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## The Matters for electronic provision at the convocation of the 46th Annual General Meeting of Shareholders

- Business Report
  - “Status of employees”
  - “Status of the principal lenders”
  - “Status of the company officers (Matters on outside directors)”
  - “Status of the accounting auditor”
  - “System to ensure the appropriateness of business activities”
  - “Outline of the operating status of the system”
  - “Basic policy on control of the company”
- Consolidated financial statements
  - “Notes on consolidated financial statements”
- Non-consolidated financial statements
  - “Notes on non-consolidated financial statements”

The 46<sup>th</sup> Term

(From April 1, 2023 to March 31, 2024)

KAPPA-CREATE CO., LTD.

The above items are omitted from the documents (written statements of the matters for electronic provision) delivered to shareholders who have requested the delivery of documents in accordance with the provisions of laws and regulations and the company's Articles of Incorporation.

## 1 . Status of the corporate group

### (1) Status of employees (as of March 31, 2024)

#### ① Status on employees of the corporate group

Number of employees	Increase/decrease comparing to the end of the previous fiscal year
784 persons	14 persons decreased

(Note) The average number of part-time and temporary staff during the period was 5,693 (calculated as 8 hours per person per day), and this is not included in the number of employees listed above.

#### ② Status on employees of the company

Number of employees	Average age	Average length of employment
661 persons	39.2 years old	14.0 years

(Note) The number of seconded, commissioned employees, part-time and temporary staff is not included in the number of employees listed above.

### (2) Status of the principal lenders (as of March 31, 2024)

Lenders	Amount borrowed
Sumitomo Mitsui Bank, Ltd.	3,620 Million yen
Mizuho Bank, Ltd.	3,250 Million yen

### (3) Other important matters on principal corporate group

Not applicable.

## 2 . Status of the company

### (1) Status of the company officers (Matters on outside directors)

- ① Status of concurrent positions with other corporations, etc. and relationship between the company and said other corporations, etc.
- Director (Audit and Supervisory Committee Member) Asako Saimon is the Representative Director and President of Classe de Classe Inc. and an outside director of ATOM CORPORATION. ATOM CORPORATION is a business entity with which the Company has a specific relationship. There is no special relationship between the Company and the entity in which the Director holds a concurrent position.
  - Director (Audit and Supervisory Committee Member) Hiroyuki Kawai is the head of Kawai Certified Public Accountant and Tax Accountant Office, an outside director of OOTOYA Holdings Co., Ltd, and an auditor of H-ONE CO., LTD. OOTOYA Holdings Co., Ltd, is a business entity with specific relationships with the Company. There is no special relationship between the Company and the entity in which he holds a concurrent position.
  - Director (Audit and Supervisory Committee Member) Takuya Komoto is an Audit & Supervisory Board Member of ASAHI BREWERIES, LTD. The Company purchases beer from ASAHI BREWERIES, LTD.

### ② Main activities during the current fiscal year

	Attendance, speaking situation, and summary of duties performed regarding the role expected of outside directors
Director (Audit and Supervisory Committee Member) Asako Saimon	As a director who is an audit and supervisory committee member, she attended 13 out of 14 board of directors meetings and 11 out of 12 audit and supervisory committee meetings held during the fiscal year. Utilizing her wealth of experience and achievements in corporate management, she provided supervision and advice from a specialist perspective, particularly in the field of marketing, and made statements from an objective and neutral standpoint to ensure the appropriateness and suitability of decision-making.
Director (Audit and Supervisory Committee Member) Hiroyuki Kawai	As a director who is an audit and supervisory committee member, he attended 14 out of 14 board of directors meetings and 11 out of 12 audit and supervisory committee meetings held during the fiscal year. Utilizing his extensive experience and achievements in accounting audits and management guidance as a certified public accountant, he provided supervision and advice from a specialist perspective in the fields of finance and accounting, and he made statements from an objective and neutral standpoint to ensure the appropriateness and suitability of decision-making.

<p>Director (Audit and Supervisory Committee Member) Takuya Koumoto</p>	<p>As a director who is an audit and supervisory committee member, he attended all 10 board of directors meetings held during the fiscal year after his appointment as a director who is an audit and supervisory committee member, and all 9 audit and supervisory committee meetings held after his appointment as a director who is an audit and supervisory committee member.</p> <p>Utilizing his knowledge and expertise in the field of food and restaurant business marketing, he provided supervision and advice from a specialist perspective, particularly in the field of marketing, and made statements from an objective and neutral standpoint to ensure the appropriateness and suitability of decision-making.</p>
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- (Notes)
1. In addition to the above-mentioned board of directors meetings, there were five written resolutions that were deemed to be board of directors resolutions in accordance with the provisions of Article 370 of the Companies Act and Article 29 of the company's Articles of Incorporation.
  2. With regard to the case of violation of the Unfair Competition Prevention Law described in “1. (7) Other important matters concerning the current status of the corporate group” of the Business Report, both Ms. Asako Saimon and Mr. Hiroyuki Kawai, who have been outside directors since the time the incident occurred, were not aware of the actions of the former officers, etc. before the investigation was launched by the investigative authorities, but they have been fulfilling their duties by providing advice and recommendations from the perspective of compliance on a daily basis and, even after the incident was discovered, by demanding thorough compliance.

(2) Status of the accounting auditor

① Name      Deloitte Touche Tohmatsu LLC.

② Amount of remuneration, etc.

