

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 3107)

June 5, 2025

To our shareholders:

Yukihiro Nishimura Representative Director, President
Daiwabo Holdings Co., Ltd.
2-4, Nakanoshima 3-chome, Kita-ku, Osaka

NOTICE OF THE 115TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

This is to notify you of the 115th Annual General Meeting of Shareholders of Daiwabo Holdings Co., Ltd. (the “Company”), which will be held as described below.

With regard to convening this general meeting of shareholders, the Company takes measures for providing information in electronic format that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which the measures for providing information in electronic format will be taken) and posts this information on the following websites. Please access either website by using the Internet addresses shown below to review the information.

The Company’s website:

<https://www.daiwabo-holdings.com/> (in Japanese)

(From the above website, select “Investor Relations,” “Stock Information,” and then “General Meeting of Shareholders.”)

Website with posted informational materials for the general meeting of shareholders

<https://d.sokai.jp/3107/teiji/> (in Japanese)

If you are unable to attend the meeting, you can exercise your voting rights via the Internet or in writing (by mail). Please exercise your voting rights no later than 5:30 p.m. on June 26, 2025 (Thursday) after reviewing the attached Reference Documents for the Annual General Meeting of Shareholders.

[For shareholders exercising voting rights via the Internet]

Please access the website for exercising voting rights designated by the Company (<https://evote.tr.mufg.jp/>) (in Japanese), use the “Login ID” and “Temporary Password” indicated on the voting form enclosed with this convocation notice, and follow the instructions on the screen to indicate your approval or disapproval for each proposal on the agenda by the deadline mentioned above.

When exercising your voting rights via the Internet, please refer to the “Procedures for Exercising Voting Rights via the Internet” on page 4 (in Japanese only).

[For shareholders exercising voting rights in writing (by mail)]

Please use the voting form to indicate your approval or disapproval for each proposal on the agenda and return the voting form so that it arrives by the deadline mentioned above.

- 1. Date and Time:** Friday, June 27, 2025 at 10:00 a.m. (Japan Standard Time) (doors open at 8:45 a.m.)
- 2. Venue:** Obic Hall, Obic Midosuji Bldg. 2nd Floor
4-2-3 Hiranomachi, Chuo-ku, Osaka

3. Purposes:

Items to be reported:

1. Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements for the 114th Term (from April 1, 2024 to March 31, 2025)
2. Results of audit of the Consolidated Financial Statements for the 114th Term by the Accounting Auditor and the Audit & Supervisory Board

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Eight (8) Directors
- Proposal 3:** Election of One (1) Substitute Audit & Supervisory Board Member

4. Other Matters Regarding the Convocation of the Meeting (Guide to Exercising Voting Rights)

- (1) If no indication of approval or disapproval of a proposal is made on a voting form exercised in writing (by mail), it will be treated as an indication of approval.
 - (2) If a voting right is exercised multiple times via the Internet, the last vote shall be deemed effective.
 - (3) If a voting right is exercised both via the Internet and in writing (by mail), the vote exercised via the Internet shall be deemed effective, regardless of the date of receipt.
 - (4) If exercising voting rights by proxy, one (1) other shareholder with voting rights may attend the meeting as your proxy. However, please note that you will be required to submit a document evidencing the authority of proxy.
 - (5) If diversely exercising voting rights, please notify the Company of your intention to do so and the reason thereof at least three (3) days prior to the date of the general meeting of shareholders.
- If revisions to the items for which the measures for providing information in electronic format will be taken arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the websites listed on page 1.
- Shareholders who have requested the delivery of paper-based documents will also receive paper-based documents stating the items for which the measures for providing information in electronic format will be taken. However, these paper-based documents will exclude the following items in accordance with laws and regulations and the Company's Articles of Incorporation.
- 1) Statement of Changes in Consolidated Shareholders' Equity, Etc. and Notes on the Consolidated Financial Statements in the Consolidated Financial Statements
 - 2) Statement of Changes in Shareholders' Equity, Etc. and Notes on the Non-Consolidated Financial Statements in the Non-Consolidated Financial Statements

Accordingly, the Consolidated Financial Statements and Non-Consolidated Financial Statements included in these paper-based documents are part of the documents included in the scope of audits by the Accounting Auditor and the Audit & Supervisory Board in preparing their respective audit reports.

