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(Securities code 9260)

March 15, 2023

Start date of measures for electronic provision: March 8, 2023

To Shareholders with Voting Rights:

Yoshiro Susaki Chairman & CEO Nishimoto Co., Ltd.

(Head office) 3-2-1, Nihonbashi Muromachi, Chuo-ku, Tokyo, Japan (Registered main office) 4-1-38 Isobe-dori, Chuo-ku, Kobeshi, Hyogo Prefecture, Japan

NOTICE OF THE 76TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

You are hereby notified that the 76th Annual General Meeting of Shareholders of Nishimoto Co., Ltd. (the "Company") will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company has taken measures to electronically provide the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (Matters for Electronic Provision), and these are posted on the Company's website as "Notice of the 76th Annual General Meeting of Shareholders." Please go to the Company's website below to check this information.

The Company's website: https://www.wismettac.com/en/ir/stock/meeting.html

Matters for Electronic Provision are also posted on the website of Tokyo Stock Exchange, Inc. (TSE) Please go to the TSE website below (Listed Company Search), enter and search for either "W i s m e t t a c" (double byte character) in the "Issue name (company name)" bar or "9260" in the "Code" bar, and then select "Basic information," followed by "Documents for public inspection/PR information" in order to view the information provided.

TSE website (Listed Company Search)

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

In lieu of attending the meeting in person, you can exercise your voting rights either by electronic means (via the Internet or other means) or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights in reference to the attached Guidance on Exercising Voting Rights (pages 3 to 4 of the Japanese version).

1. Date and Time: Thursday, March 30, 2023 at 10:00 a.m. Japan time

(Reception will open at 9:00 a.m.)

2. Place: Hall at Muromachi Mitsui Hall & Conference on the third floor of Nihonbashi

Muromachi Mitsui Tower located at 3-2-1, Nihonbashi Muromachi, Chuo-ku,

Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company's 76th Fiscal Year (January 1, 2022 - December 31, 2022) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the **Consolidated Financial Statements**
 - 2. Non-consolidated Financial Statements for the Company's 76th Fiscal Year (January 1, 2022 - December 31, 2022)

Proposals to be resolved:

Proposal No. 1: Election of Five (5) Directors who are not Audit & Supervisory Committee

Members

Proposal No. 2: Election of One (1) Director who is an Audit & Supervisory Committee Member

4. Matters to be determined upon convocation:

Please refer to the attached Guidance on Exercising Voting Rights (available in Japanese only).

<Notes to Shareholders>

• When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception.

- Of the Matters for Electronic Provision, the "Notes to Consolidated Financial Statements" and "Notes to Non-consolidated Financial Statements" are not provided in the documents sent to shareholders who have requested a paper copy, in accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation. Accordingly, the documents sent to shareholders who have requested a paper copy form a part of those that were audited by the Audit & Supervisory Committee and the Accounting Auditor in preparing their audit reports.
- Should the Matters for Electronic Provision require revisions, the revised content will be posted on the abovementioned Company's website and on the TSE website.
- A part of the content of the meeting will be posted on the abovementioned Company's website at a later date.

<Request for Your Cooperation in Taking Measures to Prevent the Spread of COVID-19>

- If you are attending the meeting in person, please check your health condition and cooperate with measures to prevent the spread of COVID-19, including having your body temperature checked, and applying alcohol-based sanitizers at the reception. In addition, we recommend wearing a mask at the venue.
- Please note that a shareholder who has a fever or otherwise appears unwell or is uncooperative in taking measures to prevent the spread of COVID-19 may not be admitted to the venue.
- Administrative staff at the meeting will check their health conditions in advance and wear masks in the meeting.
- The measures described above are subject to change, depending on the status of the spread of COVID-19 and announcements made by the government or other relevant organizations during the period leading up to the meeting. If any operational changes are made, announcements will be posted on the abovementioned Company's website. Therefore, please check the website before attending the meeting in person.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Election of Five (5) Directors who are not Audit & Supervisory Committee Members

The terms of office of all four (4) Directors who are not Audit & Supervisory Committee Members will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, in order to further strengthen management supervisory functions, we hereby request that the number of Outside Directors who are not Audit & Supervisory Committee Members be increased by one (1), and propose the election of five (5) Directors who are not Audit & Supervisory Committee Members.

There were no objections with respect to this Proposal as a result of deliberation in the Audit & Supervisory Committee.

