

Stock code: 2157

November 10, 2025

(Start of electronic distribution: October 31, 2025)

To Our Shareholders:

1-5-1 Odomomachi, Maebashi-shi, Gunma, Japan  
KOSHIDAKA HOLDINGS Co., LTD.  
Hiroshi Koshidaka, Representative Director & President

## **Notice of Convocation of the 56th General Meeting of Shareholders**

Notice is hereby given that the 56th General Meeting of Shareholders of KOSHIDAKA HOLDINGS Co., LTD. (“Koshidaka Holdings” or the “Company”) will be held as described below. You are cordially invited to attend the meeting.

Documents concerning this shareholders meeting are distributed electronically. Information distributed electronically is posted on the following website.

Koshidaka Holdings website

<https://www.koshidakaholdings.co.jp/en/ir.html>

In addition to the Koshidaka Holdings website, information is posted on the following website.

Website of the Tokyo Stock Exchange

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

After accessing the Tokyo Stock Exchange website, enter “Koshidaka Holdings” or “2157” (stock code) and click search. Then select “Basic information” and “Documents for public inspection/PR information.”

You may exercise your voting rights in writing or electronically by using the Internet instead of attending this meeting. Please review the Reference Materials of General Meeting of Shareholders, which is included in the information distributed electronically, and exercise your voting rights by 6:00 p.m. on Wednesday, November 26, 2025.

**1. Date and time** Thursday, November 27, 2025 at 10:00 a.m. (doors open at 9:00 a.m.)

**2. Place** EVENT SPACE EBiS303 Event Hall, Ebisu Subaru Building 3F,  
1-20-8 Ebisu, Shibuya-ku, Tokyo, Japan

**3. Agenda for the Meeting**

- Matters to be reported:**
1. Report on the Business Report and the Consolidated Financial Statements for the 56th Fiscal Year (September 1, 2024 to August 31, 2025), and audit results on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee
  2. Report on the Non-Consolidated Financial Statements for the 56th Fiscal Year (September 1, 2024 to August 31, 2025)

**Matters to be resolved:**

**Proposal 1:** Appropriation of Surplus  
Based on results of operations and the outlook for business activities, the proposal for the year-end dividend for the 56th Fiscal Year is 12 yen per share.

**Proposal 2:** Election of Four (4) Directors (Excluding Directors Who Are Members of Audit & Supervisory Committee)  
Koshidaka Holdings proposes the election of the following four (4) Directors (excluding Directors who are members of Audit & Supervisory Committee).

No.	Attribute	Name
1	Reelection	Hiroshi Koshidaka
2	Reelection	Miwako Koshidaka
3	Reelection	Yoshihito Doi
4	Reelection	Akira Zama

**Proposal 3:** Election of Four (4) Directors Who Are Members of Audit & Supervisory Committee  
Koshidaka Holdings proposes the election of the following four (4) Directors who are members of Audit & Supervisory Committee. All of them are Outside Directors Candidates.

No.	Attribute	Name
1	Reelection	Shigeyuki Moriuchi
2	Reelection	Kenichi Takai
3	New	Kanako Murakami
4	New	Kaori Ota

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- \* When attending the shareholders meeting in person, please present the enclosed voting form to the receptionist at the meeting.
  - \* Of the items in documents distributed electronically, (5) System to Ensure the Propriety of Business Operations and (6) Operational Status of Systems to Ensure the Propriety of Business Operation under 2. Summary of the Company in the Business Report, the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements are posted on the Koshidaka Holdings website and the Tokyo Stock Exchange website pursuant to laws and regulations and the provisions in Article 16 of the Company's Articles of Incorporation, and therefore not included in the documents provided to shareholders who request paper documents.
  - \* If information distributed electronically is revised, the revised information will be posted on the Koshidaka Holdings website and the Tokyo Stock Exchange website.
  - \* The voting results for these proposals will be posted on the Koshidaka Holdings website after the closure of the meeting instead of providing notification using a paper document.

Shareholders who attend the meeting will not receive a gift from the Company. Thank you for your understanding.