	Amount paid
Amount of remuneration, etc. for the accounting auditor for the current fiscal year	59 Million yen
Total amount of money and other financial benefits payable by our company and its subsidiaries	59 Million yen

- (Notes)
1. In the audit contract between our company and the accounting auditor, the amounts of audit fees for audits based on the Companies Act and audits based on the Financial Instruments and Exchange Act are not clearly separated, and in practice they cannot be separated, so the amount of remuneration, etc. for the accounting auditor for the current fiscal year is the total of these amounts.
  2. The audit and supervisory committee conducted the necessary verification to determine whether the content of the audit plan, the status of the performance of the duties of the accounting auditor, and the basis for calculating the estimated remuneration, etc., were appropriate, and then made a decision to agree on the amount of remuneration, etc., for the accounting auditor.
  3. In addition to the above in the current fiscal year, the company paid an additional 3 million yen

in remuneration to the accounting auditor, Deloitte Touche Tohmatsu LLC, for auditing in the previous fiscal year.

③ Details of non-audit services

Not applicable.

④ Policy on the dismissal or non-reappointment of the accounting auditor

If the audit and supervisory committee determines that there is a need for it, such as when there is an obstacle to the execution of the duties of the accounting auditor, it will decide the content of the proposal to be submitted to the General Meeting of Shareholders regarding the dismissal or non-reappointment of the accounting auditor.

In addition, if the audit and supervisory committee determines that the accounting auditor falls under any of the items set forth in Article 340, Paragraph 1 of the Companies Act, it shall dismiss the accounting auditor with the consent of all audit and supervisory committee members. In this case, an audit and supervisory committee member selected by the audit and supervisory committee shall report at the first General Meeting of Shareholders following the dismissal that the accounting auditor has been dismissed and the reasons for the dismissal.

⑤ Outline of the contents of limited liability agreement

The company and the accounting auditor, Deloitte Touche Tohmatsu LLC, have entered into a contract that limits liability for damages under Article 423, Paragraph 1 of the Companies Act in cases where the requirements stipulated by law are met.

The maximum amount of liability under the contract is 50 million yen or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is higher.

(3) System to ensure the appropriateness of business activities

The following is an outline of the decisions made regarding system to ensure that the execution of duties by directors complies with laws and regulations and the Articles of Incorporation, and other systems to ensure the appropriateness of business activities.

① System to ensure that the execution of duties by directors complies with laws and regulations and the Articles of Incorporation

A. In order to ensure that the execution of duties by officers and employees complies with laws and regulations and the Articles of Incorporation, and fulfills social responsibilities, we have established a compliance policy and ensure that all officers and employees are aware of it.

B. The Compliance Committee chaired by the director in charge of the Corporate Strategy Division has been established to regularly examine matters related to compliance at the company and consider countermeasures, as well as to report to the representative director and the audit and supervisory committee in a timely manner.

C. We have introduced an internal reporting system as a system to prevent violations of laws and regulations, and the Articles of Incorporation.

② System for the storage and management of information related to the execution of duties by directors

A. Documents and other information related to the execution of duties shall be properly created, stored, or disposed of in accordance with the provisions of the document management rules and personal information rules, and management shall be implemented, and the status of management shall be verified and the rules

shall be reviewed as necessary.

- B. Directors and audit and supervisory committee members can inspect these documents.
- C. The directors shall establish a department that is in charge of the timely disclosure of important information and other disclosures, and shall collect information that should be disclosed in a timely and comprehensive manner, and shall disclose it appropriately in accordance with the law.

③ Rules and other systems for managing the risk of loss

- A. The Internal Audit Office, which reports directly to the president and representative director, regularly reviews the items and methods of operational audits, checks whether there are any omissions in the items audited, and revises the auditing methods.
- B. In the event that the Internal Audit Office discovers any business practices that are in violation of laws and regulations, or the Articles of Incorporation, or that are otherwise risky, a reporting system will be established to immediately notify the Risk Management Committee and the relevant department of the details of the risk discovered and the extent of the losses it may cause.
- C. In order to facilitate the Internal Audit Office's information gathering, we will make sure that all employees are aware of the significance of the Internal Audit Office's existence, and we will instruct them to report any risks of loss to the Internal Audit Office immediately if they discover them.
- D. The Risk Management Committee, chaired by the representative director, has been established, and the committee receives regular reports from each department on the status of risks related to their operations, and considers and responds to these as appropriate.
- E. The Risk Management Committee is responsible for developing crisis management regulations and checking their implementation status.
- F. The board of directors shall identify and review risks related to business execution each year, as well as review the risk management system.

④ System to ensure that the execution of duties by directors is carried out efficiently

- A. In order to introduce an executive officer system and establish a system that allows

directors to perform their duties efficiently, based on the responsibilities, authority and decision-making rules stipulated in the internal rules, we will work to speed up the decision-making process by simplifying the decision-making process, etc., and for important matters, we will establish a management committee to make careful decisions through a system of collective deliberation.

B. The company will set out a medium-term management plan to clarify the goals to be achieved, and the directors will formulate an annual budget and medium-term plan, and report on the progress made each month at board of director meetings.

⑤ System to ensure that the execution of duties by employees complies with laws and regulations and the Articles of Incorporation

In order to ensure that employees comply with laws and regulations, and the Articles of Incorporation, the Compliance Committee has been established, and an internal reporting system based on the Whistleblower Regulations has been established as a reporting system for cases where employees discover violations of laws and regulations, and the Articles of Incorporation, etc.

