

NOTICE OF THE 1ST ANNUAL SHAREHOLDERS' MEETING

Dear Shareholders,

I would like to announce the 1st Annual Shareholders' Meeting to be held as described hereunder.

When convening this general meeting of shareholders, the Ryoyo Ryosan Holdings, Inc. (the "Company") takes measures for providing information that constitutes the content of Reference Documents for Annual Shareholders' Meeting, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and it posts this information as the "Notice of the 1st Annual Shareholders' Meeting" on the Company's website. Please access the Company's website by using the internet address shown below to review the information.

Our corporate website:

<https://www.rr-hds.co.jp/ir/stock/shareholders-meeting/> (in Japanese)

<https://www.rr-hds.co.jp/en/ir/stock/shareholders-meeting/> (in English)

In addition to posting items subject to measures for electronic provision on the website listed above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access the TSE website, click the URL below, enter "Ryoyo Ryosan Holdings" in "Issue name (company name)" or the Company's securities code "167A" in "Code," and click "Search." Next, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]."

TSE website (Listed Company Search):

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

If you are unable to attend this Annual Shareholders' Meeting (the "Meeting") in person, you may exercise your voting rights via the Internet or by writing. Please review the attached Reference Documents for Annual Shareholders' Meeting and exercise your voting rights no later than 5:30 p.m., Wednesday, June 25, 2025 (Japan Standard Time).

[Voting in Writing (by Mail)]

Please return the enclosed Voting Form with your selections to reach us by 5:30 p.m. on June 25 (Wednesday), 2025.

[Voting via the Internet, etc.]

Please exercise your voting rights by accessing the Website for Exercising Voting Rights designated by us (<https://evote.tr.mufg.jp/>) (in Japanese only) and inputting your selections, by 5:30 p.m. on June 25 (Wednesday), 2025.

Institutional investors may use the Electronic Voting Platform to exercise voting rights.

Sincerely yours,

Moritaka Nakamura
Representative Director, President
Ryoyo Ryosan Holdings, Inc.
2-3-5 Higashi-Kanda, Chiyoda-ku, Tokyo

- 1. Date and Time:** 10:00 a.m. on June 26 (Thursday), 2025
(the reception desk opens at 9:00 a.m.)
- 2. Venue:** JIJI PRESS HALL (on the 2nd floor of Jiji Press Building)
5-15-8 Ginza, Chuo-ku, Tokyo

3. Agenda:

- Matters to be reported:*
1. The business report, the consolidated financial statements, and the audit reports on the consolidated financial statements by the Accounting Auditor and the Audit and Supervisory Committee for the 1st term (from April 1, 2024, to March 31, 2025)
 2. The non-consolidated financial statements for the 1st term (from April 1, 2024, to March 31, 2025)

Matters to be proposed:

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|----------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Partial Amendments to Articles of Incorporation |
| Proposal No. 3 | Election of Eight (8) Directors (Except Directors Who are Audit and Supervisory Committee Members) |
| Proposal No. 4 | Determination of Amounts of Remuneration for Directors (Except Directors Who are Audit and Supervisory Committee Members) |
| Proposal No. 5 | Determination of Amounts of Remuneration for Directors Who are Audit and Supervisory Committee Members |
| Proposal No. 6 | Determination of Remuneration for Provision of Transfer-restricted Shares to Directors (Except Directors Who are Audit and Supervisory Committee Members and Outside Directors) |

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- * When attending the Meeting in person, you are requested to submit the Exercise Voting Rights Form at the reception desk on the above-mentioned date. Please note that seating at the Meeting venue will be limited. If seating is full, you may be refused entry.
 - * If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's aforementioned Japanese website and the TSE website.
 - * Please note that no gifts will be offered to the shareholders attending the Meeting. Thank you for your understanding.

This is an English translation prepared for the convenience of non-resident shareholders. If there is any discrepancy between the translation and the original Japanese text, the latter shall prevail.

Reference Documents for Annual Shareholders' Meeting

Proposal No. 1: Appropriation of Surplus

We propose that the surplus be appropriated in the following manner:

Matters related to year-end dividend

In accordance with the “Basic policy regarding the distribution of profit,” we propose that the year-end dividend for the 1st term be as follows:

Type of dividend property	Cash
Allotment of dividend property and its aggregate amount	¥70 per common share of the Company Total dividends: ¥2,804,630,430 As we paid an interim dividend of ¥70 per share, the annual dividend for the fiscal year under review will be ¥140 per share.
Effective date of dividend distribution	June 27, 2025

(Reference) Basic Policy Regarding the Distribution of Profit

The Company's basic policy on return of earnings to shareholders is to maintain stable dividends while supporting and increasing share price over the medium-to-long term. Dividend levels are set based on a comprehensive assessment, considering factors such as the Company's financial condition, dividend payout ratio and dividend yield.

The basic policy on dividends from surplus is to distribute them twice a year, as an interim dividend and a year-end dividend. The Articles of Incorporation specify that these dividends of surplus and related matters can be determined by resolution of the Board of Directors, for both the interim and year-end dividends. However, in the case of the year-end dividend for the period under review, that determination is made by the General Meeting of Shareholders.