The candidates for Directors who are not Audit & Supervisory Committee Members are as follows:

No.	Name	Career summary, positions, responsibilities and significant concurrent positions					
140.	(Date of birth)						
		September 1980	Joined Morgan Bank, N.A., Tokyo Branch				
		September 1988	Director, the Company				
		May 1994	President				
		October 2000	Chairman, IPM Nishimoto Co., Ltd. (currently Wismettac Foods,				
	Yoshiro Susaki		Inc.)				
	(January 18, 1958)	March 2012	Chairman, Nishimoto Trading Co., Ltd. (currently Wismettac Foods,				
	(**************************************		Inc.) (current position)				
	[Reappointment]	March 2017	Chairman & CEO, the Company				
	t off of	January 2019	Director, Wismettac Asian Foods, Inc. (current position)				
	Number of shares of	-	Director, Wismettac Asian Foods, Inc. (Canada) (current position)				
	the Company held	March 2020	Chairman & President CEO, the Company				
1	2,910,000	January 2023	Chairman & CEO, the Company (current position)				
		[Significant concurrent positions]					
		Chairman, Wismettac Foods, Inc.					
		Director, Wismettac Asian Foods, Inc. Director, Wismettac Asian Foods, Inc. (Canada)					
	[Reason for nominati	[Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee Member]					

[Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee Member] Mr. Yoshiro Susaki was appointed Director of the Company in 1988 and has led the management of the Group and its business expansion as Representative Director from 1994 to the present, and is fulfilling his duties and responsibilities properly in overall management. He is expected to make contributions to enhancing the Group's corporate value by capitalizing on his many years of experience and insight in managing the Group to date. Therefore, the Company requests his reelection as a Director who is not an Audit & Supervisory Committee Member.

No.	Name	Career summary, positions, responsibilities and significant concurrent positions						
110.	(Date of birth)							
		April 1985	Joined The Nippon Credit Bank, Ltd. (currently Aozora Bank,					
			Ltd.)					
		November 2011	Director, Nishimoto Trading Co., Ltd. (currently Wismettac Foods,					
			Inc.)					
		April 2016	Executive Officer & Deputy General Manager, Group Administration Headquarters, the Company					
		May 2017	Director & Officer, Vice President, Wismettac Asian Foods, Inc.					
		February 2018	Officer, Vice President, Wismettac Asian Foods, Inc.					
		March 2019	Director (Audit & Supervisory Committee Member), the Company Corporate Auditor, Wismettac Foods, Inc.					
		March 2020	Director, the Company					
			Director, Wismettac Asian Foods, Inc.					
			Director, NTC Wismettac Europe B.V. (current position)					
			Director, Wismettac Harro Foods Limited (current position)					
	V:: C		Director, NTC Wismettac Singapore Pte. Ltd. (current position)					
	Yuji Sasa (October 11, 1962) [Reappointment] Number of shares of the Company held 1,800		Director, Wismettac Nippon Foods Co, Ltd. (current position)					
		3.6 0000	Director, NTC Wismettac Australia Pty Ltd. (current position)					
		May 2020	Director, SSP Konsumgüter TRADE & CONSULT GmbH (current position)					
		July 2020	Director, COMPTOIRS DES 3 CAPS (current position)					
		April 2021	Director & CFO, the Company					
		April 2022	Director, Managing Executive Officer, CFO					
		January 2023	President, Director, Managing Executive Officer, COO, CFO (current position)					
2			Director & President, Wismettac Asian Foods, Inc. (current position)					
			Director, Wismettac EMEA Holdings Limited (current position)					
		[Significant concurrent positions]						
		Director & President, Wismettac Asian Foods, Inc.						
		Director, Wismettac EMEA Holdings Limited						
		Director, NTC Wismettac Europe B.V.						
			tac Harro Foods Limited					
			nsumgüter TRADE & CONSULT GmbH					
		Director, COMPTOIRS DES 3 CAPS						
		Director, NTC Wismettac Singapore Pte. Ltd.						
		Director, Wismettac Nippon Foods Co, Ltd.						
		Director, NTC Wismettac Australia Pty Ltd.						

[Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee Member] Mr. Yuji Sasa joined the Group in November 2011, and engaged mainly in administrative divisions as Executive Officer and Director at the Company and its Group companies. Since March 2019, he had been in charge of duties as a Director who is an Audit & Supervisory Committee Member such as the supervision and audit of business execution. Since March 2020, he has overseen the overall administrative divisions of the Group as a whole as a Director who is not an Audit & Supervisory Committee Member, and since January 2023, he has executed the overall business strategy of the Group as President, Managing Executive Officer, COO, CFO, and is fulfilling his duties and responsibilities properly. Based on his experience and achievements, he is expected to make contributions to further enhancing the Group's corporate value. Therefore, the Company requests his reelection as a Director who is not an Audit & Supervisory Committee Member.