⑥ System to ensure the appropriateness of business activities within the corporate group consisting of our company and its subsidiaries

A. Our company will establish, maintain and operate a group-wide management system for “System to ensure that the execution of duties by directors complies with laws and regulations and the Articles of Incorporation”, “System for the storage and management of information related to the execution of duties by directors”, “Regulations and other systems for the management of risk of loss”, “System to ensure that the execution of duties by directors is carried out efficiently”, and “System to ensure that the execution of duties by employees complies with laws and regulations and the Articles of Incorporation”.

B. The appropriateness of the business activities of our company and its subsidiaries is managed in accordance with the Affiliate Company Management Regulations. These regulations manage ① approval of business, ② submission of reports on business, and ③ maintenance of communication in management.

C. In the event that the Internal Audit Office in our company becomes aware of a risk of loss at a subsidiary etc., it will immediately report the details of the risk of loss



identified, the extent of the loss that may occur, and the impact on the company to the board of directors and the relevant department in our company.

- D. In order to prevent inappropriate transactions or accounting practices with subsidiaries, etc., the Internal Audit Office of our company will exchange sufficient information with the Internal Audit Office or equivalent department of the subsidiary, etc.

- ⑦ Matters concerning employees in cases where the audit and supervisory committee requests that employees be assigned to assist with their duties

If the audit and supervisory committee requests that employees be assigned to assist with their duties, we will assign such employees by a resolution of board of directors. The number of employees to be assigned and the qualifications required will be discussed with the audit and supervisory committee, and personnel deemed suitable will be assigned.

- ⑧ Matters concerning the independence of employees who should assist with the duties of the audit and supervisory committee from the directors

The consent of the audit and supervisory committee is required for personnel matters (recruitment, transfer, promotion, demotion, compensation, punishment, etc.) of employees who should assist the audit and supervisory committee with its duties, and the audit and supervisory committee conducts interviews and performance evaluations of the staff of employees.

- ⑨ Matters concerning to ensure the effectiveness of instructions to employees assisting the audit and supervisory committee

- A. The assistant employees shall not receive any instructions or orders other than those from the audit and supervisory committee with regard to the duties instructed by the audit and supervisory committee.
- B. The assistant employees will accompany the audit and supervisory committee members and ensure that they have the opportunity to attend board of directors meetings and other important meetings.
- C. The assistant employees will accompany the audit and supervisory committee members and participate in regular meetings to exchange opinions with president

and representative director and the accounting auditors.

⑩ Systems for reporting to the audit and supervisory committee by the company's directors and employees, and the directors and employees of subsidiaries, and other systems for reporting to the audit and supervisory committee

A. Directors and employees of the company and its subsidiaries shall make the necessary reports in response to requests from each audit and supervisory committee member in accordance with the audit and supervisory committee regulations established by the audit and supervisory committee.

B. The main items to be reported in the previous section are as follows.

- Status of activities of the department in charge of developing our internal control system
- Status of activities of corporate auditors and internal audit department of our company's subsidiaries
- Our company's important accounting policies, accounting standards, and changes to them
- Content of announcements of business results and earnings forecasts, and content of important disclosure documents
- Operation of the internal reporting system and the content of reports

⑪ System to ensure that those who report to the audit and supervisory committee are not treated disadvantageously on the ground of having made such reports

A. The audit and supervisory committee regulations shall clearly state that no person who has reported to the audit and supervisory committee shall be subject to any disadvantageous treatment by the company on the grounds of having made such reports.

B. Our company's whistleblowing regulations state that employees will not be subject to any disadvantageous treatment in their personnel evaluations or be subject to disciplinary action or other disadvantageous treatment as a result of reporting to the audit and supervisory committee or reporting to the internal reporting contact.

⑫ Matters concerning the policy for handling procedures for the prepayment or reimbursement of audit fees and other audit expenses

The company shall promptly pay expenses or liabilities that arise in the execution

of duties of audit and supervisory committee members, such as the advance payment or reimbursement of expenses that reasonably arise in the execution of duties of audit and supervisory committee members, based on the request of audit and supervisory committee members.

- ⑬ Other systems to ensure that the audit by the audit and supervisory committee is conducted effectively
- A. We will endeavor to deepen the understanding of officers and employees regarding audits by the audit and supervisory committee and to create an environment that facilitates audits by the audit and supervisory committee.
  - B. We will hold regular discussions with the representative director, and also work with the internal audit department to ensure appropriate communication and the effective execution of audit duties.

- ⑭ Basic policy and status of implementation for the elimination of antisocial forces  
We have a policy of not engaging in any interaction or transactions with antisocial forces such as organized crime groups, or with individuals or groups connected to them, and of firmly refusing any demands from them. We will cooperate with external organizations such as the police, as well as related organizations and companies, to gather information and promote the development of internal systems to eliminate antisocial forces.

(Note) The contents have been partially revised based on a resolution passed at the board of directors meeting held on March 29, 2024. The main revisions are as follows.