Reference Documents for the Annual General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

As our important task for the management is distribution of profits, our basic policy is to distribute profits to our shareholders continuously and stably while maintaining a necessary internal reserve based on performance.

With consideration to the actual results of current term, the distribution of the surplus is proposed as indicated below.

Matters related to year-end dividends

(1) Allocation of dividend property and total amount thereof

45 yen per common share of the Company

Total amount of dividends: 4,045,934,835 yen

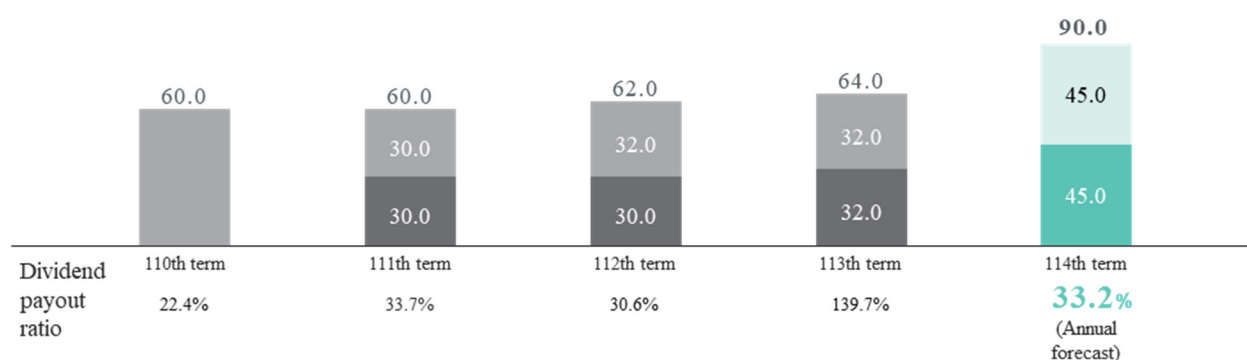
Since we are paying an interim dividend of 45 yen per share, the annual dividend for the current fiscal year will be 90 yen per share.

(2) Effective date of distribution of dividends of surplus

June 30, 2025

Changes in Dividends (Unit: Yen)

■ Interim ■ Year-end



Note: The Company implemented a stock split, on April 1, 2021 in the 111th term, and the annual dividend for the 110th term is adjusted retroactively taking into account such stock split.

Proposal 2: Election of Eight (8) Directors

As the terms of office of all eight (8) Directors will expire at the close of this Annual General Meeting of Shareholders, the Company proposes that eight (8) Directors be elected.

The candidates for Directors are as follows:

No.	Name		Gender	Age (tenure)	Position and responsibility
1	Reelection	Yukihiro Nishimura	Male	63 (8 years)	Representative Director, President Audit & Supervisory Board Member, DAIWABO INFORMATION SYSTEM CO., LTD. Audit & Supervisory Board Member, O-M Ltd.
2	Reelection	Tsukasa Igari	Male	61 (3 years)	Managing Director Representative, Corporate Strategy Audit & Supervisory Board Member, DAIWABO INFORMATION SYSTEM CO., LTD. Audit & Supervisory Board Member, O-M Ltd.
3	Reelection	Takao Yamashita	Male	56 (1 year)	Managing Director Representative, Business Administration
4	Reelection Outside Independent Officer	Yukiko Yoshimaru	Female	65 (4 years)	Director
5	Reelection Outside Independent Officer	Takako Fujiki	Female	55 (4 years)	Director
6	Reelection Outside Independent Officer	Tetsuro Hori	Male	63 (2 years)	Director
7	Reelection Outside Independent Officer	Misawa Kishinami	Female	52 (1 year)	Director
8	New election Outside Independent Officer	Shigeru Dohno	Male	62 (-)	—