No.	Name	Career summary, positions, responsibilities and significant concurrent positions				
110.	(Date of birth)					
3	Hiroyuki Shinkai (July 1, 1964) [New appointment] Number of shares of the Company held 2,605	Director, Wismet	Joined Tomen Corporation (currently Toyota Tsusho Corporation) Joined Andersen Consulting (currently Accenture) Joined the Company Director & General Manager of Administration Headquarters, Nishimoto Trading Co., Ltd. (currently Wismettac Asian Foods, Inc.) Joined CEF Co. Ltd. Joined Takara Shuzo Co., Ltd. General Manager, Overseas Management Department Director & Vice President, Takara Europe Holdings B.V. Rejoined the Company Chief of Staff, The Chairman's Office, the Company Executive Officer, Chief of Staff, The Chairman's Office, General Manager, Corporate Planning Department, and General Counsel, Office of General Counsel Director, Sco-Fro Group Limited (current position) Executive Officer, Chief of Staff, The Chairman's Office, and General Manager, Corporate Planning Department, the Company Director, Ban Choon Marketing Pte. Ltd. (current position) Executive Vice President, Chief of Staff, The Chairman's Office, and General Manager, Corporate Planning Department, the Company (current position) Director, Wismettac Asian Foods, Inc. (current position) urrent positions] tac Asian Foods, Inc. tac EMEA Holdings Limited toon Marketing Pte. Ltd.			

[Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee Member] Mr. Hiroyuki Shinkai, since joining the Company in 2002, has overseen the administrative divisions of the Group in the North America region and contributed to the establishment of a business foundation in the region. He subsequently transferred to the food manufacturing business, and served as General Manager of the Overseas Administration Department, and Vice President of the European Regional Headquarters. Since rejoining the Company in May 2018, he has assisted the CEO and other executive officers as Chief of Staff of The Chairman's Office and General Manager of the Corporate Planning Department, and has been responsible for strategy formulation, budget compilation and the launch of new organizations, etc. from planning to execution, across the Group's business divisions and administrative divisions. In addition, since January 2023, he has been fulfilling his duties and responsibilities properly as Executive Vice President. Based on his experience and achievements, he is expected to make contributions to further enhancing the Group's corporate value. Therefore, the Company requests his election as a Director who is not an Audit & Supervisory Committee Member.

NT	Name	Career summary, positions, responsibilities					
No.	(Date of birth)	and significant concurrent positions					
		April 1984 Joined Morgan Bank, N.A., Tokyo Branch					
		January 1990	Joined Continental Bank, N.A., Tokyo Branch				
		October 1993	Joined the Company				
		October 2000	Transferred to IPM Nishimoto Co., Ltd. (currently Wismettac Foods,				
			Inc.)				
		April 2002	Director				
		March 2006	Managing Director				
		March 2009	Director & President, Shanghai IPM Co., Ltd.				
		March 2017	President, Wismettac Foods, Inc. (current position)				
		April 2017	Executive Officer, the Company				
		August 2017	Chairman & President, Shanghai IPM Co., Ltd. (current position)				
		March 2019	Director, the Company (current position)				
	Hiroshi Tsujikawa		Chairman, Wismettac Foods Shanghai Co., Ltd. (current position)				
	(February 20, 1960)	March 2020	Director, NTC Wismettac Europe B.V. (current position)				
			Director, Wismettac Harro Foods Limited (current position)				
	[Reappointment]		Director, NTC Wismettac Singapore Pte. Ltd. (current position)				
			Director, Wismettac Nippon Foods Co, Ltd. (current position)				
	Number of shares of		Director, NTC Wismettac Australia Pty Ltd. (current position)				
	the Company held	May 2020	Director, SSP Konsumgüter TRADE & CONSULT GmbH (current				
4	_		position)				
		July 2020	Director, COMPTOIRS DES 3 CAPS (current position)				
		[Significant concu					
		President, Wismer					
			dent, Shanghai IPM Co., Ltd.				
		Chairman, Wismettac Foods Shanghai Co., Ltd.					
			smettac Europe B.V.				
		Director, Wismettac Harro Foods Limited					
		Director, SSP Konsumgüter TRADE & CONSULT GmbH					
		Director, COMPTOIRS DES 3 CAPS Director, NTC Wismettac Singapore Pte. Ltd. Director, Wismettac Nippon Foods Co, Ltd. Director, NTC Wismettac Australia Pty Ltd.					
	[Passon for nominati	Director, NTC Wismettac Australia Pty Ltd. ion as candidate for Director who is not an Audit & Supervisory Committee Member]					

[Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee Member] Mr. Hiroshi Tsujikawa joined the Company in October 1993, and has engaged mainly in sales divisions. He has abundant experience and achievements in the Group's business. Furthermore, after being appointed President of Wismettac Foods, Inc., a principal Group company, in March 2017, he has contributed to expansion of the Group's business. Based on his experience and achievements, he is expected to execute significant duties in promoting the business expansion of the Group. Therefore, the Company requests his reelection as a Director who is not an Audit & Supervisory Committee Member.