Proposal No. 2: Partial Amendments to Articles of Incorporation

1. Reason for amendments

In order to respond to the diversification of our business in line with changes in the business environment, we will amend business purposes mentioned in “Purpose” (Article 2 of the Articles of Incorporation) as necessary.

Also, the numbering of the provisions will be changed in accordance to the amendments of purposes.

2. Details of amendments

Details of the amendments are stated below.

(The underlined parts indicate the proposed amendments.)

Current Articles of Incorporation	Proposed Amendments
Chapter 1 - General Provisions	Chapter 1 - General Provisions
Article 2 (Purpose)	Article 2 (Purpose)
The purposes of the Company shall be, by means of holding shares or interests, to manage and control companies (including foreign companies), partnerships (including those equivalent to partnerships in foreign countries), or other entities engaged in the following businesses, and to conduct the following businesses:	The purposes of the Company shall be, by means of holding shares or interests, to manage and control companies (including foreign companies), partnerships (including those equivalent to partnerships in foreign countries), or other entities engaged in the following businesses, and to conduct the following businesses:
(1) to (5) (Description omitted)	(1) to (5) (Same as at present)

(To be newly instituted)	<u>(6) Production and sales of gas (including high-pressure gas and liquefied gas), and manufacture, sales, rental and leasing of production and supply facilities, containers and tools thereof;</u>
(6) to (9) (Description omitted)	(7) to (10) (Same as at present)
(10) Installation and maintenance of equipment related to items (1) through (5) above;	(11) Installation and maintenance of equipment related to items (1) through (6) above;
(11) Planning, investigation, research, development and design related to items (1) through (5) above;	(12) Planning, investigation, research, development and design related to items (1) through (6) above;
(12) Acquisition, management, licensing and transfer of patents, trademarks, design rights, copyrights, know-how and other intellectual property rights related to items (1) through (5) above;	(13) Acquisition, management, licensing and transfer of patents, trademarks, design rights, copyrights, know-how and other intellectual property rights related to items (1) through (6) above;
(13) to (17) (Description omitted)	(14) to (18) (Same as at present)

Proposal No. 3: Election of Eight (8) Directors (Except Directors Who are Audit and Supervisory Committee Members)

The tenure of all eight (8) Directors will expire at the conclusion of this Annual Shareholders' Meeting. Therefore, the shareholders will be asked to appoint eight (8) Directors (except Directors who are Audit and Supervisory Committee Members).

Upon careful deliberation, the Audit and Supervisory Committee has concluded that the candidates for Director proposed in this motion are suitable for these posts.

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

Candidate number	Name	Attribute of candidate	Current positions at the Company	Attendance at the Meetings of the Board of Directors (FY2024)
1	Moritaka Nakamura	Reelection	Representative Director, President	14/14 100%
2	Kazuhiko Inaba	Reelection	Representative Director, Vice President	14/14 100%
3	Shunya Endo	Reelection	Director, Managing Executive Officer	14/14 100%
4	Norihiko Takahashi	Reelection	Director, Managing Executive Officer	14/14 100%
5	Osamu Sano	New candidate	—	—
6	Shinya Takada	Reelection Outside Independent	Outside Director, Chair of the Board of Directors	14/14 100%
7	Haruyoshi Kawabe	Reelection Outside Independent	Outside Director	14/14 100%
8	Yoshihisa Kaneko	New candidate Outside Independent	—	—

Reelection: Candidate for Director to be reelected

New candidate: Candidate for Director to be newly elected

Outside: Candidate for outside Director

Independent: Independent Director pursuant to the provisions of Tokyo Stock Exchange, Inc.

(Reference) Skills Matrix of Candidates for Director (Except Directors Who are Audit and Supervisory Committee Members)

Candi- date number	Name	Area of expertise the Company expects from candidates for Directors in particular							
		Corpo- rate manage- ment	Sales/ market- ing	Global business	Tech- nology	IT/ DX	Human resources develop- ment/ personnel manage- ment	Finance /account- ing	Legal affairs/ risk manage- ment
1	Moritaka Nakamura	●	●			●	●	●	
2	Kazuhiko Inaba	●	●						
3	Shunya Endo		●	●					
4	Norihiko Takahashi	●						●	●
5	Osamu Sano				●	●			
6	Shinya Takada	●	●			●	●		●
7	Haruyoshi Kawabe	●				●			
8	Yoshihisa Kaneke	●	●						●

Note: The above indicates the skills and expertise that are particularly expected of each candidate and is not an indication of all the skills and expert knowledge possessed by the candidate.

