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(Securities Code: 8919)
June 8, 2020

To our shareholders:

Katsutoshi Arai,
President and CEO
KATITAS Co., Ltd.
4-2 Mihara-cho, Kiryu-shi, Gunma

Notice of the 42nd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 42nd Ordinary General Meeting of Shareholders of KATITAS Co., Ltd. (the "Company"), which will be held as described below.
The Japanese government and prefectural governments have strongly urged people to stay at home to prevent the new coronavirus from spreading. After carefully considering this situation, we decided to go ahead and hold this General Meeting of Shareholders subject to the implementation of appropriate preventive measures.
In view of the pleas to stay home and the need to prevent spread of the infection, we ask our shareholders to exercise their voting rights in writing prior to the date of the meeting and refrain from attending this General Meeting of Shareholders, regardless of their physical condition.
To exercise your voting rights in writing, please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed voting rights exercise form, and return it so that it arrives by no later than 6:00 p.m. on Monday, June 22, 2020, Japan Standard Time.

1. **Date and Time**: Tuesday, June 23, 2020, at 10:00 a.m. (JST)
2. **Place:** Banquet Hall 8A, 8F TKP Ichigaya Conference Centre
   TKP Ichigaya Building, 8, Ichigaya Hachiman-cho, Shinjuku-ku, Tokyo
   (Please note that the venue for this Ordinary General Meeting of Shareholders is different from last year. Please refer to the map at the end of this notice and ensure that you attend the correct venue.)
3. **Purpose of the Meeting:**

Matters to be reported:

1. The Business Report, the Consolidated Financial Statements and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Board, for the 42nd fiscal year (from April 1, 2019 to March 31, 2020)
2. The Non-consolidated Financial Statements for the 42nd fiscal year (from April 1, 2019 to March 31, 2020)

Matters to be resolved:

Proposal No. 1: Election of Eight Directors

Proposal No. 2: Election of Two Substitute Audit and Supervisory Board Members

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Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Election of Eight Directors

The terms of office of all nine currently serving Directors will expire at the conclusion of this General Meeting of Shareholders.
In that regard, the Company proposes the election of eight Directors, decreasing the number of Directors by one following a review of the management structure.
The candidates for Director are as follows:

(Values provided for number of shares are current as of March 31, 2020)

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Katsutoshi Arai (December 2, 1968)	Apr. 1993 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.) Sept. 1997 Secretary for the office of Motohisa Furukawa, a member of the House of Representatives, Japan Feb. 1999 Joined Bain & Company Japan, Inc. Aug. 2004 Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.) June 2012 Joined Yasuragi Co., Ltd. (currently KATITAS CO., LTD) President and CEO (current position) Mar. 2016 Representative Director and Chairman, REPRICE Co., Ltd. Mar. 2017 Representative Director and President, REPRICE Co., Ltd. (current position)	262,560 shares
2	Shinichi Onizawa (September 8, 1959)	Sept. 1979 Joined SERAMI Ltd. Apr. 1983 Established the Japanese candy store, Ah-Chan Sept. 2000 Joined Daito Trust Construction Co., Ltd. June 2001 Joined Yasuragi Co., Ltd. (currently KATITAS CO., LTD) Jan. 2007 General Manager of Sales Planning Department 2 Sept. 2009 Director, General Manager of Sales Headquarters July 2010 Director, General Manager of Sales Headquarters 1 Jan. 2011 Director, General Manager of Sales Promotion Headquarters and General Manager of Sales Department 1 Apr. 2012 Director, General Manager of Sales Headquarters Apr. 2017 Director, General Manager of Sales Headquarters and General Manager of Urban Sales Department Apr. 2019 Director, General Manager of Sales Headquarters (current position)	130,020 shares