No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares held
1	<p>Yukihiro Nishimura (June 14, 1961, 63 years old) Reelection</p> <p>Tenure: 8 years</p> <p>Attendance at meetings of the Board of Directors: 15 out of 15 (100%)</p>	<p>Apr. 1985 Joined DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>June 2006 Director of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Apr. 2012 Managing Director of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>June 2012 Executive Managing Officer of the Company</p> <p>June 2017 Director, Executive Managing Officer and Representative, Group headquarters of the Company</p> <p>Director of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>June 2018 Director, Senior Executive Managing Officer of the Company</p> <p>Apr. 2020 Representative Director, President of the Company (present position)</p> <p>Significant concurrent positions outside the Company</p> <p>Audit & Supervisory Board Member, DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Audit & Supervisory Board Member, O-M Ltd.</p>	31,000 shares
<p>Reason for nominating as a candidate for Director</p> <p>Yukihiro Nishimura has extensive work experience through being involved mainly in the IT Infrastructure Distribution Business since he joined the Company. He has knowledge of business in general, global business management, and in administration and operations work as he has served as the Company's Director, Executive Managing Officer since 2017, Director, Senior Executive Managing Officer since 2018, and Representative Director, President since 2020. Therefore, the Company is re-nominating him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility		Number of the Company’s shares held
2	Tsukasa Igari (January 22, 1964, 61 years old) Reelection Tenure: 3 years Attendance at meetings of the Board of Directors: 15 out of 15 (100%)	Nov. 1994	Joined DAIWABO INFORMATION SYSTEM CO., LTD.	6,467 shares
		Apr. 2020	Chief Member, Financial Management Department of the Company	
		Oct. 2020	General Manager, IR/PR Department of the Company	
		June 2021	Deputy Representative, Corporate Strategy and General Manager, IR/PR Department of the Company	
		Apr. 2022	Deputy Representative, Corporate Strategy and General Manager, Corporate Strategy Department of the Company	
		June 2022	Director, Representative, Corporate Strategy and General Manager, Corporate Strategy Department of the Company	
		Apr. 2024	Managing Director, Representative, Corporate Strategy of the Company (present position)	
		Significant concurrent positions outside the Company		
		Audit & Supervisory Board Member, DAIWABO INFORMATION SYSTEM CO., LTD.		
		Audit & Supervisory Board Member, O-M Ltd.		
Reason for nominating as a candidate for Director Tsukasa Igari has experience and insights gained over a period of many years in the Sales, Purchasing, Planning, and Logistics departments after joining DAIWABO INFORMATION SYSTEM CO., LTD. He has knowledge of business in general and corporate strategy as he has served as the Company’s General Manager of IR/PR Department since 2020, Deputy Representative of Corporate Strategy since 2021, Director and Representative of Corporate Strategy since June 2022, and Managing Director and Representative of Corporate Strategy since 2024. Therefore, the Company is re-nominating him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, position and responsibility		Number of the Company's shares held
3	<p>Takao Yamashita (September 1, 1968, 56 years old) Reelection</p> <p>Tenure: 1 year</p> <p>Attendance at meetings of the Board of Directors: 11 out of 11 (100%)</p>	<p>Mar. 1990</p> <p>June 2016</p> <p>July 2016</p> <p>Apr. 2020</p> <p>June 2020</p> <p>Apr. 2021</p> <p>Apr. 2024</p> <p>June 2024</p> <p>Feb. 2025</p>	<p>Joined DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Director, Deputy General Manager, West-Japan Sales Division of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Director, General Manager, East-Japan Sales Division of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Director, General Manager, Metropolitan Sales Division of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Managing Director, General Manager, Metropolitan Sales Division of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Managing Director, General Manager, Procurement & Sales Promotion Division of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Managing Director, Division General Manager, procurement and sales promotion operations of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Managing Director, Representative, Business Administration and General Manager, Legal/Compliance Department of the Company</p> <p>Managing Director, Representative, Business Administration of the Company (present position)</p>	12,925 shares
	<p>Reason for nominating as a candidate for Director</p> <p>Takao Yamashita has extensive experience encompassing all businesses of DAIWABO INFORMATION SYSTEM CO., LTD gained over a period of many years in the Sales and Procurement & Sales Promotion departments after joining the said company. He has knowledge of business in general and business administration as he has served as Director of DAIWABO INFORMATION SYSTEM CO., LTD. since 2016 and Managing Director and Representative of Business Administration of the Company since 2024. Therefore, the Company is re-nominating him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares held