Ma	Name	Career summary, positions, responsibilities						
No.	(Date of birth)	and significant concurrent positions						
	, ,	June 1979	Joined Department of Neurosurgery, Faculty of Medicine, Juntendo					
			University					
		January 1980	Studied at the National Institutes of Health, U.S.					
		August 1993	Associate Professor, Department of Neurosurgery, Faculty of					
			Medicine, Juntendo University					
		April 1995	Studied at Department of Neurosurgery, University of Florida, U.S.					
		October 2002 Professor, Department of Neurosurgery, Faculty of Medicine,						
			Juntendo University					
		April 2008	Director, Juntendo Educational Foundation (current position)					
		1	Director, Juntendo University Hospital					
		April 2011	Dean of Graduate School of Medicine, Dean of Faculty of Medicine,					
	TT A .		Juntendo University					
	Hajime Arai	April 2016	President, Juntendo University (current position)					
	(February 4, 1955)	_	Director, Association of Private Medical Schools (current position)					
	[New appointment]	May 2016	Director, Saitama Prefecture Saiseikai, Saiseikai Branch, Social					
			Welfare Organization Saiseikai Imperial Gift Foundation, Inc.					
	[Outside Director]		(current position)					
	[Independent Director] Number of shares of the Company held —		President, Association of Japan Medical Colleges					
		October 2017	Executive President, The Japan Neurological Society					
		April 2020	Emeritus Professor, Juntendo University (current position)					
5			Director, HAYASHI HOSPITAL (current position)					
3		March 2021	Vice President, Lifelong Health and Wellness Association (current					
			position)					
		May 2022	Auditor, Association of Japan Medical Colleges (current position)					
		[Significant concurrent positions]						
		President, Juntendo University						
		Emeritus Professor, Juntendo University						
		Director, Juntendo Educational Foundation						
		Director, Association of Private Medical Schools						
		Director, Saitama Prefecture Saiseikai, Saiseikai Branch, Social Welfare Organization						
		Saiseikai Imperial Gift Foundation, Inc.						
		Director, HAYASHI HOSPITAL						
		Vice President, Lifelong Health and Wellness Association						
	<u> </u>	Auditor, Association of Japan Medical Colleges						
	[Reason for nomination as candidate for Outside Director who is not an Audit & Supervisory Committee							

[Reason for nomination as candidate for Outside Director who is not an Audit & Supervisory Committee Member and expected roles]

Mr. Hajime Arai has abundant experience and wide-ranging insight as a doctor and university professor, and is currently engaged in university management as President of Juntendo University. From a medical perspective, we expect that he will provide the Company with useful advice as well as suggestions and judgements from diverse perspectives and an independent standpoint for our business to realize the wellbeing of people throughout the world through food. Based on the above, although he has never been involved in corporate management, the Company requests his election as an Outside Director who is not an Audit & Supervisory Committee Member.

(Notes)

- 1. There are no special interests between the candidates and the Company.
- 2. Mr. Yoshiro Susaki qualifies as "parent company, etc." under Article 2, item (iv)-2 of the Companies Act. He serves as Managing Director of Tatsumi Sangyo Co., Ltd., which is his subsidiary company, etc.
- 3. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, under which the directors, corporate auditors, executive officers, and managerial employees of the Company and all of the Company's subsidiaries (subsidiaries as defined under the Companies Act), including each of the candidates for reappointment, are insured. The Company is responsible for the full amount of the premium for said insurance. The contract shall cover any loss or damage (e.g., defense costs, compensation for damages, and settlement money) that the insured may incur due to a claim for damages (including shareholder's derivative suits) arising from an act (including an omission) committed by the insured in his or her capacity. If the candidates are elected and assume the office of Directors who are not Audit & Supervisory Committee Members, the Company will continue to insure them under the said insurance contract. As the term of the contract will expire during their terms of office, the Company intends to enter

- into an equivalent directors and officers liability insurance contract that continues to cover the candidates, etc. as insured persons.
- 4. Mr. Hajime Arai is a candidate for Outside Director. If he is elected as Director and assumes the office of Outside Director, the Company intends to register him as an Independent Director as prescribed by the Tokyo Stock Exchange.
- 5. If Mr. Hajime Arai is elected as Director, the Company intends to enter into an agreement with him to limit his liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the said Act. The maximum amount of liability for damages pursuant to the agreement will be the minimum amount stipulated by laws and regulations.