## Reference Materials of General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

Koshidaka Holdings proposes the appropriation of surplus as follows:

Matters concerning year-end dividends

Based on the results of operations for the fiscal year ended August 31, 2025, which marked record high consolidated sales, operating profit and ordinary profit, and the outlook for business activities, Koshidaka Holdings proposes to pay a year-end dividend for the fiscal year as follows.

(1) Type of dividend

Cash

(2) Matters relevant to allotment of dividends and total amount to be distributed

Koshidaka Holdings proposes a dividend of 12 yen per share of its common shares.

Total dividends will be 1,005,351,024 yen.

(3) Effective date of the distribution of retained earnings

November 28, 2025

**Proposal 2: Election of Four (4) Directors (Excluding Directors Who Are Members of Audit & Supervisory Committee)**

The terms of office of all five (5) Directors (excluding Directors who are members of Audit & Supervisory Committee) will expire at the conclusion of this meeting. Accordingly, Koshidaka Holdings proposes the election of four (4) Directors (excluding Directors who are members of Audit & Supervisory Committee).

All candidates have been selected after incorporating the conclusions of the Nominations and Remuneration Committee of the Board of Directors following this committee’s discussions concerning candidates. The Audit & Supervisory Committee has determined that these candidates are suitable to serve as Directors based on their diverse backgrounds, skills and assessments of business operations and results of operations in the fiscal year and other items.

Candidates for Directors (excluding Directors who are members of Audit & Supervisory Board) are as follows:

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned
1	Hiroshi Koshidaka (April 2, 1960)	<p>April 1986      Joined the Company</p> <p>August 1995    Representative Director and President of the Company</p> <p>September 2010 Representative Director and CEO &amp; President (current) (Significant concurrent positions)</p> <p>Representative Director &amp; President of KOSHIDAKA Co., Ltd.</p> <p>Representative Director and Chairman of KOSHIDAKA PRODUCTS Co., LTD.</p> <p>Representative Director &amp; President of KOSHIDAKA INTERNATIONAL KL SDN. BHD.</p> <p>Representative Director &amp; President of Fukuru Co., Ltd.</p>	50,000
		<p>Reasons for nomination as a candidate for Director</p> <p>Since becoming a Representative Director in 1995, Mr. Koshidaka has used strong leadership and management decisions with accuracy, speed and flexibility to oversee the growth of the Koshidaka Group. He has contributed to the Koshidaka Group achieving record high consolidated sales, operating profit and ordinary profit in the fiscal year ended August 31, 2025. Mr. Koshidaka is a candidate for election as a Director in order to benefit from his extensive knowledge and experience in management and related industries, making him a leader essential to the management of the Koshidaka Group in order to quickly accomplish the goals of the medium-term business plan.</p>	
2	Miwako Koshidaka (November 23, 1960)	<p>January 1980    Joined Dai-ichi Securities Co., Ltd. (current Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>May 1986        Joined the Company</p> <p>March 2000     Audit &amp; Supervisory Board member of the Company</p> <p>January 2002    Director, General Manager of General Affairs Department of the Company</p> <p>September 2010 Director, in charge of General Affairs of the Company</p> <p>March 2014     Managing Director, in charge of General Affairs of the Company</p> <p>September 2023 Managing Director, in charge of Human Resources of the Company</p> <p>November 2023 Senior Executive Director, in charge of Human Resources of the Company (current) (Significant concurrent positions)</p> <p>Representative Director and President of KOSHIDAKA Business Support Co.,LTD.</p> <p>Senior Executive Director, General Manager of Human Resources Division of KOSHIDAKA Co., Ltd.</p> <p>Representative Director and President of Yozan Co., Ltd.</p>	664,000
		<p>Reasons for nomination as a candidate for Director</p> <p>Since her election as a Director in 2002, Ms. Koshidaka has properly conducted internal management operations as a manager involving administrative and human resources operations. Ms. Koshidaka has been nominated as a candidate for Director, based on our belief that she will continue to contribute to the growth and advancement of the Koshidaka Group by leveraging her extensive experience and proven track record, not only in her own area of responsibility, but also across a broad range of fields including sales, compliance, and sustainability, and by driving forward initiatives such as the new personnel system, “WIP (Koshidaka Workstyle Innovation Plan).”</p>	

