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Securities code: 3166

June 3, 2024

(Date of commencement of measures for electronic provision: May 31, 2024)

**To Shareholders with Voting Rights:**

Michihiro Ochi  
Representative Director  
President and Chief Executive Officer  
OCHI Holdings Co., Ltd.  
3-12-20 Nanotsu, Chuo-ku, Fukuoka,  
Japan

**NOTICE OF  
THE 14<sup>th</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 14<sup>th</sup> Annual General Meeting of Shareholders of OCHI Holdings Co., Ltd. (the “Company”) will be held as described below. You are cordially invited to attend the meeting.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision, and therefore posted the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (“the matters subject to measures for electronic provision”) on the websites shown in “4. Websites that post matters subject to measures for electronic provision” listed below. Please access the websites to view the information.

**If you are unable to attend the meeting in person, you can exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. (JST) Monday, June 24, 2024.**

**1. Date and Time:** Tuesday, June 25, 2024, at 10:00 a.m. Japan Standard Time

**2. Place:** The Grand Ballroom, 3<sup>rd</sup> Floor, Grand Hyatt Fukuoka  
1-2-82 Sumiyoshi, Hakata-ku, Fukuoka

**3. Meeting Agenda:**

- Matters to be reported:**
1. The business report and consolidated financial statements for the Company’s 14<sup>th</sup> Fiscal Year (April 1, 2023 – March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the consolidated financial statements
  2. Non-consolidated financial statements for the Company’s 14<sup>th</sup> Fiscal Year (April 1, 2023 – March 31, 2024)

**Proposals to be resolved:**

**Proposal 1:** Partial amendments to the Articles of Incorporation

**Proposal 2:** Election of seven (7) Directors (excluding Directors who are Audit and Supervisory Committee members)

**Proposal 3:** Election of one (1) Director who is an Audit and Supervisory Committee member

#### 4. Websites that post matters subject to measures for electronic provision:

No.	Website name and URL
1	The Company website: <a href="https://www.ochiholdings.co.jp/english/stockholder/library/summon/">https://www.ochiholdings.co.jp/english/stockholder/library/summon/</a> Click on the “Notice to convene Annual General Meeting 2024.”
2	TSE Listed Company Search (Tokyo Stock Exchange): <a href="https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show">https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show</a> Enter the issue name (company name) or securities code, and click on “Search,” and then click on “Basic information” and select “Documents for public inspection/PR information.”
3	The Portal of Shareholders’ Meeting®: (Operated by Sumitomo Mitsui Trust Bank) <a href="https://www.soukai-portal.net">https://www.soukai-portal.net</a> (in Japanese only) Scan the QR code printed on the enclosed Voting Rights Exercise Form or enter your ID and password. * QR Code is a registered trademark of Denso Wave Incorporated.

\* Please note that each website may be temporarily inaccessible due to scheduled maintenance or other reasons.

If you are unable to view the website, please check another website or access it again after some time.

#### 5. Matters determined in convening the Meeting:

- (1) If you exercise the voting rights in duplicate via the Internet, etc. and via the Voting Rights Exercise Form, the vote via the Internet, etc. shall be deemed valid.
- (2) If you exercise your voting rights more than once via the Internet, etc., the last vote shall be deemed valid.
- (3) If neither approval nor disapproval of a proposal is indicated, it shall be treated as a vote of approval.

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- **When attending the meeting, please submit the enclosed Voting Rights Exercise Form to the receptionist desk.**
  - **Please understand that souvenirs will not be provided and the social gathering for the shareholders will not be held at this General Meeting of Shareholders.**
  - **In consideration of the environment, the event will be held in Cool Biz (casual office clothing during the summer) attire.**
  - **In the event of any revisions to the matters subject to measures for electronic provision, a notice informing before-and-after revisions will be posted on the websites shown in “4. Websites that post matters subject to measures for electronic provision” listed above.**