No. 1	<Reelection>	Number of the Company’s shares held	55,600
Moritaka Nakamura		Tenure as Director	1 year and 2 months
	(September 7, 1959)	Attendance at the Meetings of the Board of Directors	14/14
Career summary and positions and responsibilities at the Company			
Apr. 1984	Joined Isetan Co., Ltd. (currently Isetan Mitsukoshi Ltd.)		
Apr. 2011	Director, Executive Officer, General Manager, Corporate Planning Division, Isetan Mitsukoshi Ltd.		
Apr. 2012	Executive Officer, General Manager, Personnel Division, Isetan Mitsukoshi Holdings Ltd.		
Apr. 2016	Managing Executive Officer, General Manager, IT & Group Marketing Strategy Headquarters, Isetan Mitsukoshi Holdings Ltd.		
May 2017	Joined Ryoyo Electro Corporation (“Ryoyo Electro”) as Special Advisor		
Apr. 2018	Representative Director & President, Ryoyo Electro		
Feb. 2021	Representative Director, President & Chief Executive Officer, Ryoyo Electro (incumbent)		
Apr. 2024	Representative Director, President, General Manager, Corporate Planning Headquarters, Ryoyo Ryosan (incumbent)		
Status of important concurrent occupations or positions at other organizations			
Representative Director, President & Chief Executive Officer, Ryoyo Electro			
Reasons for nominating the candidate for Director			
In his career thus far, Mr. Moritaka Nakamura has gained extensive experience, knowledge, and personal networks cultivated through work related to management planning, sales planning, personnel and information strategy, and being involved in senior management as a Director. Following his inauguration as Representative Director and President of the Company, he has demonstrated strong leadership in Group integration and management reform. For these reasons, the Company judges Mr. Nakamura to be a suitable candidate who can improve the Group’s corporate value and accordingly proposes his reappointment as a Director of the Company.			

No. 2 <Reelection> Kazuhiko Inaba (June 14, 1967)	<table> <tr> <td>Number of the Company's shares held</td><td>21,051</td></tr> <tr> <td>Tenure as Director</td><td>1 year and 2 months</td></tr> <tr> <td>Attendance at the Meetings of the Board of Directors</td><td>14/14</td></tr> </table>	Number of the Company's shares held	21,051	Tenure as Director	1 year and 2 months	Attendance at the Meetings of the Board of Directors	14/14
Number of the Company's shares held	21,051						
Tenure as Director	1 year and 2 months						
Attendance at the Meetings of the Board of Directors	14/14						
Career summary and positions and responsibilities at the Company Apr. 1990 Joined Ryosan Company, Limited. ("Ryosan") Jul. 2013 General Manager, 2nd Sales Department, Ryosan Jun. 2017 Executive Officer, General Manager, Electronic Components Business Headquarters, Ryosan Jun. 2019 Director, Senior Executive Officer, General Manager, Electronic Components Business Headquarters, Ryosan Feb. 2020 Representative Director, President, General Manager, Corporate Planning Headquarters, and General Manager, Electronic Components Business Headquarters, Ryosan Jun. 2020 Representative Director, President, and General Manager, Electronic Components Business Headquarters, Ryosan Jun. 2021 Representative Director, President, Ryosan (incumbent) Apr. 2024 Representative Director, Vice President, Deputy General Manager, Corporate Planning Headquarters, Ryoyo Ryosan (incumbent)							
Status of important concurrent occupations or positions at other organizations Representative Director, President, Ryosan							
Reasons for nominating the candidate for Director After joining Ryosan, Mr. Kazuhiko Inaba served as General Manager, 2nd Sales Department responsible for sales to large size corporations and as Executive Officer and General Manager, Electronic Components Business Headquarters. He currently demonstrates leadership as Representative Director and President of Ryosan. After his appointment as Representative Director and Vice President of the Company, he has advanced Group integration and management reform by utilizing his abundant experience and extensive knowledge cultivated through these sales operations and development and advancement of business strategies. For these reasons, the Company judges Mr. Inaba to be a suitable candidate who can improve the Group's corporate value and accordingly proposes his reappointment as a Director of the Company.							

<p>No. 3 <Reelection></p> <p>Shunya Endo</p> <p>(February 7, 1967)</p>	<p>Number of the Company's shares held 6,992</p> <p>Tenure as Director 1 year and 2 months</p> <p>Attendance at the Meetings of the Board of Directors 14/14</p>
<p>Career summary and positions and responsibilities at the Company</p> <p>Mar. 1988 Joined Ryosan</p> <p>May 2007 General Manager, 1st Nagoya Sales Branch, Ryosan</p> <p>Nov. 2013 Managing Director, Ryosan (Thailand) Co., Ltd.</p> <p>Jun. 2016 Executive Officer, General Manager, Central Japan/Tokai Marketing and Sales Headquarters, Ryosan</p> <p>Jun. 2020 Executive Officer, General Manager, 1st Domestic Marketing and Sales Headquarters, Ryosan</p> <p>Jun. 2021 Director, Executive Officer, General Manager, Sales Planning and Control Headquarters, and General Manager, 1st Domestic Marketing and Sales Headquarters and General Manager, Engineering Headquarters, Ryosan</p> <p>Apr. 2024 Director, Managing Executive Officer, General Manager, Sales Planning and Control Headquarters, and Senior General Manager of 1st Block, Ryosan (incumbent)</p> <p>Director, Managing Executive Officer, Ryoyo Ryosan (incumbent)</p>	
<p>Status of important concurrent occupations or positions at other organizations</p> <p>Director, Managing Executive Officer, Ryosan</p>	
<p>Reasons for nominating the candidate for Director</p> <p>After joining Ryosan, Mr. Shunya Endo served as General Manager, 1st Nagoya Sales Branch; Managing Director, Ryosan (Thailand) Co., Ltd.; Executive Officer and General Manager, Central Japan/Tokai Marketing and Sales Headquarters; and Executive Officer and General Manager, 1st Domestic Marketing and Sales Headquarters. Today, as Director, Managing Executive Officer, General Manager, Sales Planning and Control Headquarters and Senior General Manager of 1st Block of Ryosan, he contributes to the promotion of the Company's business. After his appointment as Director and Managing Executive Officer of the Company, he has advanced Group integration and management reform through his wealth of experience and extensive knowledge of the business in general, including overseas business. For these reasons, the Company judges Mr. Endo to be a suitable candidate who can improve the Group's corporate value and accordingly proposes his reappointment as a Director of the Company.</p>	