- ・ Due to organizational changes, the chair of the Compliance Committee was changed from the officer in charge of the Corporate Strategy Division to the general manager of the Corporate Strategy Division, effective April 1, 2024. (①System to ensure that the execution of duties by directors complies with laws and regulations and the Articles of Incorporation)

(4) Outline of the operating status of the system

- ① The results of internal audits conducted by the Internal Audit Office are regularly reported to the board of directors or at important internal meetings.
- ② We are working to raise awareness among our officers and employees by holding in-house training sessions on basic ideas such as compliance and risk management, as well as inviting lecturers from outside the company to hold seminars.
- ③ Following the indictment for violation of the Unfair Competition Prevention Act, we have implemented measures such as holding lectures on trade secrets for all officers and employees and expanding the scope of those required to sign confidentiality agreements.
- ④ The Internal Audit Office has evaluated the financial reports based on the Financial Instruments and Exchange Act, and has determined that there were no major violations during the current fiscal year and that the internal control system is being properly operated.
- ⑤ The officers and employees of our group have no relationship with antisocial forces or individuals or groups with connections to them, and we deal with them in a resolute manner.

(5) Basic policy on control of the company  
Not applicable.

# Notes on consolidated financial statements

## 1. Notes on important matters that form the basis for the preparation of consolidated financial statements

### (1) Items related to the scope of consolidation

① Number of consolidated subsidiaries      2 companies

② Name of principal subsidiaries      Japan Fresh Co., Ltd.

③ Non-consolidated subs      None.

### (2) Items related to the application of the equity method

① There are no non-consolidated subsidiaries or affiliates to which the equity method is applied.

② There are no non-consolidated subsidiaries or affiliates to which the equity method is not applied.

### (3) Items related to changes in the scope of consolidation or application of the equity method

Not applicable.

### (4) Items relating to the fiscal year, etc. of consolidated subsidiaries

The fiscal year end of consolidated subsidiaries is the same as the consolidated fiscal year.

### (5) Items related to Accounting Policies

#### ① Valuation standards and methods for important assets

##### A. Securities

##### Other securities

Other than shares, etc. without a market price      Market value method

(All valuation differences are processed using the direct capitalization method, and the cost of sales is calculated using the moving average method.)

Shares, etc. without a market price      Cost method mainly using the moving average method

##### B. Inventories

Products/raw materials      Cost method mainly using the monthly weighted average method  
(Method of reducing book value due to a decline in profitability)

Products      Cost method using the monthly average method  
(Method of reducing book value due to a decline in profitability)

Supplies      Cost method using the monthly average method  
(Method of reducing book value due to a decline in profitability)  
(However, some supplies, excluding those for stores, are valued at cost using the last purchase price method.)

#### ② Depreciation method for important depreciable assets

##### A. Property, plant and equipment (excluding lease assets)

The straight-line method is used.

The useful life and residual value are calculated using the same method as stipulated in the Corporation Tax Act.

For buildings on leased land with fixed-term business land leases, the contract period is used as the useful life.

B. Intangible assets (excluding lease assets)

The straight-line method.

In addition, software (for in-house use) is amortized using the straight-line method based on the estimated useful life within the company (5 years).

C. Lease assets

Lease assets related to finance lease transactions other than those involving a transfer of ownership

The straight-line method is used, with the lease period as the useful life and a residual value of 0 yen.

③ Accounting standards for important provisions

A. Allowance for doubtful accounts

In order to prepare for losses due to bad debts, an estimated uncollectible amount is recorded for general claims based on the historical bad debt ratio, and for specified claims such as claims with default possibility, the estimated uncollectible amount is recorded by taking into account the possibility of collection on an individual basis.

B. Provision for bonuses

In order to prepare for the payment of employee bonuses, the amount of the bonus payment expected to be incurred in the current consolidated fiscal year is recorded.

C. Provision for sales promotion expenses

In order to prepare for the expenses that may arise from the use of shareholder benefit points in the future, an amount is recorded based on the actual rate of use of shareholder benefit points, and the amount expected to arise on or after the day following the end of the consolidated fiscal year is recorded.

D. Store closing loss reserve

In order to prepare for losses that will arise as a result of the closing of stores expected to close at the end of the current consolidated fiscal year, we have recorded the amount of reasonably expected losses related to store closing.

④ Accounting standards for revenue and expenses

Our group provides services through the operation of restaurants such as Conveyor belt Sushi restaurants, sells goods to customers of restaurants, and sells delicatessen products to retailers.

The revenue from providing services is providing food based on orders from customers at restaurants, and the performance obligation is satisfied at the point when the food is provided to the customer and the consideration is received, so the revenue is recognized at that point.

The revenue from the sale of goods is the sale of goods to customers at restaurants and the sale of delicatessen products to retailers, and as the performance obligation is satisfied at the point when the goods are delivered to the customer, so the revenue is recognized at that point.

In addition, the revenue from providing services related to the operation of restaurants such as Conveyor belt Sushi is recognized at the amount after deducting the amounts of points for customer loyalty programs operated by other companies.

⑤ Other important items for the preparation of consolidated financial statements

Accounting method for deferred assets

Bond issuance costs are amortized over the bond redemption period on a straight-line basis.

## 2. Notes on accounting estimates

The following are items for which an amount was recorded in the consolidated financial statements for the current consolidated fiscal year based on accounting estimates, and which may have a significant impact on the consolidated financial statements for the following consolidated fiscal year.

In addition, the business plans of affiliated companies are based on the following assumptions and accounting estimates are made.

With regard to revenue, the classification under the Act on the Prevention of Infectious Diseases caused by the New Coronavirus has been moved to Category 5 infectious diseases, and it is expected that the normalization of the economy will accelerate further, and wage increases will progress not only for large companies but also for small and medium-sized companies, and it is assumed that there will be a shift to a demand-pull inflation environment due to increased demand, and based on the results for the fiscal year ending March 2024, it is assumed that revenue at existing stores in the conveyor belt Sushi business and revenue in the delicatessen business will exceed the previous year's results.