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned
3	Yoshihito Doi (March 20, 1961)	<p>April 1984      Joined KOKUSAI Securities Co., Ltd. (current Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>June 1999      Joined TAKASAGO ELECTRIC INDUSTRY CO., LTD. (current Konami Amusement Co., Ltd.)</p> <p>July 2009      Joined the Company as General Manager of Internal Control Promotion Office</p> <p>September 2010      Director, in charge of Group Management of the Company</p> <p>March 2015      Managing Director, in charge of Group Management of the Company</p> <p>September 2023      Managing Director, in charge of Group CF of the Company</p> <p>November 2023      Senior Executive Director, in charge of Group CF of the Company (current)</p> <p>(Significant concurrent positions)</p> <p>Senior Executive Director, General Manager of Accounting &amp; Finance Division of KOSHIDAKA Co., Ltd.</p> <p>Vice President, Director of KOSHIDAKA Business Support Co.,LTD.</p> <p>Vice Chairman, Director of KOSHIDAKA PRODUCTS Co., LTD.</p> <p>Representative Director of KOSHIDAKA KOREA Co., Ltd.</p>	707,200
		<p>Reasons for nomination as a candidate for Director</p> <p>Since his election as a Director in 2010, Mr. Doi has been involved in the management of the Koshidaka Group as a manager by establishing and implementing financial strategies. Mr. Doi has been nominated as a candidate for Director, based on our belief that he will continue to contribute to the growth and advancement of the Koshidaka Group by leveraging his extensive experience and proven track record in management strategy, including M&amp;A, overseas business, and digital transformation (DX), and by providing leadership in both the offensive and defensive aspects of our operations.</p>	
4	Akira Zama (November 19, 1972)	<p>April 1997      Joined SUNKUS &amp; ASSOCIATES INC.</p> <p>May 2008      Joined METRO Cash &amp; Carry Japan K.K.</p> <p>January 2014      Joined BEATRICE Co., Ltd.</p> <p>January 2015      Joined Regus Japan K.K.</p> <p>June 2015      Joined the Company</p> <p>March 2017      Operating Officer, in charge of Overseas Operations of the Company</p> <p>November 2019      Director, Operating Officer, in charge of Overseas Operations of the Company</p> <p>June 2022      Director, Operating Officer, General Manager of Overseas Operations Department of the Company (current)</p> <p>(Significant concurrent positions)</p> <p>Director of KOSHIDAKA INTERNATIONAL KL SDN. BHD.</p>	2,455
		<p>Reasons for nomination as a candidate for Director</p> <p>Since becoming a Director in 2019, Mr. Zama has played a major role in business planning and operations as an overseas business manager for the Koshidaka Group's growth in Southeast Asia. Mr. Zama has been nominated as a candidate for Director, based on the belief that he will continue to contribute to the growth and advancement of the Koshidaka Group, as he is currently leading the aggressive opening of new stores in Southeast Asia and further advancing our overseas market development initiatives by utilizing his experience in sales and overseas business operations.</p>	

- Notes
1. Director candidate Mr. Hiroshi Koshidaka serves concurrently as Representative Director and President of Fukuru Co., Ltd., which is one of the Company's major shareholders.
  2. Director candidate Ms. Miwako Koshidaka serves concurrently as Representative Director and President of Yozaan Co., Ltd., which is one of the Company's major shareholders.
  3. There are no special conflicts of interests between other candidates for Directors and the Company.
  4. The Company has entered into a liability insurance contract with an insurance company for Directors and Audit & Supervisory Committee members as stipulated in Article 430-3, Paragraph 1 of the Companies Act. Under this insurance contract, compensation for legal damages and dispute costs incurred by an insured individual will be covered, and the Company paid the entire insurance premium. The four candidates will be included in the individuals covered by this insurance policy. The Company plans to renew the contract in the middle of their terms of office.
  5. The number of shares owned is as of August 31, 2025.

### Proposal 3: Election of Four (4) Directors Who Are Members of Audit & Supervisory Committee

The terms of office of all three (3) Directors who are members of Audit & Supervisory Committee will expire at the conclusion of this meeting. Accordingly, we propose the election of four (4) Directors who are members of Audit & Supervisory Committee, an increase in the number of these Directors by one (1), in order to strengthen auditing capabilities.