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Kazuhito Yokota (October 29, 1967)	Apr. 1988 Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.) Oct. 2006 Representative Director and Vice President, CAREER DESIGN CENTER CO., LTD. Aug. 2012 Joined Yasuragi Co., Ltd. (currently KATITAS CO., LTD) General Manager of Administration Headquarters Mar. 2016 Director, REPRICE Co., Ltd. (current position) June 2017 Director, General Manager of Administration Headquarters and General Manager of General Affairs Department, the Company (current position) Apr. 2020 Director, General Manager of Administration Headquarters and General Manager of General Affairs Department, the Company (current position)	115,020 shares
4	Harutoshi Oe (August 31, 1968)	Apr. 1992 Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.) Jan. 2013 Joined Yasuragi Co., Ltd. (currently KATITAS CO., LTD) General Manager of Marketing Office Apr. 2019 General Manager of Marketing Office and General Manager of New Business Development Office, the Company June 2019 Director, General Manager of Marketing Office and General Manager of New Business Development office, the Company Apr. 2020 Director, General Manager of Marketing Office, General Manager of New Business Development office, and New Construction Project General Manager (current position)	80,120 shares
5	Takayuki Ushijima (January 30, 1984)	Apr. 2008 Joined Y-CUBE Co., Ltd. May 2009 Joined LIKE Co., Ltd. (currently REPRICE Co., Ltd.) Aug. 2014 Director, General Manager of Sales Department Apr. 2017 Director, Vice President and General Manager of Sales Planning Department June 2017 Director, the Company (current position) Apr. 2019 Director, Vice President and General Manager of Sales Department, REPRICE Co., Ltd. (current position)	39,100 shares

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company			Number of the Company's shares owned
6	Toshiyuki Shirai (December 21, 1955)	Apr.	1979	Joined NITORI Co., Ltd. (currently Nitori Holdings Co., Ltd.)	– shares
		May	2001	Director	
		May	2010	Director and Senior Managing Executive Officer	
		May	2012	Director, NITORI USA, Inc.	
		May	2014	Representative Director and Vice-President, Nitori Holdings Co., Ltd.	
				Representative Director and Chief Executive Officer, NITORI Co., Ltd. (current position)	
				Representative Director and Chief Executive Officer, NITORI Facility Co., Ltd. (current position)	
		May	2015	Representative Director and Chairman, Home Logistics Co., Ltd. (current position)	
		Feb.	2016	Representative Director and Chief Executive Officer, Nitori Holdings Co., Ltd. (current position)	
		Mar.	2017	Chairperson, NITORI (CHINA) HOLDING Co., Ltd. (current position)	
				Representative Director and Chairman, HOME・DECO CO.,LTD. (current position)	
		Apr.	2017	Chairperson, NITORI (TAICANG) TRADING & LOGISTICS CO., Ltd. (current position)	
		May	2017	Outside Director, the Company (current position)	
		Mar.	2020	Director, NITORI PUBLIC, Co., Ltd. (current position)	

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Seiichi Kumagai (February 4, 1952)	Apr. 1974 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation) Jan. 1995 Joined Japan Management Consultants Association Apr. 2001 Director-General, Secretariat and Director Jan. 2002 Outside Audit and Supervisory Board Member, the Company Aug. 2002 External Auditor, Ascot Corp. Apr. 2006 Senior Managing Director, Japan Management Consultants Association Councilor, General Foundation of Yume-Challenge (current position) July 2006 Audit and Supervisory Board Member, Yutori Servicer Co., Ltd. Apr. 2010 Outside Director, the Company (current position) Apr. 2013 Head of Management Institute, Japan Management Consultants Association Apr. 2013 Outside Director, Oginoya Co., Ltd. (current position) Mar. 2017 Outside Director, Helix Japan Corporation (current position) Dec. 2017 Corporate Advisor, ASCOT Corp. Apr. 2018 Outside Director, Vesper Corporation (current position) Oct. 2018 Outside Director, Sakura Management, Inc. (current position) Nov. 2018 Representative Director and President, NPC, INC. (current position) Aug. 2019 Outside Audit and Supervisory Board Member, Initias Co., Ltd. (current position)	– shares
9	Hideaki Tsukuda (January 20, 1964)	Apr. 1986 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.) Jan. 1999 Joined McLagan Partners Asia, Inc. Aug. 2000 Joined Egon Zehnder Co., Ltd. Jan. 2006 Partner Nov. 2010 Representative Director and President Jan. 2015 Member of Global Management Committee Sept. 2018 Executive Managing Director and Chief Operating Officer (part-time), Japan Investment Corporation Nov. 2018 Representative Director and President, Board Advisors Japan, Inc. (current position) Jun. 2019 Outside Director, the Company (current position)	– shares