4	<p>Yukiko Yoshimaru (February 1, 1960, 65 years old) Reelection Outside Independent Officer</p> <p>Tenure: 4 years</p> <p>Attendance at meetings of the Board of Directors: 15 out of 15 (100%)</p>	<p>Apr. 1982 Joined Oki Electric Industry Co., Ltd.</p> <p>Apr. 1998 Director of Oki America Inc. and Head of the New York office of Oki Electric Industry Co., Ltd.</p> <p>Oct. 2004 General Manager, Diversity Development Office of Nissan Motor Co., Ltd.</p> <p>Apr. 2008 Joined Nifco Inc.</p> <p>June 2011 Managing Director of Nifco Inc.</p> <p>Apr. 2018 Outside Director of Sekisui House, Ltd. (present position)</p> <p>June 2019 Outside Director of Mitsui Chemicals, Inc.</p> <p>June 2021 Outside Director of the Company (present position)</p> <p>June 2024 Outside Director of Nichirei Corporation (present position)</p> <p>Significant concurrent positions outside the Company</p> <p>Outside Director of Sekisui House, Ltd.</p> <p>Outside Director of Nichirei Corporation</p>	3,800 shares
<p>Reason for nominating as a candidate for Outside Director, and overview of expected role</p> <p>Yukiko Yoshimaru, in addition to having experience in and knowledge of the human capital management and diversity field through her experience as a corporate officer for companies in and outside Japan, has also accumulated deep insights in the course of conducting efforts to strengthen governance as outside director of listed companies, etc. The Company expects that she will contribute to the business and financial management of the Company through such insights. Therefore, the Company is re-nominating her as a candidate for Outside Director. Expectations for her role if elected as Outside Director will be that she makes use of her knowledge to supervise and provide advice, particularly to the Board of Directors, etc. from an objective standpoint independent of management to strengthen governance and promote human capital management and diversity, which are essential to sustained enhancement of the Company's corporate value.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility		Number of the Company's shares held
5	<p>Takako Fujiki (January 30, 1970, 55 years old) Reelection Outside Independent Officer</p> <p>Tenure: 4 years</p> <p>Attendance at meetings of the Board of Directors: 14 out of 15 (93%)</p>	<p>Nov. 1993 Joined Intel Japan K.K.</p> <p>Oct. 2005 General Manager, Business Planning and Business Operations Group of Intel Japan K.K.</p> <p>Jan. 2013 Executive Officer, General Manager, Global Sales Division of Intel Japan K.K.</p> <p>May 2019 Executive Officer, General Manager, Sales Division of Google Japan G.K.</p> <p>June 2021 Outside Director of the Company (present position)</p> <p>Nov. 2022 Senior Executive Officer, General Manager, Sales Division of Google Japan G.K. (present position)</p> <p>Significant concurrent positions outside the Company Senior Executive Officer, General Manager, Sales Division of Google Japan G.K.</p>		1,900 shares
	<p>Reason for nominating as a candidate for Outside Director, and overview of expected role</p> <p>Takako Fujiki has extensive knowledge and experience in companies that occupy a major position globally in the ICT industry. The Company expects that she will contribute to the business and financial management of the Company through the deep insights she has accumulated. Therefore, the Company is re-nominating her as a candidate for Outside Director. Expectations for her role if elected as Outside Director will be that she makes use of her knowledge to supervise and provide advice, particularly to the Board of Directors, etc. from an objective standpoint independent of management, regarding Group growth strategy centering on the Company's mainstay IT Infrastructure Distribution business, as well as the shift to ICT in business administration for the Group as a whole.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares held
6	<p>Tetsuro Hori (October 20, 1961, 63 years old) Reelection Outside Independent Officer</p> <p>Tenure: 2 years</p> <p>Attendance at meetings of the Board of Directors: 15 out of 15 (100%)</p>	<p>Apr. 1985 Joined Tokyo Electron Ltd.</p> <p>Apr. 2001 General Manager, Corporate Strategy Office of Tokyo Electron Ltd.</p> <p>June 2003 General Manager, Legal/Intellectual Property Department and General Manager, Corporate Strategy Office of Tokyo Electron Ltd.</p> <p>June 2013 Director, Vice President, General Manager, Legal/Intellectual Property of Tokyo Electron Ltd.</p> <p>June 2015 Director, Senior Vice President, General Manager, Corporate Administration Division of Tokyo Electron Ltd.</p> <p>June 2016 Representative Director, Executive Vice President, General Manager, Corporate Administration Division of Tokyo Electron Ltd.</p> <p>June 2017 Representative Director, CFO, Executive Vice President of Tokyo Electron Ltd.</p> <p>Apr. 2018 Director, Executive Vice President, Special Mission of Tokyo Electron Ltd.</p> <p>June 2019 Senior Vice President, General Manager, Subleader, Business Innovation Project of Tokyo Electron Ltd.</p> <p>July 2022 Senior Advisor of Tokyo Electron Ltd.</p> <p>Dec. 2022 Head of Operations, Legal/IP Advisor, Value Quest Partners Co., Ltd. (present position)</p> <p>June 2023 Outside Director of the Company (present position)</p> <p>Feb. 2024 Executive Advisor, Corporate Strategy Office of Tokyo Electron Ltd.</p> <p>Jan. 2025 Director, Vice President, Officer, CFO/CLO of JSR Corporation</p> <p>Apr. 2025 Representative Director, CEO, President of JSR Corporation (present position)</p> <p>Significant concurrent positions outside the Company Representative Director, CEO, President of JSR Corporation Head of Operations, Legal/IP Advisor, Value Quest Partners Co., Ltd.</p>	700 shares