We have obtained approval for this proposal from the Audit & Supervisory Committee.

Candidate for Directors who are members of Audit & Supervisory Committee are as follows:

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned
1	Shigeyuki Moriuchi (February 26, 1957)	October 1982	Joined Price Waterhouse Certified Public Accountants Office
		July 1998	Senior Partner of Aoyama Audit Corporation
		October 2005	Director of ChuoAoyama Audit Corporation
		May 2007	Senior Partner of Kasumigaseki Audit Corporation (current Grant Thornton Taiyo LLC)
		January 2010	Managing Partner of Kasumigaseki Audit Corporation
		November 2012	Outside Audit & Supervisory Board member of the Company
		October 2013	Partner of Grant Thornton Taiyo LLC
		November 2015	Outside Director (Audit & Supervisory Committee member) of the Company (current)
		(Significant concurrent positions)	
		Representative of Shigeyuki Moriuchi Certified Public Accountant Office	
		Outside Corporate Auditor of DyDo GROUP HOLDINGS, INC.	
Reasons for nomination as a candidate for Outside Director and his expected roles and duties			
Although Mr. Moriuchi has not been directly involved in company management, he has been engaged in company audit for many years in major audit firms. Based on his extensive knowledge and experience obtained in successively filling various posts, such as Senior Partner and Director, he has contributed to strengthening the corporate governance of the Koshidaka Group since his appointment as an Outside Audit & Supervisory Board member in 2012 and as a member of the Audit & Supervisory Committee in 2015. Mr. Moriuchi has been nominated as a candidate for Outside Director because the Company believes that he will continue to appropriately supervise the management of the Koshidaka Group.			
2	Kenichi Takai (July 10, 1952)	April 1976	Joined The Gunma Bank, Ltd.
		June 2007	Executive Officer, General Manager of Corporate Planning Department of The Gunma Bank, Ltd.
		June 2009	Director and Executive Officer, General Manager of Head Office Sales Department of The Gunma Bank, Ltd.
		June 2011	Managing Director of The Gunma Bank, Ltd.
		June 2014	Senior Managing Director of The Gunma Bank, Ltd.
		June 2016	Board Chairman of Gunma economic Research Institute , General Incorporated Foundation
		June 2016	Outside Audit & Supervisory Board member of YAMATO Inc.
		November 2019	Outside Director (Audit & Supervisory Board member) of the Company (current)
Reasons for nomination as a candidate for Outside Director and his expected roles and duties			
Mr. Takai has contributed to strengthening the Koshidaka Group's corporate governance since his appointment as an Audit & Supervisory Committee member in 2019, based on his extensive experience and a wide range of knowledge as a manager of a financial institution for many years. Mr. Takai has been nominated as a candidate for Outside Director because the Company believes that he will continue to appropriately supervise the management of the Koshidaka Group.			

No.	Name (Date of Birth)	Brief personal record, positions, responsibilities and significant concurrent positions	No. of shares owned
3	Kanako Murakami (Name on the family register: Kanako Sato) (March 13, 1978)	<p>October 2001 Registered as an attorney</p> <p>October 2001 Joined Nozomi Sogo Attorneys at Law</p> <p>April 2021 Partner, Nozomi Sogo Attorneys at Law (current)</p> <p>April 2023 Executive Governor, Japan Federation of Bar Associations (Significant concurrent positions)</p> <p>Outside Auditor of Shinsei Trust &amp; Banking Co., Ltd.</p> <p>Part-time Statutory Auditor of LPIXEL Inc.</p> <p>Outside Director of INES Corporation</p>	-
<p>Reasons for nomination as a candidate for Outside Director and her expected roles and duties</p> <p>Although Ms. Murakami has not been directly involved in company management, she has worked as an attorney in the areas of compliance and risk management for a wide range of companies, while also serving as an outside director at other firms, where she has overseen corporate management. Ms. Murakami has been nominated as a candidate for Outside Director based on the belief that she will appropriately oversee the management of the Koshidaka Group and contribute to strengthening its corporate governance by leveraging her extensive experience and specialized expertise.</p>			
4	Kaori Ota (December 4, 1981)	<p>April 2011 Registered as attorney at law</p> <p>August 2015 Joined Rodyk &amp; Davidson LLP (currently Dentons Rodyk &amp; Davidson LLP)</p> <p>December 2016 Joined ORIX Corporation</p> <p>December 2018 Registered as attorney at law in State of New York</p> <p>June 2019 Joined Hibiya-Nakata Law Office</p> <p>July 2023 Partner, Hibiya-Nakata Law Office (current) (Significant concurrent positions)</p> <p>Outside Director of INTELLIGENT WAVE INC.</p>	-
<p>Reasons for nomination as a candidate for Outside Director and her expected roles and duties</p> <p>Although Ms. Ota has not been directly involved in company management, she is qualified as an attorney in both Japan and the United States and possesses extensive experience and specialized expertise, particularly in overseas business. She has also served as an in-house counsel at a corporation. Ms. Ota has been nominated as a candidate for Outside Director based on the belief that she will contribute to strengthening the Koshidaka Group's corporate governance and appropriately oversee its management as the Group pursues growth in its overseas business.</p>			