No. 4 <Reelection>	Number of the Company's shares held 2,886
Norihiko Takahashi	Tenure as Director 1 year and 2 months
(September 20, 1962)	Attendance at the Meetings of the Board of Directors 14/14
Career summary and positions and responsibilities at the Company Apr. 1987 Joined Mitsubishi Bank, Limited (currently MUFG Bank, Ltd.) Oct. 2015 Seconded to Ryosan, General Manager, IR and Public Relations Office Jun. 2016 General Manager, Business Strategy Office, Ryosan Jul. 2016 Joined Ryosan Jun. 2020 Executive Officer, General Manager, Corporate Planning Headquarters, General Manager, Corporate Planning Office, Ryosan Jun. 2021 Executive Officer, General Manager, Corporate Planning Headquarters, General Manager, Business Planning Office, Ryosan Apr. 2023 Executive Officer, General Manager, Corporate Planning Headquarters, Ryosan Apr. 2024 Director, Managing Executive Officer, General Manager, Corporate Administration Headquarters, Ryosan (incumbent) Director, Managing Executive Officer, General Manager, Corporate Administration Headquarters, Managing Director, Internal Auditing Department, Ryoyo Ryosan (incumbent)	
Status of important concurrent occupations or positions at other organizations Director, Managing Executive Officer, Ryosan	
Reasons for nominating the candidate for Director During his career at financial institutions, Mr. Norihiko Takahashi acquired experience and posted aches in Japan and overseas. Upon joining Ryosan, he acquired management experience in the fields in Ryosan's corporate planning and strategy department. Today, as Director, Managing Executive Officer and General Manager, Corporate Administration Headquarters of Ryosan, he contributes to the improvement of the Company's operational management. After his appointment as Director and Managing Executive Officer of the Company, he has advanced Group integration and management reform through his high level of expertise and broad knowledge in areas related to accounting, finance and management strategy. For these reasons, the Company judges Mr. Takahashi to be a suitable candidate who can improve the Group's corporate value and accordingly proposes his reappointment as a Director of the Company.	

<p>No. 5 <New candidate></p> <p>Osamu Sano</p> <p>(April 2, 1963)</p>	<p>Number of the Company's shares held 9,700</p> <p>Tenure as Director —</p> <p>Attendance at the Meetings of the Board of Directors —</p>
<p>Career summary and positions and responsibilities at the Company</p> <p>Apr. 1985 Joined Ryoyo Electro</p> <p>Aug. 2007 General Manager, Information Technology Dept., Ryoyo Electro</p> <p>Nov. 2011 General Manager, Computer System Technology Dept., Engineering Div., Ryoyo Electro</p> <p>Feb. 2016 General Manager, Engineering Div., Ryoyo Electro</p> <p>Mar. 2018 General Manager, Strategic Technology Development Div., Ryoyo Electro</p> <p>Feb. 2019 Executive Officer & General Manager, Strategic Technology Development Div., Ryoyo Electro</p> <p>Feb. 2021 Managing Executive Officer in charge of Strategic Technology Development Div., General Manager, Strategic Technology Development Div., Ryoyo Electro</p> <p>Apr. 2022 Director & Managing Executive Officer in charge of Strategic Technology Development Div., General Manager, Strategic Technology Development Div., Ryoyo Electro</p> <p>Apr. 2025 Director & Managing Executive Officer, General Manager, Engineering Div., Ryoyo Electro (incumbent)</p>	
<p>Status of important concurrent occupations or positions at other organizations</p> <p>Director & Managing Executive Officer, Ryoyo Electro</p>	
<p>Reasons for nominating the candidate for Director</p> <p>Since joining Ryoyo Electronics Corporation (currently Ryoyo Electro Corporation), Mr. Osamu Sano has held key positions in the company's technology division for many years, gathering extensive experience and broad knowledge of all aspects of technology and IT strategy. For these reasons, the Company judges Mr. Sano to be a suitable candidate who can improve the Group's corporate value and accordingly newly proposes his appointment as a Director of the Company.</p>	