<p>Reason for nominating as a candidate for Outside Director, and overview of expected role</p> <p>Tetsuro Hori has extensive knowledge and experience in corporate planning, legal affairs, intellectual property, finance, accounting and financing as manager of a listed international company. The Company expects that he will contribute to the business and financial management of the Company through the deep insights and is therefore re-nominating him as a candidate for Outside Director. Expectations for his role if elected as Outside Director will be that he makes use of his knowledge to provide supervision and advice regarding formulation of and progress with management plans, selection and concentration of business, growth strategies, strengthening of governance, and ideal shareholder return policies with consideration to appropriate capital allocation, among others.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility		Number of the Company's shares held
7	<p>Misawa Kishinami (November 4, 1972, 52 years old) Reelection Outside Independent Officer</p> <p>Tenure: 1 year</p> <p>Attendance at meetings of the Board of Directors: 10 out of 11 (91%)</p>	<p>Apr. 1995 Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>Aug. 2000 Joined Goldman Sachs Japan Co., Ltd.</p> <p>Dec. 2012 General Manager, Loan Syndication Department, Capital Market Headquarters, Investment Banking Division of Goldman Sachs Japan Co., Ltd</p> <p>Dec. 2018 Executive Director, Investment Banking Division of UBS Securities Japan Co., Ltd.</p> <p>June 2022 Outside Director of SHIBAURA ELECTRONICS CO., LTD. (present position)</p> <p>June 2024 Outside Director of the Company (present position)</p> <p>Significant concurrent positions outside the Company Outside Director of SHIBAURA ELECTRONICS CO., LTD.</p>		100 shares
<p>Reason for nominating as a candidate for Outside Director, and overview of expected role</p> <p>Misawa Kishinami has extensive experience at a large financial institution in supporting companies in terms of corporate strategy, and therefore has broad insight and highly specialized skills particularly in financing and capital markets. The Company expects that she will contribute to the business and financial management of the Company through the deep insights and is therefore re-nominating her as a candidate for Outside Director. Expectations for her role if elected as Outside Director will be that she makes use of her knowledge to supervise and provide advice from an objective standpoint independent of management, particularly regarding formulation of management plans, and ideal growth strategies and shareholder returns with consideration to appropriate capital allocation, among others.</p>				
8	<p>Shigeru Dohnno (August 15, 1962, 62 years old) New election Outside Independent Officer</p>	<p>Apr. 1986 Joined Matsushita Electric Works, Ltd.</p> <p>Apr. 2013 Director, Kitchen Appliances Business Division, Appliances Company of Panasonic Corporation</p> <p>Apr. 2015 Managing Officer, Appliances Company (In charge of Business Strategy and Planning) of Panasonic Corporation</p> <p>Apr. 2017 Managing Officer, Appliances Company (In charge of Food Retail & Commercial Equipment) of Panasonic Corporation</p> <p>Apr. 2019 Vice President, Appliances Company (In charge of Home Appliances Business) of Panasonic Corporation</p> <p>Oct. 2021 Executive Vice President of Panasonic Corporation and CEO of China & Northeast Asia Company</p> <p>Oct. 2023 Director, Executive Vice President of Panasonic Corporation and President of Living Appliances and Solutions Company</p>		0 shares
<p>Reason for nominating as a candidate for Outside Director, and overview of expected role</p> <p>Shigeru Dohnno played a central role in business management at a major electronics manufacturer and has extensive experience and knowledge in formulating and specifically implementing growth strategies such as business restructuring and M&A. The Company expects that he will contribute to the business and financial management of the Company through such experience and knowledge and is therefore nominating him as a candidate for Outside Director. Expectations for his role if elected as Outside Director will be that he makes use of his knowledge to supervise and provide advice from an objective standpoint independent of management, particularly regarding building of growth strategies and formulation of management plans, and ideal shareholder returns with consideration to appropriate capital allocation, among others.</p>				