With regard to costs, it is expected that the cost of sales and personnel expenses will be affected by the continuing rise in the prices of raw materials and energy due to factors such as the prolonged weakness of the yen and geopolitical risks, but we will continue and evolve the changes in our business structure from the previous year, such as the active introduction of equipment to improve productivity and the improvement of food yield through the improvement of sashimi-cutting technology, and we will make use of the synergy effects of the COLOWIDE Group, and through menu development through collaboration between the business categories of the COLOWIDE Group, we will reduce raw material prices and food waste, and we will also work on SDGs activities, and we will control costs. We have made a reasonable estimate based on the business plan formulated based on the situation at the end of the reporting period.

### (1) Impairment losses on property, plant and equipment

The amount recorded on consolidated balance sheet

Property, plant and equipment	11,912 Million yen
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Other information

When assessing the recoverability of non-current asset impairment, our group groups assets based on operating stores and factories as the minimum unit that generates cash flow. Among these, the company determines whether or not to recognize impairment losses for asset groups that show signs of impairment, and if it is determined that impairment losses should be recognized, the book value is reduced to the recoverable amount and impairment losses are recorded. The impairment losses recorded in the current period are stated in "9. Notes on Impairment Losses".

Although we carefully consider the identification of impairment indicators, the recognition and measurement of impairment losses, if the initially projected earnings are not achieved due to changes in business plans or market conditions, or if there are changes to important assumptions such as future cash flows, there is a possibility that the amount of property, plant and equipment will be significantly affected in the consolidated financial statements for the following consolidated fiscal year and thereafter.



(2) Recoverability of deferred tax assets

The amount recorded on consolidated balance sheet

Deferred tax assets        571 Million yen

Other information

The recognition of deferred tax assets is estimated based on the timing and amount of taxable income expected to arise in the future based on the business plan. This estimate may be affected by future changes in uncertain economic conditions, etc., and if the timing and amount of actual taxable income differs from the estimate, there is a possibility that the amount of deferred tax assets will be significantly affected in the consolidated financial statements for the following consolidated fiscal year.

3. Notes on consolidated balance sheet

(1) Accumulated depreciation of property, plant and equipment    33,275 Million yen

(2) Contingent liability

(Litigation, etc.)

On October 21, 2022, the company was indicted along with a former officer and an employee based on the provisions of the Unfair Competition Prevention Act for suspicion of a violation of the Act by the former officer and employee in relation to trade secrets of a competitor. The former officer was found guilty on May 31, 2023, and the judgment has become final.

On February 26, 2024, the Tokyo District Court handed down a guilty verdict against the company and its employee (the company was fined 30 million yen, and the employee was fined 2 million yen), but the company and its employee are dissatisfied with this and have appealed to the Tokyo High Court. Although the future course of events may affect the company's future consolidated business results, it is impossible to predict the outcome of the final judgment at this point, and it is difficult to reasonably estimate the amount of impact, so it has not been reflected in the consolidated financial statements.

In addition, a lawsuit was filed against our company in the Tokyo District Court on December 27, 2023 by Hama Sushi Co., Ltd. demanding payment of 511 million yen in damages. The future course of events may affect our company's future consolidated business results, but it is difficult to reasonably estimate the amount of impact at this time, so it has not been reflected in the consolidated financial statements.

(3) Financial Covenants

Not applicable.

4. Notes on Consolidated Statement of Changes in Net Assets

(1) Type and total number of shares issued at the end of the current consolidated fiscal year

Common shares        49,414,578 Shares

(2) Items related to dividends

① Cash dividend payment amount

Not applicable.

② Of the dividends for which the record date falls within the current consolidated fiscal year, those for which the effective date falls within the following consolidated fiscal year

Resolution	Type of shares	Total amount of cash dividends (Million yen)	Cash dividends per share (Yen)	Record date	Effective date
Board of directors meeting held on May 9, 2024	Common shares	246	5	March 31, 2024	June 6, 2024

(3) Type and number of shares to be issued upon exercise of share acquisition rights at the end of the current fiscal year  
Not applicable.

5. Notes on financial instruments

(1) Items relation to the status of financial instruments

Our group procures the necessary funds (mainly bank loans) in light of our capital investment plans. We are working to reduce the credit risk associated with accounts receivable in accordance with our Credit Management Regulations.

In addition, investment securities are mainly shares, and the market value of listed shares is determined every quarter.

The loans were mainly taken out to raise funds for capital investment.

(2) Items related to the market value, etc. of financial instruments

The amount recorded on the consolidated balance sheet, the fair value, and the difference between these as of March 31, 2024, are as follows.

	Amount recorded on consolidated balance sheet (Million yen)	Fair value (Million yen)	Difference (Million yen)
(1) Investment securities (Note1)			
Other securities	21	21	—
(2) Security and guarantee deposits	3,436	3,358	(78)
Total assets	3,458	3,379	(78)
(3) Long-term borrowings (Note3)	6,870	6,854	(15)
(4) Bonds (Note3)	590	587	(2)
(5) Long-term accounts payable – other (Note3)	3,704	3,777	72
Total liabilities	11,164	11,218	54
Derivative transactions (Note4)	(20)	(20)	—

(Note1) Shares, etc. without a market price

Type	Amount recorded on consolidated balance sheet (Million yen)
Non-listed shares	836

These are not included in “Other securities”.

