Articles of Incorporation, the term of office of the Director who is an Audit and Supervisory Committee Member elected at this General Meeting of Shareholders will be until the expiration of the term of office of the retiring Director who is Audit and Supervisory Committee Member.

Furthermore, this proposal has been approved by the Audit and Supervisory Committee.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

| Name (Date of birth) | Career summary, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|------------------------------|---|--|
| *Emi Taki (June 10, 1969) | October 2004 Registered as attorney-at-law Joined Ozawa Law Office April 2011 Joined AI PARTNERS LAW OFFICE (current) April 2018 Chairperson, Owariasahi City Fairness Commission (current) October 2020 Member, Aichi Regional Labor Council, Aichi Labor Bureau (current) November 2021 Auditor, Fascia Holdings, Inc. | 0 |

- Notes:
1. "*" indicates a newly appointed candidate.
 2. There are no special interests between the candidate and the Company.
 3. Ms. Emi Taki is a candidate for Outside Director who is an Audit and Supervisory Committee Member provided for in Article 2, paragraph 3 (vii) of the Regulations for Enforcement of the Companies Act.
 4. Special notes to the candidate for Outside Director who is an Audit and Supervisory Committee Member are as follows:
 - (1) Reasons for appointment of the candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles
 - i) As an attorney-at-law, Ms. Emi Taki possesses advanced expertise and extensive practical experience in all aspects of corporate legal affairs, and she is expected to provide appropriate advice and supervision regarding legal compliance and internal controls. Moreover, while she does not have direct experience in company management, she has served as outside auditor of another company, and therefore possesses objective auditing experience from an independent standpoint. For the reasons stated above, the Company has determined that she is capable of appropriately performing her duties as an Outside Director who is an Audit and Supervisory Committee Member.
 5. Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with its Outside Directors to limit their liability for damages under Article 423, paragraph 1 of the same Act to the minimum liability amount provided for in Article 425, paragraph 1 of the same Act. If this proposal is approved and Ms. Emi Taki assumes office as Outside Director who is an Audit and Supervisory Committee Member, the agreement limiting liability will become effective.

6. If Ms. Emi Taki assumes office as Outside Director who is an Audit and Supervisory Committee Member, she will be an independent officer as stipulated in the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange.
7. The Company has entered into a directors and officers liability insurance contract with an insurance company. The contract covers damages that may arise due to insured officers, etc. assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. The Company pays 90% of the insurance premiums, and the remaining 10% is paid by the insured person of the Company. Each candidate is included as an insured person under the insurance contract.

(Reference)

If the proposals are approved, the expertise and experience (skills matrix) possessed by Directors of the Company will be as follows.

| Name | Director and Audit and Supervisory Committee Member | Independent Outside | Nomination and Remuneration Advisory Committee Member | Expertise and experience (skills matrix) *Of each person's skills, etc., up to four principal skills are marked. | | | | | | | | |
|--------------------|---|---------------------|---|---|--------------------------------------|-----------------------------------|-----------|------------------------|------------|--------------------------------------|-----|-------------------|
| | | | | Corporate management | Marketing and restaurant development | Production and quality management | IT and DX | Finance and accounting | Compliance | Human resources and labor management | ESG | Global operations |
| Hisashi Onishi | | | | ● | ● | ● | | | | | | ● |
| Toshiharu Washizu | | | ◎ | ● | ● | | | | | ● | | ● |
| Tadashi Mitsukuchi | | | | | ● | ● | | | ● | | ● | |
| Yasufumi Nakajima | | | | ● | | | | | ● | ● | | |
| Nao Kawaguchi | | | | | ● | | | ● | | | ● | |
| Akira Sakakibara | | | | ● | ● | ● | | | | | | |
| Shoko Arima | | ◎ | | ● | | | | ● | | | | |
| Shunichi Kamiya | ◎ | ◎ | ◎ | | | | | | | ● | ● | |
| Takako Murakami | ◎ | ◎ | ◎ | | | | | | ● | ● | | |
| Emi Taki | ◎ | ◎ | | | | | | | | ● | ● | |