Notes:

1. The Company and Nitori Holdings Co., Ltd., to which Toshiyuki Shirai belongs, have entered into a capital (holding 34.0% of the Company's total number of issued shares (34.8% held on a proportion of voting rights basis)) and business alliance agreement, and Nitori Holdings Co., Ltd. is thus a specified associated company of the Company. There is no special interest between any other candidates and the Company.
2. Toshiyuki Shirai, Seiichi Kumagai and Hideaki Tsukuda are the candidates for Outside Director.
3. Reasons for nomination as candidates for Director
   i) The Company requests the election of Katsutoshi Arai as Director because he leads the Group's management as the Company's President and CEO, and fulfills appropriate roles to contribute to improving the Company's corporate value such as making decisions on important management matters and supervising business execution, and the Company expects him to make further contributions in the future. His tenure as Director of the Company will have been eight years at the conclusion of this meeting.
   ii) The Company requests the election of Shinichi Onizawa as Director because he fulfills appropriate roles as the Director in charge of the Company's sales headquarters to contribute to improving the Company's corporate

value such as making decisions on important management matters and supervising business execution, and the Company expects him to make further contributions in the future. His tenure as Director of the Company will have been ten years and nine months at the conclusion of this meeting.

iii) The Company requests the election of Kazuhito Yokota as Director because he fulfills appropriate roles as the Director in charge of the Company's administration headquarters to contribute to improving the Company's corporate value such as making decisions on important management matters and supervising business execution, and the Company expects him to make further contributions in the future. His tenure as Director of the Company will have been three years at the conclusion of this meeting.

iv) The Company requests the election of Harutoshi Oe as Director because he properly performs his role as Director of the Company's marketing operations, helping enhance the Company's corporate value by driving areas such as advertising and product strategy and focusing on new business development and the Company expects him to make further contributions in the future. His tenure as Director of the Company will have been one year at the conclusion of this meeting.

v) The Company requests the election of Takayuki Ushijima as Director because he leads REPRICE Co., Ltd., a Group company, as its Vice President, and fulfills appropriate roles as Director of the Company to contribute to improving the Company's corporate value such as making decisions on important management matters, and the Company expects him to make further contributions in the future. His tenure as Director of the Company will have been three years at the conclusion of this meeting.

vi) The Company requests the election of Toshiyuki Shirai as Outside Director in order for him to improve the management of the Company using the abundant knowledge and experience related to management that he has cultivated up to now as President and Representative Director of Nitori Holdings Co., Ltd. His tenure as Outside Director of the Company will have been three years and one month at the conclusion of this meeting.

vii) The Company requests the election of Seiichi Kumagai as Outside Director in order for him to improve the management of the Company using the abundant knowledge and experience related to general management that he has as Representative Director and President of NPC, INC. His tenure as Outside Director of the Company will have been ten years and two months at the conclusion of this meeting.

viii) Hideaki Tsukuda has a background at The Sanwa Bank, Limited (now part of MUFG Bank, Ltd.), and the Company requests his election as Outside Director in order for him to improve the management of the Company using the abundant knowledge and experience related to management and finance that he has cultivated up to now as Representative Director and President of Board Advisors Japan, Inc. His tenure as Outside Director of the Company will have been one year at the conclusion of this meeting.

4. Toshiyuki Shirai has received remuneration, etc. as an officer in the past two years from Nitori Holdings Co., Ltd., which is a specified associated company of the Company, and is going to continue receiving this remuneration, etc. in the future.
5. The Company has designated Seiichi Kumagai and Hideaki Tsukuda as Independent Directors pursuant to the stipulations of the Tokyo Stock Exchange, and has registered them as such with the exchange. If the reelection of Seiichi Kumagai and Hideaki Tsukuda are approved, the Company intends to continue to designate them as Independent Directors.
6. The Company has entered into limited liability agreements with Toshiyuki Shirai, Seiichi Kumagai and Hideaki Tsukuda, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit their liability as provided for in Article 423, Paragraph 1 of the same. The maximum amount of liability based on this agreement shall be the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, and if the reelection of Toshiyuki Shirai, Seiichi Kumagai and Hideaki Tsukuda is approved, the Company plans to renew the aforementioned agreement with each of them.