**Reference Documents for the General Meeting of Shareholders**

**Proposal 1: Partial amendments to the Articles of Incorporation**

- 1. Reason for amending the Articles of Incorporation  
The Company intends to modify the purpose of its business in the Articles of Incorporation in order to accommodate the diversification of its business.
- 2. Amendment details  
The details of the amendments are shown below.  
The amendments to the Articles of Incorporation as proposed herein will take effect at the conclusion of this General Meeting of Shareholders.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendments
<p>(Purpose) Article 3: The purposes of the Company shall be to own shares or interests in companies and other similar business entities that engage in the following businesses and to control and manage business activities of such companies and entities.</p> <ol style="list-style-type: none"> <li>1. Sales of construction materials</li> <li>2. Sales of housing equipment</li> <li>3. Contracting, planning, design, construction, and supervision of construction work</li> <li>4. Consultation on construction</li> <li>5. Sales of household electrical products, hardware, and daily necessities</li> <li>6. Wholesale and retail sales of textiles</li> <li>7. Sales and installation of freezing and refrigeration equipment, air-conditioning equipment, and kitchen equipment for commercial use</li> <li>8. Processing, manufacturing, and sales of wood</li> <li>9. Sales of electrical insulation materials, industrial electric machinery and equipment, and heat-resistant materials</li> <li>10. In-home nursing care support, visiting nursing care, and short-term residential care services based on the Long-Term Care Insurance Act</li> <li>11. Gas station and vehicle maintenance</li> <li>12. Maintenance and management of sewage treatment facilities</li> <li>13. Restaurant business</li> <li>14. Buying, selling, leasing, brokerage, and management of real estate</li> <li>15. Non-life insurance agency business</li> <li>16. Intermediary or brokerage of contracts for latent defects insurance (Newly established)</li> <li><u>17.</u> All businesses incidental and related to the preceding items</li> </ol>	<p>(Purpose) Article 3: The purposes of the Company shall be to own shares or interests in companies and other similar business entities that engage in the following businesses and to control and manage business activities of such companies and entities.</p> <ol style="list-style-type: none"> <li>1. – 16. (Unchanged)</li> <li><u>17. Worker dispatching business</u></li> <li><u>18.</u> (Unchanged)</li> </ol>

**Proposal 2:** Election of seven (7) Directors (excluding Directors who are Audit and Supervisory Committee members)

The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, with the aim of strengthening the supervisory function over management, it is proposed that one (1) Outside Director be added to the Board and, in total seven (7) Directors (excluding Directors who are Audit and Supervisory Committee members) be elected.

The Audit and Supervisory Committee has expressed the opinion that there is nothing to point out about this proposal.

The candidates for the positions of Director (excluding Directors who are Audit and Supervisory Committee members) are as follows:

No.	Name	Current positions and responsibilities in the Company	Current status of the candidate
1	Michihiro Ochi	Representative Director President and Chief Executive Officer	[Reappointment]
2	Michinobu Ochi	Director of the Board, Executive Officer General Manager of Sales Headquarters, and Pre-cut Lumber Department	[Reappointment]
3	Shoki Tanaka	Director of the Board, Executive Officer General Manager of Logistics and Information Systems Headquarters, and Information Systems Department	[Reappointment]
4	Mitsuru Tanikawa	Director of the Board, Executive Officer General Manager of Administration Headquarters, and Human Resources Department	[Reappointment]
5	Kazufumi Nakagaki	Director of the Board	[Reappointment] [Outside] [Independent]
6	Suguru Matsunaga		[New appointment] [Outside] [Independent]
7	Mika Gushima		[New appointment] [Outside] [Independent]

- Notes: 1. Mr. Michihiro Ochi, a candidate for the position of Director, concurrently serves as Representative Director and President of Ochi Sangyo Co., Ltd., to which the Company provides management consultation service on a contract basis.
2. Candidates for the positions of Director other than Mr. Michihiro Ochi do not have any special interest in the Company.
3. Mr. Kazufumi Nakagaki, Mr. Suguru Matsunaga, and Ms. Mika Gushima are candidates for the positions of Outside Director.
4. At the conclusion of this General Meeting of Shareholders, Mr. Kazufumi Nakagaki will have served for two (2) years as Outside Director of the Company.
5. The Company has concluded a contract with Mr. Kazufumi Nakagaki which limits his liability for damages as provided in Article 423, Paragraph (1) of the Companies Act. If his reappointment is approved, the Company plans to continue the said contract with him. The maximum amount of liability under this contract will be the minimum liability amount stipulated by laws and regulations.
6. The Company plans to conclude a contract with Mr. Suguru Matsunaga and Ms. Mika Gushima to limit their liability for damages as provided in Article 423, Paragraph (1) of the Companies Act. The

maximum amount of liability under this contract will be the minimum liability amount stipulated by laws and regulations.