(Note2) Notes have been omitted for cash, deposits, accounts receivable, accounts payable, accounts payable - other (excluding those included in Note 3), and income taxes payable, as these are settled in a short period of time and the market value is close to the book value.

(Note3) Long-term borrowings due within one year, bonds due within one year, and long-term accounts payable - other due within one year are included in long-term borrowings, bonds, and long-term accounts payable - other, respectively.

(Note4) Net receivables and payables arising from derivative transactions are presented in net amounts.

(3) Items related to the appropriate breakdown, etc. of the market value of financial instruments

The fair values of financial instruments are classified into the following three levels according to the observability and materiality of the inputs used to calculate the fair values.

Level 1 fair value: Fair value calculated based on the (unadjusted) quoted price in an active market

for identical assets or liabilities

Level 2 fair value: Fair value calculated using inputs other than Level 1 inputs that are directly or indirectly observable

Level 3 fair value: Fair value calculated using significant unobservable inputs

When multiple inputs that have a significant impact on the calculation of fair value are used, the fair value is classified into the level with the lowest priority in the calculation of fair value among the levels to which those inputs belong.

- ① Financial assets and liabilities whose carrying amount on the consolidated balance sheet is based on fair value

(Unit: Millions of yen)

Type	Fair value			
	Level1	Level2	Level3	Total
Investment securities				
Other securities				
Shares	21	—	—	21
Total assets	21	—	—	21
Derivative transactions				
Interest rate related	—	(20)	—	(20)
Total liabilities	—	(20)	—	(20)

- ② Financial assets and liabilities whose carrying amount on the consolidated balance sheet is not based on fair value

(Unit: Millions of yen)

Type	fair value			
	Level1	Level2	Level3	Total
Security and guarantee deposits	—	—	3,358	3,358
Total assets	—	—	3,358	3,358
Long-term borrowings	—	6,854	—	6,854
Bonds	—	587	—	587
Long-term accounts payable - other	—	3,777	—	3,777
Total liabilities	—	11,218	—	11,218

(Note) Explanation of the valuation techniques and inputs used to calculate the fair value

Investment securities

Listed shares are valued using market prices. Listed shares are traded in active markets, so their market prices are classified as Level 1 fair value.

Derivative transactions

The fair value of interest rate swaps is calculated based on prices posted by financial institutions with which we do business, and is classified as Level 2 fair value.

Security and guarantee deposits

The fair value of these items is measured by estimating the timing of redemption and discounting the

expected amount of recovery of the security and guarantee deposits at the present value using a discount rate that takes into account the credit risk and the yield of long-term bonds with a high level of safety, and is classified as Level 3 fair value.

long-term borrowings, bonds and long-term accounts payable - other

The fair value of these items is calculated based on the present value of the total amount of principal and interest discounted at the market interest rate, and is classified as Level 2 fair value.

6. Notes on real estate for lease, etc.

Notes have been omitted because the total amount of real estate for lease, etc. is not significant.

7. Notes on revenue recognition

(1) Analysis of revenue generated from contracts with customers

(Unit: Millions of yen)

		Reportable segment		Total
		Conveyer belt Sushi Business	Delicatessen Business	
Unit: Service provision by type of goods and services	Service provision	58,296	—	58,296
	Sale of goods	27	13,872	13,900
Revenue generated from contracts with customers		58,324	13,872	72,196
External revenue		58,324	13,872	72,196

(2) Basic information for understanding revenue

The basic information for understanding revenue is as stated in “1. Notes on important matters that form the basis for the preparation of consolidated financial statements (5) Items related to Accounting Policies ④ Accounting standards for revenue and expenses”.

(3) Information to understand the amount of revenue for the current period and subsequent periods

The opening and closing balances of receivables arising from contracts with customers are as follows. Please note that the group does not have any contract assets or contract liabilities.

(Unit: Millions of yen)

Receivables arising from contracts with customers (Opening balance)	1,439
Receivables arising from contracts with customers (Closing balance)	1,569

8. Notes on asset retirement obligations

Asset retirement obligations recorded on the consolidated balance sheet

(1) Overview of asset retirement obligations

This is the obligation to restore the original state of the land and buildings associated with fixed-term land lease agreements and building lease agreements for the group's stores and factories.

(2) Method for calculating the amount of the relevant removal obligation

The amount of the asset retirement obligations is calculated using a discount rate of 0.00% to 2.16% (government bond yield) and an estimated period of 2 to 31 years according to the contracts.

(3) Increase/decrease in the total amount of asset retirement obligations during the current consolidated

fiscal year

Opening balance	1,741 Million yen
Increase due to acquisition of property, plant and equipment	2
Increase due to changes of estimates	15
Adjustment amount due to passage of time	18
Decrease due to performance of asset retirement obligations	(196)
Others	(21)
Closing balance	1,561

9. Notes on impairment losses

The group has recorded impairment losses on the following asset groups.

Uses	Types	Places	Number of cases	Amount
Stores, etc.	Buildings, etc.	Kanagawa ken, etc.	46 cases	112 Million yen
Factory	Machinery and equipment, etc.	Hyogo ken	2 cases	6 Million yen

The group groups its assets based on its operating stores and factories as the minimum units that generate cash flow.

In the current consolidated fiscal year, for asset groups that have continuously recorded losses from operating activities, the book value has been reduced to the recoverable amount, and the amount of the reduction, 118 million yen, has been recorded as an impairment loss under extraordinary losses.