No. 6	<Reelection/Outside /Independent>	Number of the Company’s shares held	0
Shinya Takada		Tenure as outside Director	1 year and 2 months
	(January 8, 1952)	Attendance at the Meetings of the Board of Directors	14/14
Career summary and positions and responsibilities at the Company			
Apr. 1975	Joined Isetan Co., Ltd. (currently Isetan Mitsukoshi Ltd.)		
Feb. 1995	General Manager, Sales Policy Department, Sales Division, Isetan Co., Ltd.		
Jun. 2002	Executive Officer, Manager, General Planning Section, Management Planning Department, Isetan Co., Ltd.		
Apr. 2008	Director, Senior Managing Executive Officer, General Manager, Corporate Strategy Headquarters, Isetan Mitsukoshi Holdings Ltd.		
Jan. 2010	Representative Director, Senior Managing Executive Officer, General Manager, Corporate Strategy Headquarters, Isetan Mitsukoshi Holdings Ltd.		
Jun. 2012	Full-time Corporate Auditor, Isetan Mitsukoshi Holdings Ltd.		
Jun. 2017	Outside Director (Member of Audit and Supervisory Committee), SHOWA CORPORATION (currently Astemo, Ltd.)		
Apr. 2020	Outside Director, Ryoyo Electro		
Apr. 2022	Outside Director & Chairman of the Board of Directors, Ryoyo Electro		
Apr. 2024	Outside Director & Chairman of the Board of Directors, Ryoyo Ryosan (incumbent)		
Status of important concurrent occupations or positions at other organizations			
None			
Reasons for nominating the candidate for outside Director and overview of expected role			
In his previous career, Mr. Shinya Takada acquired extensive experience in management, serving mainly in the management planning and strategy fields. Since assuming the post of an outside Director of the Company, he has leveraged that experience to provide the Company with fair and objective advice. For these reasons, the Company expects Mr. Takada to play a role in strengthening Group governance and improving its corporate value and accordingly proposes his reappointment as an outside Director of the Company.			

No. 7	<Reelection/Outside /Independent>	Number of the Company's shares held	0
Haruyoshi Kawabe	Tenure as outside Director		1 year and 2 months
(February 13, 1956)	Attendance at the Meetings of the Board of Directors		14/14
Career summary and positions and responsibilities at the Company			
Oct. 1977	Joined Management Work Co., Ltd.		
Dec.1988	Joined TSD Co., Ltd.		
Apr. 1993	Senior Managing Director, Neutral Co., Ltd.		
Apr. 1996	President and Representative Director, Neutral Co., Ltd.		
Oct. 2010	Representative Director, Intermind Co., Ltd.		
Oct. 2011	Director, CloudLand Co., Ltd.		
Sep. 2015	Executive Officer, Cyberlinks Co., Ltd.		
Jan. 2022	Advisor, Cyberlinks Co., Ltd. (incumbent)		
Jun. 2022	Outside Director, Ryosan		
Apr. 2024	Outside Director, Ryoyo Ryosan (incumbent)		
Status of important concurrent occupations or positions at other organizations			
Advisor, Cyberlinks Co., Ltd.			
Reasons for nominating the candidate for outside Director and overview of expected role			
Mr. Haruyoshi Kawabe has been involved in management in IT services industry for many years. Since assuming the post of an outside Director of the Company, he has leveraged his extensive experience and broad knowledge as an entrepreneur and business leader to provide effective advice for enhancing transparency and impartiality of management and supervision. For these reasons, the Company expects Mr. Kawabe to play a role in strengthening Group governance and improving its corporate value and accordingly proposes his reappointment as an outside Director of the Company.			

No. 8	<New candidate/Outside /Independent>	Number of the Company's shares held	0
Yoshihisa Kaneko		Tenure as outside Director	—
	(July 27, 1963)	Attendance at the Meetings of the Board of Directors	—
Career summary and positions and responsibilities at the Company			
Apr. 1987	Joined Daiwa Securities Co. Ltd.		
Apr. 2008	General Manager, Public Relations Department, Daiwa Securities Group Inc.		
Apr. 2013	Senior Managing Director, Deputy Head of Public Relations, Daiwa Securities Group Inc.; Senior Managing Director, Daiwa Securities Co. Ltd.		
Apr. 2014	Senior Managing Director, Head of Public Relations, Daiwa Securities Group Inc.; Senior Managing Director, Daiwa Securities Co. Ltd.		
Apr. 2016	Executive Managing Director, Head of Public Relations, Daiwa Securities Group Inc.; Executive Managing Director, Daiwa Securities Co. Ltd.		
Apr. 2017	Executive Managing Director, Head of Business Corporations, Director of Corporate Disclosure, Daiwa Securities Co. Ltd.		
Apr. 2021	Senior Executive Managing Director, Head of Corporate Disclosure, Daiwa Securities Co. Ltd.		
Apr. 2022	President, Daiwa Fund Consulting Co. Ltd.		
Status of important concurrent occupations or positions at other organizations			
None			
Reasons for nominating the candidate for outside Director and overview of expected role			
In his previous position at a securities firm, Mr. Yoshihisa Kaneko provided vital support for corporate operations, working in sales, investment banking and advertising before accepting a senior position in the firm's corporate operations division. His extensive experience and wide-ranging knowledge embrace capital policy and various other topics. For these reasons, the Company expects Mr. Kaneko to play a role in strengthening Group governance and improving its corporate value and accordingly newly proposes his appointment as an outside Director of the Company.			

Notes: 1. There are no special interests between the Company and each of these candidates for Director.