Proposal No. 2: Election of Two Substitute Audit and Supervisory Board Members

In order to prepare for cases where there is a shortfall in the number of Audit and Supervisory Board Members stipulated in laws and regulations, the Company proposes the election of two Substitute Audit and Supervisory Board Members in advance.
Please note that the election of candidate Noriyuki Nakanishi is proposed as a substitute for the incumbent Full-time Audit and Supervisory Board Member Toshiki Hayase, and the election of candidate Hisatoshi Seto is proposed as a substitute for Outside Audit and Supervisory Board Members.
In addition, the consent of the Audit and Supervisory Board has been obtained in regard to this proposal.
The candidates for Substitute Audit and Supervisory Board Member are as follows:

(Values provided for number of shares are current as of March 31, 2020)

No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Noriyuki Nakanishi (December 7, 1964)	Apr. 1991 Joined Kyodo Oil Co. (currently JXTG Nippon Oil & Energy Corporation) June 1999 Joined Waseda Co., Ltd. Mar. 2003 Joined Benex Co., Ltd. Sept. 2008 Joined Yasuragi Co., Ltd. (currently KATITAS CO., LTD) June 2010 Chief of General Affairs and HR Section, General Affairs Department June 2011 General Manager of General Affairs Department Nov. 2011 General Manager of Administrative Department (current position)	5,400 shares
2	Hisatoshi Fujito (September 30, 1968)	Apr. 1993 Joined National Police Agency Apr. 2005 Joined Legal Training and Research Institute of Japan, Supreme Court of Japan Oct. 2006 Registered as an attorney-at-law Mar. 2014 Outside Audit and Supervisory Board Member, Kozosushi Co., LTD. Apr. 2015 Outside Audit and Supervisory Board Member, Partner Agent Inc. (current position) Apr. 2016 Established Haruki Keiei Law Office Feb. 2018 Established Utsunomiya Shimizu & Haruki Law Offices Jan. 2019 Outside Director, NEO CAREER CO., LTD. (current position) Jan. 2020 Partner, Hibiya Ave. Law Offices (current position)	– shares

Notes:
1. There is no special interest between Noriyuki Nakanishi and the Company and Hisatoshi Fujito and the Company.
2. Hisatoshi Fujito is a candidate for Substitute Outside Audit and Supervisory Board Member.
3. Reasons for nomination as candidates for Substitute Audit and Supervisory Board Member
   i) The reason for nominating Noriyuki Nakanishi as a candidate for Substitute Full-time Audit and Supervisory Board Member is because the Company expects his abundant experience and broad insight in the administration field such as general affairs and legal affairs to be reflected in the corporate governance system of the Company. Based on the aforementioned reasons, the Company has judged that he will be able to appropriately execute his duties as Audit and Supervisory Board Member.
   ii) The reason for nominating Hisatoshi Fujito as a candidate for Substitute Outside Audit and Supervisory Board Member is because the Company expects his specialist knowledge and experience as a qualified attorney-at-law related to corporate legal affairs to be reflected in the corporate governance system of the Company. Even though he does not have experience of participating directly in corporate management, based on the aforementioned reasons, the Company has judged that he will be able to appropriately execute his duties as Outside Audit and Supervisory Board Member.
4. If Hisatoshi Fujito are appointed as Substitute Audit and Supervisory Board Members, the Company plans to pay him reasonable compensation
5. If Noriyuki Nakanishi and Hisatoshi Fujito are appointed as Audit and Supervisory Board Members, the Company intends to enter into limited liability agreements with them to limit their liability to the minimum amount stipulated to Article 425, Paragraph 1 of the Companies Act.