The recoverable amount of the relevant assets is measured based on their value in use. The value in use is calculated by discounting future cash flows at a rate of 7.1% to 8.2%.

10. Notes on per-share information

(1) Net assets per share	203.30 Yen
(2) Earnings per share	28.29 Yen

11. Notes on significant subsequent events

Not applicable.

## Notes on non-consolidated financial statements

### 1. Notes on material accounting policies

#### (1) Valuation standards and methods for assets

##### ① Securities

Shares of subsidiaries      Cost method based on the moving average method

Other securities

Other than shares, etc. without a market price      Market value method

(All valuation differences are processed using the direct capitalization method, and the cost of sales is calculated using the moving average method.)

Shares, etc. without a market price      Cost method mainly using the moving average method

##### ② Inventories

Products/raw materials      Cost method mainly using the monthly weighted average method (Method of reducing book value due to a decline in profitability)

Supplies      Cost method using the monthly average method (Method of reducing book value due to a decline in profitability) (However, some supplies, excluding those for stores, are valued at cost using the last purchase price method.)

#### (2) Depreciation method for non-current assets

##### ① Property, plant and equipment (excluding lease assets)

The useful life and residual value are calculated using the same method as stipulated in the Corporation Tax Act.

For buildings on leased land with fixed-term business land leases, the contract period is used as the useful life.

##### ② Intangible assets (excluding lease assets)

The straight-line method.

In addition, software (for in-house use) is amortized using the straight-line method based on the estimated useful life within the company (5 years).

##### ③ Lease assets

Lease assets related to finance lease transactions other than those involving a transfer of ownership  
The straight-line method is used, with the lease period as the useful life and a residual value of 0 yen.

#### (3) Accounting standards for provisions

##### ① Allowance for doubtful accounts

In order to prepare for losses due to bad debts, an estimated uncollectible amount is recorded for general claims based on the historical bad debt ratio, and for specified claims such as claims with default possibility, the estimated uncollectible amount is recorded by taking into account the possibility of collection on an individual basis.

##### ② Provision for bonuses

In order to prepare for the payment of employee bonuses, the amount of the bonus payment



expected to be incurred in the current fiscal year is recorded.

③ Provision for sales promotion expenses

In order to prepare for the expenses that may arise from the use of shareholder benefit points in the future, an amount is recorded based on the actual rate of use of shareholder benefit points, and the amount expected to arise on or after the day following the end of the fiscal year is recorded.

④ Store closing loss reserve

In order to prepare for losses that will arise as a result of the closing of stores expected to close at the end of the current fiscal year, we have recorded the amount of reasonably expected losses related to store closing.

(4) Accounting standards for revenue and expenses

Our company provides services through the operation of restaurants such as Conveyor belt Sushi restaurants, and sells goods to customers of restaurants.

The revenue from providing services is providing food based on orders from customers at restaurants, and the performance obligation is satisfied at the point when the food is provided to the customer and the consideration is received, so the revenue is recognized at that point.

The revenue from the sale of goods is the sale of goods to customers at restaurants, and as the performance obligation is satisfied at the point when the goods are delivered to the customer, so the revenue is recognized at that point.

In addition, the revenue from providing services related to the operation of restaurants such as Conveyor belt Sushi is recognized at the amount after deducting the amounts of points for customer loyalty programs operated by other companies.

(5) Other important items for the preparation of consolidated financial statements

Accounting method for deferred assets

Bond issuance costs are amortized over the bond redemption period on a straight-line basis.

2. Notes on accounting estimates

The following are items for which an amount was recorded in the financial statements for the current fiscal year based on accounting estimates, and which may have a significant impact on the financial statements for the following fiscal year. In addition, the business plans of affiliated companies are based on the following assumptions and accounting estimates are made.

With regard to revenue, the classification under the Act on the Prevention of Infectious Diseases caused by the New Coronavirus has been moved to Category 5 infectious diseases, and it is expected that the normalization of the economy will accelerate further, and wage increases will progress not only for large companies but also for small and medium-sized companies, and it is assumed that there will be a shift to a demand-pull inflation environment due to increased demand, and based on the results for the fiscal year ending March 2024, it is assumed that revenue at existing stores in the conveyor belt Sushi business will exceed the previous year's results. With regard to costs, it is expected that the cost of sales and personnel expenses will be affected by the continuing rise in the prices of raw materials and energy due to factors such as the prolonged weakness of the yen and geopolitical risks, but we will continue and evolve the changes in our business structure from the

previous year, such as the active introduction of equipment to improve productivity and the improvement of food yield through the improvement of sashimi-cutting technology, and we will make use of the synergy effects of the COLOWIDE Group, and through menu development through collaboration between the business categories of the COLOWIDE Group, we will reduce raw material prices and food waste, and we will also work on SDGs activities, and we will control costs. We have made a reasonable estimate based on the business plan formulated based on the situation at the end of the reporting period.

(1) Impairment losses on property, plant and equipment

Amount recorded on balance sheet

Property, plant and equipment 11,122 Million yen

Other information

Please refer to Notes on consolidated financial statements “2.Notes on accounting estimates

(1)Impairment losses on property, plant and equipment Other information”.

(2) Recoverability of deferred tax assets

Amount recorded on balance sheet

Deferred tax assets 500 Million yen

Other information

Please refer to Notes on consolidated financial statements “2.Notes on accounting estimates

(2)Recoverability of deferred tax assets”.