2. Pursuant to the provisions of Article 370 of the Companies Act and Article 23 of the Articles of Incorporation of the Company, attendance by each of the candidates of the meetings of the Board of Directors in FY2024 does not include written resolutions that are deemed to have been resolved by the Board of Directors.

3. Shinya Takada, Haruyoshi Kawabe and Yoshihisa Kaneko are candidates for outside Directors.

4. Agreements limiting liability concluded with outside Directors are outlined below.

Currently, the Company has concluded agreements limiting liability for damages with

Shinya Takada and Haruyoshi Kawabe in accordance with the provisions of Article 26 of the

Articles of Incorporation. Provided that the proposal for their reelection as Directors is approved, the Company will maintain the agreements that offer limitation of liability with them.

Also, if Yoshihisa Kaneko is appointed as an outside Director, the Company intends to enter into a similar agreement to limit his liability for damages.

Outline of the agreements limiting liability is as follows.

Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, when the outside Directors cause damage to the Company arising from their negligence of their duties, the Company shall limit their liability to the Company to the minimum liability amount as stipulated by Article 425, Paragraph 1 of the Companies Act, if the relevant outside Directors act in good faith and without gross negligence in performing their duties. The Company naturally exempts the outside Directors from the exceeding liability thereof.

5. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. The insured persons under the policy are the Company's officers, etc. The policy covers economic losses incurred by an insured person from claims for damages arising from the performance of duties as an officer, etc. of the Company. However, as measures to ensure that the proper performance of duties of officers, etc. is not impaired, the policy does not cover damages resulting from breach of faith or criminal acts or damages caused by the insured persons in cases where they have intentionally committed illegal acts. If the election of each candidate for Director is approved, each candidate will be included as an insured person in the policy.

In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

6. The Company gave notice of Shinya Takada and Haruyoshi Kawabe to Tokyo Stock Exchange, Inc. as independent directors. Provided that the proposal of their reelection as Director is approved, the Company plans for their appointment as independent directors to continue. Also, Yoshihisa Kaneko meets the requirements for independent directors as stipulated by the Tokyo Stock Exchange, and if he is appointed as an outside Director, the Company intends to register Mr. Kaneko to the Tokyo Stock Exchange as an independent director.

(Reference) Criteria for the Selection of Outside Directors

The Company has established the independence criteria for outside Directors as follows. A candidate to whom any of the descriptions below applies shall be deemed not to have sufficient independence from the Company.

- 1) Current or former executive¹ of the Company or a subsidiary of the Company
- 2) A person whose major business partner² is the Company or an executive thereof
- 3) A major business partner of the Company or an executive thereof
- 4) A major shareholder³ of the Company or an executive thereof
- 5) A consultant or an accounting or legal professional who has received a large sum of money or other assets (average of ¥10 million or more per year over the past three years), other than officer remuneration, from the Company
- 6) A member of a law firm, auditing company, tax accountancy, consulting firm or the like, or union or other organization, which has received a large sum of money or other assets (average of 2% or more of consolidated net sales or gross revenue or more per year over the past three years), other than officer remuneration, from the Company
- 7) A person who corresponded to 2), 3), 5) or 6) above at any time in the past year
- 8) A close relative of a person who corresponds to any of (i) through (v) below (except those who do not play important roles)
 - (i) A person who corresponds to 2), 3), 5), 6) or 7) above
 - (ii) An accounting advisor of the Company (or an employee engaged in such duties if the accounting advisor is a company; the same applies below)
(This stipulation only applies if outside Directors who are Audit and Supervisory Committee Members are designated as independent directors.)
 - (iii) An executive of a subsidiary of the Company

- (iv) A Director or accounting advisor who is not an executive of a subsidiary of the Company (only if outside Directors who are Audit and Supervisory Committee Members are designated as independent directors)
 - (v) A person who recently corresponded to any of (ii) through (iv) above or is an executive of the Company (including Directors who are not executives if outside Directors who are Audit and Supervisory Committee Members are designated as independent directors)
- 1 An “executive” is a person as defined in Article 2, Paragraph 3, Item 6 in the Regulations for the Enforcement of the Companies Act.
 - 2 A “major business partner” is defined as a business partner who has business results with the Group in the most recent business year of 2% or more of consolidated net sales.
 - 3 A “major shareholder” is a person who holds, directly or indirectly, 10% or more of the voting rights of the Company.

Proposal No. 4: Determination of Amounts of Remuneration for Directors (Except Directors Who are Audit and Supervisory Committee Members)

The amount of remuneration of Directors (except Directors who are Audit and Supervisory Committee Members) is specified in Article 35, Item 1 of “Chapter 7 Supplementary Provisions” of the Articles of Incorporation of the Company to be an amount not exceeding ¥900 million per year in total (not including the employee's portion of salaries of Directors who are also employees; in the case of outside Directors, the amount of remuneration shall not exceed ¥100 million per year) for the period from the date of establishment of the Company to the end of the Company’s inaugural Annual Shareholders’ Meeting. Because the provisions of “Chapter 7 Supplementary Provisions” of the Articles of Incorporation of the Company shall expire upon the conclusion of this Annual Shareholders’ Meeting, the shareholders will be asked to approve the amount of remuneration payable to Directors (except Directors who are Audit and Supervisory Committee Members) after the conclusion of said Meeting.