- Notes:
1. There is no special interest between any of the above candidates and the Company.
 2. Candidate for Director Takao Yamashita is expected to assume the position of Director of DAIWABO INFORMATION SYSTEM CO., LTD. and Director of O-M Ltd. on June 26, 2025.
 3. Yukiko Yoshimaru, Takako Fujiki, Tetsuro Hori, Misawa Kishinami and Shigeru Dohnno are all candidates for Outside Directors.

4. The Company has assigned and registered Yukiko Yoshimaru, Takako Fujiki, Tetsuro Hori and Misawa Kishinami as Independent Officers under the regulations of the Tokyo Stock Exchange. Each satisfies the Independence Standards for Independent Officers defined by the Company and has sufficient independence.
5. The Company intends to assign and register Shigeru Dohno as Independent Officer under the regulations of the Tokyo Stock Exchange. He satisfies the Independence Standards for Independent Officers defined by the Company and has sufficient independence.
6. Both Yukiko Yoshimaru and Takako Fujiki will have served as Outside Director of the Company for four (4) years upon the close of this meeting.
7. Tetsuro Hori will have served as Outside Director of the Company for two (2) years upon the close of this meeting.
8. Misawa Kishinami will have served as Outside Director of the Company for one (1) year upon the close of this meeting.
9. In order for Directors (excluding executive directors, etc.) to fully fulfill their expected roles, Article 24 of the Company's Articles of Incorporation provides that the Company may enter into an agreement with Directors (excluding executive directors, etc.) to limit their liability for damages to the Company caused by their negligence. The Company has entered into such agreements with Yukiko Yoshimaru, Takako Fujiki, Tetsuro Hori and Misawa Kishinami to limit their liability up to the amount stipulated by applicable laws and regulations. If the reelections of Yukiko Yoshimaru, Takako Fujiki, Tetsuro Hori and Misawa Kishinami are approved, the Company intends to continue the aforesaid liability limitation agreement with them. In addition, if Shigeru Dohno's election is approved, the Company intends to enter into the aforesaid liability limitation agreement with him.
10. To ensure its officers can adequately fulfill the roles expected of them in the performance of their duties, and to ensure the Company can attract capable personnel, the Company has entered into contracts for Directors' and Officers' Liability Insurance (D&O Insurance) as stipulated in Article 430-3, paragraph (1) of the Companies Act, with the insured being the Directors and Audit & Supervisory Board Members of the Company and its primary subsidiaries. In the event this proposal is approved as originally proposed and the Directors appointed, the candidates will each become insured parties under said insurance contracts. Under the aforesaid contracts, any damages arising from the insured persons, including directors and officers being held liable with regards to the execution of their duties, or from claims received in relation to pursuit of said liability, shall be compensated. However, there are certain reasons for exemption under which compensation shall not be made, including not covering for damages arising from actions carried out while recognizing they were in violation of the laws and regulations. The Company intends to renew the aforesaid contracts during the tenure of each candidate with same content.