Proposal No. 2: Election of One (1) Director who is an Audit & Supervisory Committee Member

Mr. Atsuhiko Kimura, a Director who is an Audit & Supervisory Committee Member, will resign at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, we hereby propose the election of one (1) Director who is an Audit & Supervisory Committee Member as a substitute.

The term of office of the Director who is an Audit & Supervisory Committee Member elected at this Annual General Meeting of Shareholders shall be until the expiration of the term of office of the retired Director who is an Audit & Supervisory Committee Member, as stipulated in the Articles of Incorporation of the Company.

The consent of the Audit & Supervisory Committee was obtained with respect to this Proposal.

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

Name	Career summary, positions, responsibilities				
(Date of birth)	and significant concurrent positions				
	April 1990 Joined the Company				
	February 1992	Seconded to Nishimoto Trading Co., Ltd. (currently Wismettac Asian			
		Foods, Inc.)			
	August 2003	Regional Director & Los Angeles Branch Manager			
T1:1: N:-1:1	July 2004	Regional Director & New Jersey Branch Manager			
Toshiyuki Nishikawa	March 2006	Director, Sales Management			
(November 14, 1966)	February 2009	Officer, Vice President of Administration, Corporate Secretary			
[Navy annaintmant]	December 2010	Director & Officer, Vice President of Administration, Corporate			
[New appointment]		Secretary			
Number of shares of	July 2014	Director, Wismettac Asian Foods, Inc. (Canada) (current position)			
the Company held	April 2017	Director & Officer, Senior Vice President of Administration,			
		Corporate Secretary, Wismettac Asian Foods, Inc.			
	January 2023	Director & Officer, Senior Vice President (current position)			
	[Significant concurrent positions]				
	Director & Officer, Senior Vice President, Wismettac Asian Foods, Inc.				
	Director, Wismettac Asian Foods, Inc. (Canada)				
	Corporate Auditor, Wismettac Foods, Inc. (scheduled to assume office in March 2023)				

[Reason for nomination as candidate for Director who is an Audit & Supervisory Committee Member]
Mr. Toshiyuki Nishikawa joined the Group in April 1990 and has since been engaged mainly in the Asian Food
Global Business in the North America region, which is one of the Group's primary businesses, and since 2009,
has overseen the overall administrative divisions in the North America region. Based on his abundant experience
in the Group's business, he is expected to fulfill his duties in the audit and supervision of business execution as a
Director who is an Audit & Supervisory Committee Member. Therefore, the Company requests his election as a
Director who is an Audit & Supervisory Committee Member.

(Notes)

- 1. There are no special interests between the candidate and the Company.
- 2. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, under which the directors, corporate auditors, executive officers, and managerial employees of the Company and all of the Company's subsidiaries (subsidiaries as defined under the Companies Act) are insured. The Company is responsible for the full amount of the premium for said insurance. The contract shall cover any loss or damage (e.g., defense costs, compensation for damages, and settlement money) that the insured may incur due to a claim for damages (including shareholder's derivative suits) arising from an act (including an omission) committed by the insured in his or her capacity. If the candidate assumes the office of Director who is an Audit & Supervisory Committee Member, the Company will insure him under the said insurance contract. As the term of the contract will expire during his term of office, the Company intends to enter into an equivalent directors and officers liability insurance contract that continues to cover the candidate, etc. as an insured person.

Reference: Skills Matrix of Directors (if each candidate for Director is elected at this year's Annual General Meeting of Shareholders)

The Fields of Knowledge and Expertise the Company Particularly Expects of Each Director (Up to 3)								
Name	Vision (Vision/strategy for long-term corporate soundness and growth)		Execution (Execution of strategy)			Risk Management (Appropriate risk management)		
	Mission Strategy planning	ESG SDGs	Global management	Organization & HR	DX	Finance & accounting	Legal affairs & IP	Compliance & food safety
Yoshiro Susaki	•		•		•			
Yuji Sasa				•		•		•
Hiroyuki Shinkai	•				•	•		
Hiroshi Tsujikawa			•	•				•
Hajime Arai		•					•	•
Toshiyuki Nishikawa		•	•					•
Kimikazu Nomi	•			•			•	
Yukiko Omura		•	•			•		