This proposal is a request for approval of continued restriction of the portion of remuneration for Directors (except Directors who are Audit and Supervisory Committee Members) paid in money to an amount not exceeding ¥900 million per year (not including the employee’s portion of salaries of Directors who are also employees; in the case of outside Directors, the amount of remuneration shall not exceed ¥100 million per year), subject to careful examination of the condition of the Company’s management system, economic conditions and other factors.

The total amount of pecuniary remuneration bonds to be paid to Directors of the Company (except Directors who are Audit and Supervisory Committee Members and Outside Directors) for the provision of transfer-restricted shares, if the shareholders approve Proposal No. 6, “Determination of Remuneration for Provision of Transfer-restricted Shares to Directors (Except Directors Who are Audit and Supervisory Committee Members and Outside Directors),” which is an amount not to exceed ¥200 million per year, is separate from the remuneration amounts based on this proposal.

The specific timing and allocation of payment to each Director shall be determined by resolution of the Board of Directors following deliberation by the Nomination and Remuneration Committee.

The Audit and Supervisory Committee has deliberated on this proposal and expressed the opinion that no unusual matters need to be identified.

Currently the number of Directors (except Directors who are Audit and Supervisory Committee Members) is eight (8), of whom three (3) are outside Directors. If Proposal No. 3 is approved and adopted as written, the Company will continue to have eight (8) Directors (except Directors who are Audit and Supervisory Committee Members), of whom three (3) are outside Directors.

The Company specified its policy on the details of remuneration, etc. to individual Directors at the meeting of the Board of Directors held on April 1, 2024. This proposal is pursuant to this policy; even if this proposal is approved, the Company does not intend to change it. To ensure that procedures are fair and transparent, the Nomination and Remuneration Committee, a majority of whose members are independent outside Directors, deliberated on the proposal and reported its findings. For these reasons, the Company considers the details of the proposal to be appropriate.

Proposal No. 5: Determination of Amounts of Remuneration for Directors Who are Audit and Supervisory Committee Members

The amount of remuneration of Directors who are Audit and Supervisory Committee Members is specified in Article 35, Item 2 of “Chapter 7 Supplementary Provisions ”of the Articles of Incorporation of the Company to be an amount not exceeding ¥200 million per year in total for the period from the date of establishment of the Company to the end of the Company’s inaugural Annual Shareholders’ Meeting. Because the provisions of “Chapter 7 Supplementary Provisions” of the Articles of Incorporation of the Company shall expire upon the conclusion of this Annual Shareholders’ Meeting, the shareholders will be asked to approve the amount of remuneration payable to Directors who are Audit and Supervisory Committee Members after the conclusion of said Meeting.

This proposal is a request for approval of continued restriction of the portion of remuneration for Directors who are Audit and Supervisory Committee Members paid in money to an amount not exceeding ¥200 million per year, subject to careful examination of the condition of the Company’s management system, economic conditions and other factors.

The specific timing and allocation of payment to each Director shall be determined by conference of the Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has deliberated on this proposal and expressed the opinion that no unusual matters need to be identified.

Currently the number of Directors who are Audit and Supervisory Committee Members is four (4), of whom three (3) are outside Directors.

To ensure that procedures are fair and transparent, the Nomination and Remuneration Committee, a majority of whose members are independent outside Directors, deliberated on the proposal and reported its findings. For these reasons, the Company considers the details of the proposal to be appropriate.

Proposal No. 6: Determination of Remuneration for Provision of Transfer-restricted Shares to Directors (Except Directors Who are Audit and Supervisory Committee Members and Outside Directors)

With respect to stock remuneration of Directors of the Company (except Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter Directors who are subject to stock remuneration are referred to as “the Subject Directors”), Article 35, Item 3 of “Chapter 7 Supplementary Provisions” of the Articles of Incorporation of the Company provides that, during the period from the date of establishment of the Company to the end of the Company’s inaugural Annual Shareholders’ Meeting, the Subject Directors be paid pecuniary remuneration bonds in an amount not exceeding ¥200 million per year, separate from the amount of ordinary pecuniary remuneration, as a property contributed in kind for the grant of transfer-restricted shares; the total number of common shares issued or disposed of in accordance with the system shall not exceed 200,000 shares per year; and, the transfer-restricted period shall be the period from the date of provision of the transfer-restricted shares to the date of resignation or retirement of the Subject Directors from their positions as Directors of the Company or such other positions as are specified by the Board of Directors. Because the provisions of “Chapter 7 Supplementary Provisions” of the Articles of Incorporation of the Company shall expire upon the conclusion of this Annual Shareholders’ Meeting, the system of remuneration through transfer-restricted shares (hereinafter referred to as “the System”) is to be introduced as described below. The purpose of the System is to incentivize the Subject Directors to continuously improve the enterprise value of the Company and to advance further the sharing of value with shareholders. The shareholders will be asked to approve the payment of remuneration for provision of transfer-restricted shares to the Subject Directors of the Company, separately from the amount of remuneration for which approval is requested in Proposal No. 4, “Determination of Amounts of Remuneration for Directors (Except Directors Who are Audit and Supervisory Committee Members).”