3.Notes on balance sheet

(1) Accumulated depreciation of property, plant and equipment 30,910 Million yen

(2) Monetary claims and obligations to affiliated companies

① Short-term monetary claims 257 Million yen

②Long-term monetary claims 860 Million yen

③Short-term monetary obligations 43 Million yen

(3) Contingent liabilities

(Litigation, etc)

On October 21, 2022, the company was indicted along with a former officer and an employee based on the provisions of the Unfair Competition Prevention Act for suspicion of a violation of the Act by the former officer and employee in relation to trade secrets of a competitor. The former officer was found guilty on May 31, 2023, and the judgment has become final.

On February 26, 2024, the Tokyo District Court handed down a guilty verdict against the company and its employee (the company was fined 30 million yen, and the employee was fined 2 million yen), but the company and its employee are dissatisfied with this and have appealed to the Tokyo High Court. Although the future course of events may affect the company's future business results, it is impossible to predict the outcome of the final judgment at this point, and it is difficult to reasonably estimate the amount of impact, so it has not been reflected in the financial statements.

In addition, a lawsuit was filed against our company in the Tokyo District Court on December 27,

2023 by Hama Sushi Co., Ltd. demanding payment of 511 million yen in damages. The future course of events may affect our company's future business results, but it is difficult to reasonably estimate the amount of impact at this time, so it has not been reflected in the financial statements.

- (4) Financial covenants  
Not applicable.

4. Notes on Statement of Income

Amount of transactions with affiliated companies

(1) Business transactions

Purchase	309 Million yen
Selling, general and administrative expenses	772 Million yen

(2) Other than business transactions 65 Million yen

5. Notes on statement of changes of net assets

Type and number of treasury share at the end of the fiscal year

Common shares 71,597 Shares

6. Notes on tax effect accounting

Breakdown of deferred tax assets and liabilities by major cause

Deferred tax assets

Provision for bonuses 29 Million yen

Excess depreciation amount 2,426 Million yen

Asset retirement liabilities 506 Million yen

Loss on valuation of shares in subsidiaries 247 Million yen

Loss carried forward 2,961 Million yen

Others 591 Million yen

Sub-total deferred tax assets 6,763 Million yen

Allowance for valuation (6,181) Million yen

Total deferred tax assets 581 Million yen

Deferred tax liabilities

Removal costs corresponding to asset retirement obligations (79) Million yen

Others (1) Million yen

Total deferred tax liabilities (89) Million yen

Net deferred tax assets 500 Million yen

7. Notes on revenue recognition

The basic information for understanding revenue is as stated in “1. Notes on important matters that form the basis for the preparation of consolidated financial statements (5) Items related to Accounting Policies ④ Accounting standards for revenue and expenses”.

# 8. Notes on transactions with related parties

## (1) Subsidiaries and affiliates, etc.

T y p e	Name of companies	Ownership ratio of voting rights, etc. (%)	Relationship with related parties	Details of transactions	Transaction amount (Million yen)	(Accounting subjects)	Balance as of end of fiscal year (Million yen)
Subsidiary	Japan Fresh Co., Ltd.	86.56	Lease, etc. of real estate Payment in Advance of Food Purchase Costs Loans of funds	Lease of real estate	65	Accounts receivable - other	0
				Payment in advance of food purchase costs	551	Accounts receivable - other	0
				Loans of funds	—	Loans to affiliates	1,000
				Receipt of interest rates	20	Other current assets	—

(Notes) 1. The above ownership ratio of voting rights, etc. is the ratio of voting rights as of March 31, 2024.

2. The rent is decided through consultation between the two parties, taking into account the actual market rate in the area and depreciation costs, etc.

3. No interest or fees are charged for payment in advance of purchases.

4. Interest rates for loans are determined reasonably, taking into account market interest rates.

## (2) Affiliated companies, etc.

Type	Name of companies	Ownership ratio of voting rights, etc. (%)	Relationship with related parties	Details of transactions	Transaction amounts (Million yen)	Accounting subjects	Balance as of end of fiscal year (Million yen)
Subsidiary of parent	COLOWIDE MD Co., Ltd.	—	Purchase of raw materials, etc.	Purchase of raw materials, etc.	24,725	Accounts payable	2,310
						Accounts payable - other	90
Subsidiary of parent	Worldpicom Corporation	—	Purchase of supplies, etc.	Purchase of supplies, etc.	332	Accounts payable - other	25

(Note) We are constantly reviewing our business relationships, and the calculation of purchase prices is determined by a price based on mutual agreement.

9. Notes on impairment losses

The company has recorded impairment losses on the following asset groups.

Uses	Types	Place	Number of cases	Amount
Stores, etc.	Buildings, etc.	Kanagawa Prefecture, etc.	46 cases	112 Million yen

The group groups its assets based on its operating stores and factories as the minimum units that generate cash flow.

In the current fiscal year, for asset groups that have continuously recorded losses from operating activities, the book value has been reduced to the recoverable amount, and the amount of the reduction, 112 million yen, has been recorded as an impairment loss under extraordinary losses.

The recoverable amount of the relevant assets is measured based on their value in use. The value in use is calculated by discounting future cash flows at a rate of 7.1% to 8.2%.

10. Notes on per share information

(1) Net assets per share 196.82 Yen

(2) Earnings per share 27.64 Yen

11. Notes on significant subsequent events

Not applicable.