(Reference) Skills Matrix (If Proposal 2 is approved and passed as originally proposed)

Name	Position and responsibility	Overall corporate management	Corporate planning and corporate strategy	Legal affairs, compliance and governance	Finance and accounting	Personnel, labor affairs, human resources development and diversity	ICT and DX-related	ESG and SDGs	Global business
Yukihiro Nishimura	Representative Director, President	●	●	●	●	●	●		
Tsukasa Igari	Managing Director, Representative of Corporate Strategy	●	●	●			●	●	
Takao Yamashita	Managing Director, Representative of Business Administration	●	●	●	●	●	●	●	
Yukiko Yoshimaru	Outside Director	●	●	●		●		●	●
Takako Fujiki	Outside Director	●	●			●	●		●
Tetsuro Hori	Outside Director	●	●	●	●		●		●
Misawa Kishinami	Outside Director	●	●		●	●		●	●
Shigeru Dohno	Outside Director	●	●	●			●	●	●
Masaya Ono	Full-time Audit & Supervisory Board Member			●	●				
Masuji Ueda	Outside Audit & Supervisory Board Member			●	●				
Saeko Kakuishi	Outside Audit & Supervisory Board Member			●					

<Details and reason for selection of each skill>

Skill	Details and reason for selection
Overall corporate management	Experience in corporate management enables candidates to make broader and higher-level decisions in the Group's management and across the entire range of medium- and long-term management strategies
Corporate planning and corporate strategy	For the growth of the Group as a whole, it is necessary to establish appropriate management strategies, such as business selection and concentration and business portfolio transformation, as well as knowledge and experience in business restructuring and M&A associated with such strategies
Legal affairs, compliance and governance	It is essential to strengthen the governance system and its implementation for the oversight of the Group, and knowledge and experience associated with this are necessary
Finance and accounting	Not only are skills related to finance and accounting necessary in overseeing the Group, but knowledge and experience in finance and capital markets and capital allocation are required to implement business restructuring, M&A and other activities
Personnel, labor affairs, human resources development and diversity	In addition to the utilization of human resources, the promotion of diversity is an important matter for the Group's growth and the resolution of social issues, and knowledge and experience to achieve these ends are necessary
ICT and DX-related	For the Group, in addition to the importance of promoting growth strategies in its IT infrastructure distribution business, the shift to ICT is also necessary for greater management efficiency in all businesses. Therefore, DX promotion is an issue that the Company should take the initiative in addressing for the expansion of its business, and knowledge and experience for this purpose are necessary
ESG and SDGs	Knowledge and experience related to these are necessary to take actions to resolve these social issues that the Company must proactively tackle
Global business	Due to tie-ups with global companies in the suppliers of the IT infrastructure distribution business, and since it has business sites and sales offices overseas in the industrial machinery business, it is beneficial for the Group to utilize global knowledge in building the Group's medium-term management strategies

Note: The above list is not an exhaustive list of all the skills possessed by each candidate, but only of those for which the candidates are expected to demonstrate expertise, knowledge, experience and abilities.

Proposal 3: Election of One (1) Substitute Audit & Supervisory Board Member

Motohiro Matsuyama was elected as a substitute Audit & Supervisory Board Member at the 114th Annual General Meeting of Shareholders held on June 27, 2024, and the effective period of that election will expire as of the commencement of this Annual General Meeting of Shareholders. Accordingly, in case the number of Audit & Supervisory Board Members stipulated in laws and regulations falls short, the Company proposes that one (1) substitute Audit & Supervisory Board Member be elected.

In addition, the agreement of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position	Number of the Company's shares held
Motohiro Matsuyama (January 8, 1969, 56 years old) Outside Independent Officer	<p>Oct. 1996 Joined Mitsuyuki Hayashi CPA Office (currently Share Tax Accountancy Corporation) and Yamato Audit Corporation (currently Yasaka Accounting Corporation)</p> <p>Nov. 1999 Joined Mizuho Audit Corporation (currently dissolved)</p> <p>Feb. 2002 Joined Osaka Office of ChuoAoyama Audit Corporation (currently dissolved)</p> <p>July 2007 Joined Osaka Office of Kyoritsu Audit Corporation</p> <p>Oct. 2010 Joined Osaka Office of Kasumigaseki Audit Corporation (currently Grant Thornton Taiyo LLC)</p> <p>Oct. 2013 Joined Grant Thornton Taiyo ASG LLC (currently Grant Thornton Taiyo LLC)</p> <p>July 2015 Representative Partner of SCS Global LLC</p> <p>July 2018 Established Motohiro Matsuyama Office as Certified Public Accountant and Certified Public Tax Accountant (present position)</p> <p>July 2021 Joined Alt Tsukiji LLC</p> <p>July 2022 Representative Partner of Alt Tsukiji LLC (present position)</p> <p>Dec. 2023 General Manager, Hyogo Branch of Japan Institute of Management and Administration (present position)</p> <p>Significant concurrent positions outside the Company Certified public accountant and certified public tax accountant</p>	0 shares
<p>Reason for nominating as a candidate for substitute Audit & Supervisory Board Member</p> <p>Motohiro Matsuyama has many years of experience as certified public accountant and certified public tax accountant at audit corporations, with extensive work experience in statutory auditing and various relevant inspections. In addition, he also has a broad track record of providing advice for companies about verification and evaluation of operating systems and internal controls, among others, by leveraging his capacity as certified systems auditor. Although he has never been directly involved in the management of a company, the Company has judged he will appropriately fulfill his duties as Outside Audit & Supervisory Board Member from an objective and fair standpoint, utilizing such experience, knowledge and capacity for the Company's audit system, and is re-nominating him as a candidate for substitute Outside Audit & Supervisory Board Member.</p>		