7. The Company has concluded a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph (1) of the Companies Act with an insurance company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of their duties as Director or receives a claim related to the pursuit of such liability. All candidates for the positions of Director (excluding Directors who are Audit and Supervisory Committee members) will be insured under the contract. The Company also plans to renew this insurance policy with the same contents in the next round of renewal.
8. The Company has notified the Tokyo Stock Exchange (TSE) and the Fukuoka Stock Exchange (FSE) about the appointment of Mr. Kazufumi Nakagaki as Independent Officer as prescribed in the regulations of the exchanges. If his reappointment is approved, the Company plans to reappoint him as Independent Officer.
9. The Company plans to notify the TSE and the FSE about the appointment of Mr. Suguru Matsunaga and Ms. Mika Gushima as Independent Officers as prescribed in the regulation of the exchanges.
10. Ms. Mika Gushima's name in the family register is Mika Suzuki.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares held
1	<p>Michihiro Ochi (March 8, 1957)</p> <p>[Reappointment]</p>	<p>April 1979      Joined The Bank of Fukuoka, Ltd.</p> <p>June 1987      Joined Ochi Sangyo Co., Ltd.</p> <p>July 1989      Director of the Board, General Manager of Accounting Department</p> <p>June 1991      Representative Director, President (incumbent)</p> <p>October 2010   Representative Director, President, OCHI Holdings Co., Ltd.</p> <p>December 2015 Representative Director, President and Chief Executive Officer</p> <p>June 2021      Representative Director, President and Chief Executive Officer (English title remains unchanged) (incumbent)</p> <p>Significant concurrent positions Representative Director, President, Ochi Sangyo Co., Ltd.</p>	2,878,842
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Michihiro Ochi has abundant work experience, an impressive track record, and outstanding knowledge as an entrepreneur, which he has gained while leading the Group's management as Representative Director of Ochi Sangyo Co., Ltd. (since 1991) and as Representative Director of OCHI Holdings Co., Ltd. since 2010. We believe that he is appropriate for the position of Director as the Company seeks to enhance its corporate value in a sustainable manner.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares held
2	Michinobu Ochi (August 12, 1962)  [Reappointment]	<p>April 1986      Joined Esso Sekiyu K.K. (currently ENEOS Corporation)</p> <p>April 1990      Joined Ochi Sangyo Co., Ltd.</p> <p>June 2006      Director of the Board</p> <p>October 2010    Director of the Board, General Manager of Corporate Planning Department, OCHI Holdings Co., Ltd.</p> <p>April 2014      Director of the Board, Managing Executive Officer, in charge of Management of Group Companies, Ochi Sangyo Co., Ltd. (incumbent)</p> <p>Director of the Board, General Manager of Construction Materials Department, OCHI Holdings Co., Ltd.</p> <p>December 2015    Director of the Board, Executive Officer, General Manager of Construction Materials Department, OCHI Holdings Co., Ltd.</p> <p>April 2018      Director of the Board, Executive Officer, General Manager of Wood and Construction Materials Department</p> <p>July 2020        Director of the Board, Executive Officer, General Manager of Wood and Construction Materials Department, and Engineering Department</p> <p>October 2020    Director of the Board, Executive Officer, General Manager of Wood and Construction Materials Department</p> <p>November 2023    Director of the Board, Executive Officer, General Manager of Sales Headquarters, Construction Materials Department, and Pre-cut Lumber Department</p> <p>January 2024     Director of the Board, Executive Officer, General Manager of Sales Headquarters, and Construction Materials Department</p> <p>April 2024        Director of the Board, Executive Officer, General Manager of Sales Headquarters, and Pre-cut Lumber Department (incumbent)</p>	81,392
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Michinobu Ochi has abundant work experience both in sales and administration departments and currently directs sales in general of the respective departments. He has steadily implemented a series of management reforms, such as strengthening sales foundations in growth fields and regions. We believe that he is appropriate for the position of Director as the Company seeks to enhance its corporate value in a sustainable manner.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares held
3	Shoki Tanaka (July 30, 1988)  [Reappointment]	April 2013      Joined Mitsubishi Electric Corporation April 2016      Joined OCHI Holdings Co., Ltd. April 2021      General Manager of Corporate Planning Department June 2022      Executive Officer, General Manager of Corporate Planning Department April 2023      Executive Officer, General Manager of Corporate Planning Department, and Information Systems Department June 2023      Executive Officer, General Manager of Information Systems Department June 2023      Director of the Board, Executive Officer, General Manager of Information Systems Department April 2024      Director of the Board, Executive Officer, General Manager of Logistics and Information Systems Headquarters, and Information Systems Department (incumbent)	200
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Shoki Tanaka was in charge of the corporate planning department, formulating and promoting the medium-term management plan and supervising M&amp;A strategy as well as investor relations activities. As the head of the logistics and information systems departments, he currently leads the introduction of a new sales management system that can be used across the construction materials business, the promotion of digital transformation (DX), and the improvement of logistics efficiency, drawing on his experience in systems development at the electronics manufacturer. We believe that he is appropriate for the position of Director as the Company seeks to enhance its corporate value in a sustainable manner.</p>			