- Notes
1. There are no special conflicts of interests between each candidate and the Company.
  2. All the candidates are those for Outside Director.
  3. Two of the candidates are currently Outside Directors who are members of the Audit & Supervisory Committee of the Company, and their terms of office will be ten years for Mr. Shigeyuki Moriuchi and six years for Mr. Kenichi Takai at the conclusion of this meeting. In the past, Mr. Moriuchi has been an officer (Audit & Supervisory Board member) who is not a business executive of the Company.
  4. The Company has entered into a contract with Mr. Moriuchi and Mr. Takai to limit liabilities to damages to the Company as stipulated in Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the said Act. The contract limits the amount of their liability for compensation to the minimum liability amount stipulated by laws and regulations. If approval is given for these two candidates to be appointed as Outside Directors, the Company intends to continue this liability limitation contract. If Ms. Kanako Murakami and Ms. Kaori Ota are approved as new Outside Directors, the Company intends to enter into the same contract with them.
  5. The Company has entered into a liability insurance contract with an insurance company for Directors and Audit & Supervisory Committee members as stipulated in Article 430-3, Paragraph 1 of the Companies Act. Under this insurance contract, compensation for legal damages and dispute costs incurred by an insured individual will be covered, and the Company paid the entire insurance premium. The candidates will be included in the individuals covered by this insurance policy. The Company plans to renew the contract in the middle of their terms of office.
  6. The Company has registered Mr. Moriuchi and Mr. Takai as qualified independent directors (Outside Directors who are members of the Audit & Supervisory Committee) as stipulated in the rules of the Tokyo Stock Exchange. If these four candidates are appointed, the Company will make all of them independent directors (Outside Directors).
  7. The number of shares owned is as of August 31, 2025.

## Reference

If shareholders approve Proposals 2 and 3, Koshidaka Holdings will have the following Directors and Executive Officers who have the following skills.

This table does not include all of the skills and knowledge of each individual.

	Name	Outside/ Independent	Skills										
			Corporate management	ESG/ Sustainability	Marketing/ Store operation	Property development	Internationality/ Overseas development	New business development	Personnel and labor management/ Human resources	Finance and Accounting / M&A	IT/DX	Legal/ Risk management / Internal control	
Directors	Hiroshi Koshidaka		●	●	●	●			●		●		
	Miwako Koshidaka		●	●	●					●			●
	Yoshihito Doi		●	●			●				●	●	
	Akira Zama		●		●		●				●		
	Shigeyuki Moriuchi	Outside Independent		●							●		●
	Kenichi Takai	Outside Independent	●	●									●
	Kanako Murakami	Outside Independent		●						●			●
	Kaori Ota	Outside Independent					●				●		●
Executive Officers	Toshiyuki Sasaki		●		●	●							
	Takuma Tanaka				●	●				●			
	Kei Tanaka				●	●					●		
	Hiromichi Kikuchi						●				●	●	
	Ryo Miura			●						●			●
	Satoshi Koshidaka		●					●	●			●	
	Kazuyoshi Obata		●					●	●			●	
	Jiro Jundo						●				●		