- Notes:
1. There is no special interest between the above candidate and the Company.
 2. Motohiro Matsuyama is a candidate for substitute Outside Audit & Supervisory Board Member.
 3. If Motohiro Matsuyama is appointed as Audit & Supervisory Board Member, the Company intends to assign and register him as Independent Officer under the regulations of the Tokyo Stock Exchange. He satisfies the Independence Standards for Independent Officers defined by the Company and has sufficient independence.
 4. In order for Audit & Supervisory Board Members to fully fulfill their expected roles, Article 30 of the Company's Articles of Incorporation provides that the Company may enter into an agreement with Audit & Supervisory Board Members to limit their liability for damages to the Company caused by their negligence. If Motohiro Matsuyama is appointed as Audit & Supervisory Board Member, the Company intends to enter into such agreement with him to limit his liability up to the amount stipulated by applicable laws and regulations.
 5. To ensure its officers can adequately fulfill the roles expected of them in the performance of their duties, and to ensure the Company can attract capable personnel, the Company has entered into contracts for Directors' and Officers' Liability Insurance (D&O Insurance) as stipulated in Article 430-3, paragraph (1) of the Companies Act, with the insured being the Directors and Audit & Supervisory Board Members of the Company and its primary subsidiaries. In the event this proposal is approved as originally proposed and Motohiro Matsuyama is appointed as Audit & Supervisory Board Member, the candidate will become an insured party under said insurance contract. Under the aforesaid contracts, any damages arising from the insured persons, including directors and officers being held liable with regards to the execution of their duties,

or from claims received in relation to pursuit of said liability, shall be compensated. However, there are certain reasons for exemption under which compensation shall not be made, including not covering for damages arising from actions carried out while recognizing they were in violation of the laws and regulations.

(Reference) Determination of Independence

The Company's Corporate Governance Guidelines stipulate the following Independence Standards for Independent Officers.

Independence Standards for Independent Officers

The Company's basic requirements for appointing independent officers are: they have an excellent personality and knowledge; they are expected to fulfill such functions and roles as conducting objective and appropriate supervision and audit from a professional perspective; and they are unlikely to cause conflicts of interest with general shareholders.

The Company's Independence Standards for Independent Officers is as follows, and is based on the independence criteria established by the Tokyo Stock Exchange.

Independence Criteria

1. A person who has not served as a director (excluding an outside director), audit & supervisory board members (excluding an outside audit & supervisory board member), executive officer, or any other important employee of the Company and its subsidiary or affiliates (hereinafter referred to as the "Company Group") in the past or at present.
2. A person who is not a major shareholder of the Company (a person who directly or indirectly holds 10% or more of the total voting rights) or an executive thereof.
3. A person who is not an executive of an entity that the Company Group is a major shareholder of.
4. The person who is not a person whose amount of transactions with the Company Group exceeds 2% of the Company's consolidated net sales or an executive thereof.
5. A person who is not a consultant or an accounting and legal specialist who receives remuneration of 10 million yen or more from the Company Group other than executive remuneration.
6. A person who is not a recipient of donations from the Company Group in excess of 2% of the Company's consolidated net sales or an executive thereof.