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares held
4	Mitsuru Tanikawa (April 1, 1961)  [Reappointment]	<p>April 1998      Joined Itochu Kenzai Corporation</p> <p>April 2015      Executive Officer, Head of Administrative Divisions</p> <p>April 2016      Member of the Board, Chief Administration Officer</p> <p>April 2017      Member of the Board, General Manager of Management Control Headquarters</p> <p>April 2020      Member of the Board, General Manager of Administrative Headquarters</p> <p>April 2021      Managing Member of the Board, General Manager of Administrative Headquarters</p> <p>June 2023      Joined OCHI Holdings Co., Ltd. General Manager of Corporate Planning Department</p> <p>June 2023      Director of the Board, Head of Corporate Planning Group, Ochi Sangyo Co., Ltd.</p> <p>June 2023      Director of the Board, Executive Officer, General Manager of Corporate Planning Department, OCHI Holdings Co., Ltd.</p> <p>November 2023      Director of the Board, Executive Officer, General Manager of Administration Headquarters, and Human Resources Department (incumbent)</p> <p>November 2023      Director of the Board, Ochi Sangyo Co., Ltd. (incumbent)  To be appointed as Director of the Board, Head of Human Resources Group, Ochi Sangyo Co., Ltd. on June 11, 2024</p>	0
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Mitsuru Tanikawa has extensive experience in the construction materials industry and broad insight into corporate management with the background of acting as a director in the building materials trading company, and currently directs human resources, finance, and other administration departments in general. We believe that he is appropriate for the position of Director as the Company seeks to enhance its corporate value in a sustainable manner.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares held
5	Kazufumi Nakagaki (April 2, 1956)  [Reappointment] [Outside] [Independent]	<p>April 1979      Joined Hinode, Ltd.  April 1989      Joined Zenkyoken Co., Ltd.  October 1990    Managing Director, Director of Administration Division  October 2004    Representative Director, President, Infinitemind Co., Ltd.  November 2016   Representative Director, President, Zenkyoken Co., Ltd.  April 2021      Executive Advisor (incumbent)  April 2022      Representative Director, Chairman, Infinitemind Co., Ltd. (incumbent)  June 2022      Outside Director, OCHI Holdings Co., Ltd. (incumbent)</p> <p>Significant concurrent positions  Representative Director, Chairman, Infinitemind Co., Ltd.</p>	0
<p>[Reason for nomination as a candidate for Outside Director and overview of expected roles]  Mr. Kazufumi Nakagaki has long been involved in business management. We believe that he will oversee the execution of duties by Directors from an objective perspective and provide advice on the Company's management in general, based on his abundant work experience and outstanding knowledge as an entrepreneur.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares held
6	Suguru Matsunaga (June 3, 1960)  [New appointment] [Outside] [Independent]	April 1984	Joined Itochu Corporation	0
		July 1998	General Manager of Construction Department, Itochu Shanghai Ltd.	
		April 2003	General Manager of Planning & Administration Department, Itochu Insurance Services Co., Ltd. (currently Itochu Orico Insurance Services Co., Ltd.)	
		April 2006	Representative Director, President, I&T Risk Solutions Co., Ltd. (currently Cosmos Risk Solutions Co., Ltd.)	
		April 2012	General Manager of Planning & Development Department, Kyushu Branch, Itochu Corporation	
		April 2016	Representative for Northeast Area, Itochu (China) Holding Co., Ltd. and Representative Director, President, Itochu (Dalian) Co., Ltd.	
		November 2019	Executive Officer, Itochu Orico Insurance Services Co., Ltd.	
		April 2020 April 2023 April 2024	Senior Managing Executive Officer Advisor Executive Vice President, Asia Bridge Ltd. (incumbent)	
[Reason for nomination as a candidate for Outside Director and overview of expected roles] Mr. Suguru Matsunaga has experience in executing construction, real estate, insurance and other operations, including overseas assignments, as well as in subsidiary management at the general trading company. We believe that he will oversee the execution of duties by Directors from an objective perspective and provide advice on the Company's management in general.				
7	Mika Gushima (August 30, 1981)  [New appointment] [Outside] [Independent]	April 2011	Joined Pharmaceuticals and Medical Devices Agency	0
		January 2018	Joined Hikari, LLC Director	
		September 2020	Joined QB Capital, LLC Senior Associate (incumbent)	
[Reason for nomination as a candidate for Outside Director and overview of expected roles] Ms. Mika Gushima has been engaged in supporting technology startups in their growth as a venture capitalist, utilizing her specialized knowledge in medicine and business administration. We believe that, she will oversee the execution of duties by Directors from an objective perspective and provide advice on the Company's management in general, based on her experience and skills in support of corporate value enhancement,.				