Based on this proposal, the Subject Directors shall be paid pecuniary remuneration bonds in a total amount not exceeding ¥200 million per year, as an amount considered appropriate in view of the above purpose. The specific timing and allocation of payment to each Subject Director shall be determined by the Board of Directors following deliberation by the Nomination and Remuneration Committee.

The Audit and Supervisory Committee has deliberated on this proposal and expressed the

opinion that no unusual matters need to be identified.

Currently the number of Directors (except Directors who are Audit and Supervisory Committee Members) is eight (8), of whom three (3) are outside Directors. If Proposal No. 3 is approved and adopted as written, the Company will continue to have eight (8) Directors (except Directors who are Audit and Supervisory Committee Members), of whom three (3) are outside Directors.

Based on resolution of the Board of Directors, the Subject Directors will contribute the full amount of the pecuniary remuneration bonds arising from this proposal as property contributed in kind, and will receive issuance or disposal of the Company's common shares. The total number of common shares so issued or disposed of shall not exceed 200,000 shares per year (after the date of approval of this proposal, in cases where the total number of common shares of the Company issued or disposed of as transfer-restricted shares must unavoidably be adjusted, such as splits (including distribution of common shares of the Company free of charge) or mergers of common shares, the number shall be adjusted in a reasonable manner). As such, the amount of payment per common share of the Company shall be decided by the Board of Directors within a range that is not unduly advantageous to the Subject Directors, based on the closing price of common shares of the Company on the Tokyo Stock Exchange on the business day before the day of the meeting of the Board of Directors at which the requirements for subscription to the common shares are resolved (or, if no transactions are concluded on that date, the most recent prior transaction date). On the issuance or disposal of common shares of the Company in accordance with the above, the Company and the Subject Directors shall conclude an agreement on allocation of transfer-restricted shares (hereinafter "the Allocation Agreement"), which will include the following provisions (common shares allocated in accordance with the Allocation Agreement are hereinafter referred to as "the Allocated Shares"):

(1) The Subject Directors may not transfer, set security interests on, or otherwise dispose of the Allocated Shares from the date of provision of the Allocated Shares to the date of resignation or retirement of the Subject Directors from their positions as Directors of the Company or such other positions as are specified by the Board of Directors (hereinafter "the Transfer Restriction Period"; this restriction on transfer of shares is hereinafter referred to as "the Transfer Restrictions").

(2) If an Subject Director loses the position described in (1) above before the conclusion of a period specified by the Board of Directors (hereinafter “the Period of Service Rendered”), the Company shall automatically acquire the Allocated Shares without contribution, unless the Board of Directors recognizes good reason not to do so.

(3) Notwithstanding the provisions of item (1) above, the Company shall lift the Transfer Restrictions on all Allocated Shares when the Transfer Restriction Period expires, provided the Subject Director has served in the position specified in item (1) above continuously for the Period of Service Rendered. However, if the Subject Director loses the position specified in item (1) above prior to the expiration of the Period of Service Rendered for a reason recognized as justifiable by the Board of Directors of the Company as defined in item (2) above, the Transfer Restrictions shall be lifted on all the Allocated Shares held by the Subject Director immediately after the loss of the position.

(4) When the Transfer Restriction Period expires, the Company shall automatically acquire without contribution any Allocated Shares on which the Transfer Restrictions have not been lifted based on the provisions of item (3) above. However, this is not necessarily the case if, during the Transfer Restriction Period, matters relating to a merger agreement in which the Company becomes the extinct company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the reorganization, etc.), and a company involved in the reorganization other than the Company provides its shares to the Subject Directors (transfer-restricted shares only).

(5) Notwithstanding the provisions of item (1) above, if, during the Transfer Restriction Period, matters relating to a merger agreement in which the Company becomes the extinct company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the reorganization, etc.), the Company shall lift the Transfer Restrictions on a number of the Allocated Shares that is reasonably determined considering the period from the date of

allocation to the date of approval of the reorganization, etc. prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company. In cases of such reorganization, etc., the Company shall automatically acquire without contribution the Allocated Shares for which the Transfer Restrictions have not yet been lifted as of the time immediately after the Transfer Restrictions were lifted. This acquisition in case of such reorganization, etc. may not necessarily occur if a company involved in the reorganization, etc. other than the Company issues to the Subject Directors its shares (Transfer Restricted Shares only).

(6) Other matters related to the Allocated Shares are as determined by the Board of Directors of the Company.

At the meeting of the Board of Directors convened on April 1, 2024, the Company specified its decision-making policy on the details of remuneration, etc. for individual Directors. This proposal is pursuant to this policy; even if this proposal is approved, the Company does not intend to change it. As stated above, the amount paid for the Allocated Shares is within a range not specially advantageous to the Subject Directors, so dilution is negligible. To ensure that procedures are fair and transparent, the Nomination and Remuneration Committee, a majority of whose members are independent outside directors, deliberated on the proposal and reported its findings. For these reasons, the Company considers the details of the proposal to be appropriate.

(Reference)

The Company intends to introduce a transfer-restricted-share grant system similar to the System for the Company's Executive Officers and the Directors, Executive Officers, etc. of the Company's wholly owned subsidiaries.