**Proposal 3:** Election of one (1) Director who is an Audit and Supervisory Committee member

The term of office of one (1) of the four (4) incumbent Directors who are Audit and Supervisory Committee members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, shareholders are requested to elect one (1) Director who is an Audit and Supervisory Committee member.

We have obtained the consent of the Audit and Supervisory Committee for this proposal.

The candidate for the position of Director who is an Audit and Supervisory Committee member is as follows:

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares held
Ranko Komori (November 13, 1987)  [New appointment] [Outside] [Independent]	January 2016 Registered as an attorney-at-law July 2016 Joined Koma Glocal Law Office August 2022 Served in Porter Wright Morris & Arthur LLP (U.S.) June 2023 Admitted to New York Bar (U.S.) August 2023 Reinstated at Koma Glocal Law Office Associate (incumbent)	0
<p>[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee member and overview of expected roles]</p> <p>Ms. Ranko Komori is well-versed in corporate legal affairs, international corporate legal affairs, and finance as an attorney. We believe that, by utilizing her specialized knowledge and other skills, she will audit and oversee the execution of duties by Directors from an objective perspective and provide advice on the Company's management in general. She has never been directly involved in corporate management; however, for the above reasons, we believe that she will properly execute her duties as Outside Director who is an Audit and Supervisory Committee member.</p>		

- Notes:
1. Ms. Ranko Komori, who is a candidate for the position of Director who is an Audit and Supervisory Committee member, does not have any special interest in the Company.
  2. Ms. Ranko Komori is a candidate for the position of Outside Director who is an Audit and Supervisory Committee member.
  3. The Company plans to conclude a contract with Ms. Ranko Komori which limits her liability for damages as provided in Article 423, Paragraph (1) of the Companies Act. The maximum amount of liability under this contract will be the minimum liability amount stipulated by laws and regulations.
  4. The Company has concluded a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph (1) of the Companies Act with an insurance company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of their duties as Director or receives a claim related to the pursuit of such liability. If the proposal is approved, Ms. Ranko Komori will be insured under the insurance contract. The Company also plans to renew this insurance policy with the same contents in the next round of renewal.
  5. The Company plans to notify the TSE and the FSE about the appointment of Ms. Ranko Komori as Independent Officer as prescribed in the regulation of the exchanges.

[Reference] Skill Matrix of the Board of Directors after this General Meeting of Shareholders (subject to change)

If all the proposals regarding the election of Directors are approved, the primary areas of expertise and experience for each Director will be as follows:

	Corporate management	Industry knowledge	Finance / Accounting	Legal affairs / Risk management	ESG / Sustainability	IT / Technology	Internationality
Michihiro Ochi	○	○	○		○		
Michinobu Ochi	○	○			○	○	
Shoki Tanaka					○	○	
Mitsuru Tanikawa	○	○	○				
Kazufumi Nakagaki [Outside] [Independent]	○		○		○		
Suguru Matsunaga [Outside] [Independent]	○		○	○			○
Mika Gushima [Outside] [Independent]	○					○	
Eiji Matsumoto [Outside] [Independent] [A&S Committee* member]	○		○	○			
Kazuo Hisadome [Outside] [Independent] [A&S Committee* member]			○		○		
Mia Hamada [Outside] [Independent] [A&S Committee* member]	○		○				
Ranko Komori [Outside] [Independent] [A&S Committee* member]				○	○		○

\* Audit and Supervisory Committee