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Securities code: 3662
October 7, 2025

To Our Shareholders:

Takao Hayashi
President
Ateam Holdings Co., Ltd.
28-12 Meieki 3-chome, Nakamura-ku, Nagoya

Notice of the 26th Annual General Meeting of Shareholders

You are cordially informed of the 26th Annual General Meeting of Shareholders of Ateam Holdings Co., Ltd. (hereafter “Company”, “Group” and other similar phrases), which will be held as indicated below.

If you are unable to attend the meeting in person, you may exercise your voting rights beforehand by mail or online.

If you vote by mail or online, please review the attached reference documents for the Annual General Meeting of Shareholders, and exercise your voting rights by Monday, October 27, 2025 at 7:00 p.m. Japan Standard Time (the end of business hours for the Company).

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|--------------------------------|--|
| 1. Date and Time: | Tuesday, October 28, 2025 at 10:30 a.m. (Reception will open at 10:00 a.m.) |
| 2. Venue: | Ateam Holdings Co., Ltd.
32nd floor, Dai Nagoya Building
28-12 Meieki 3-chome, Nakamura-ku, Nagoya |
| 3. Purpose | |
| Matters to report: | |
| 1. | Company Business Report and Consolidated Financial Statements for the 26th fiscal year (from August 1, 2024 to July 31, 2025), including the audit results for the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board |
| 2. | The Non-Consolidated Financial Statements for the 26th fiscal year (from August 1, 2024 to July 31, 2025) |
| Matters for resolution: | |
| Proposal No. 1 | Election of Three Directors (excluding directors who are members of the Audit & Supervisory Committee) |
| Proposal No. 2 | Election of Three Directors who are Audit and Supervisory Committee Members |

Regarding Electronic Materials

We have implemented a system for providing electronic materials regarding the Annual General Meeting of Shareholders. Detailed materials have been uploaded on the following websites.

- **Corporate Website:** <https://www.a-tm.co.jp/en/ir/dividends/shareholders-meeting/>
- **Shareholders' Meeting Materials Website:** <https://d.sokai.jp/3662/teiji/> (available only in Japanese)
- **TSE Website:** <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (available only in Japanese)

If printed documents are requested, the following information will be excluded in accordance with relevant laws, regulations, and our Articles of Incorporation. Therefore, documents provided to shareholders who request paper copies are only a portion of the accounting audit report or audit report reviewed by the accounting auditors or the audit committee (available only in Japanese).

- 1) Matters Related to Share Acquisition Rights, Etc. of the Company
- 2) Status of Accounting Auditor
- 3) Structure for Ensuring the Appropriateness of Business and Outline of its Operation Status
- 4) Consolidated Statement of Changes in Net Assets
- 5) Notes to Consolidated Financial Statements
- 6) Statement of Changes in Shareholders' Equity
- 7) Notes to Non-consolidated Financial Statements

If circumstances arise that revisions to the electronic materials are required, we will post a notification to each of the websites listed above.



How to Exercise Your Voting Rights

The exercise of voting rights at the Company's Annual Meeting of Shareholders is an important right that our shareholders have. Please vote after reviewing the attached reference documents for the General Meeting of Shareholders. There are three methods for voting:

 Attending the Meeting Please present the enclosed proxy card at the reception desk upon arrival at the meeting. <u>Date and Time</u> Tuesday, October 28, 2025 at 10:30 a.m. (Reception will open at 10:00 a.m.)	 Mail Please indicate your vote for each proposal on the enclosed proxy card and return the completed form without a postage stamp. <u>Deadline</u> Monday, October 27, 2025 at 7:00 p.m.	 Online Please indicate whether you approve or disapprove of each proposal by following the instructions on the next page. <u>Deadline</u> Monday, October 27, 2025 at 7:00 p.m.
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How to Fill Out the Proxy Card

Please indicate approval or disapproval of the proposal.

For Proposal No. 1 & 2

- If you approve of all of the candidates: Mark the “賛” box with a “○”
- If you disapprove of all the candidates: Mark the “否” box with a “○”
- If you disapprove of some of the candidates: Mark the “賛” box with a “○” and then indicate the numbers for the candidates that you disapprove of underneath “次の候補者を除く”.

If you exercise your voting rights in writing (by mail) and the voting form does not indicate your approval or disapproval of the proposal, your approval shall be deemed to have been indicated.

If you vote both by mail and online, only the votes on the latter shall be deemed valid.

If you vote more than once on the online, only the last vote shall be deemed valid.

Instructions for Online Voting

Scanning the QR Code

You can simply log in to the website to vote without entering your login ID and temporary password printed on the proxy card.

1. Please scan the QR Code® printed on the proxy card.

* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.

2. Indicate your vote by following the instructions on the screen.

Entering Login ID and Temporary Password

Voting website:

<https://evote.tr.mufg.jp/>

1. Please access the website to vote.
2. Enter your login ID and temporary password printed on the proxy card and click the “Log in” button.
3. Indicate your vote by following the instructions on the screen.

In case you need assistance for voting on your PC/smartphone, please contact the help desk listed below.

Mitsubishi UFJ Trust and Banking Corporation
Corporate Agency Division (Help Desk)
Telephone: 0120-173-027 (Hours: 9:00 a.m. to 9:00 p.m., toll-free only in Japan)

Institutional investors may use the electronic voting platform for institutional investors operated by ICJ, Inc. Any fees incurred for accessing the voting website shall be borne by the shareholder.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Election of Three Directors (excluding directors who are members of the Audit & Supervisory Committee)

The terms of office of both Directors (excluding directors who are members of the Audit & Supervisory Committee; the same shall apply hereinafter in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose the election of three Directors, including one Outside Director.

The Audit & Supervisory Committee reviewed this proposal and did not express any opinions on this. Candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility in the Company	
1	Takao Hayashi	President	Reelection
2	Yukimasa Nakauchi	—	New election
3	Toshihiko Hiura	—	New election Outside Independent

Candidate No.

1

Takao Hayashi

Date of birth:
December 18, 1971

Reelection

Number of the Company's
shares owned:
706,000 sharesTerm as Director:
25 yearsAttendance at meetings of the
Board of Directors:
19/19 (100%)

Career summary/current position and responsibility in the Company

Jun. 1997	Founded Ateam	Feb. 2019	Appointed Director of Ateam Finergy Inc.
Feb. 2000	Established Ateam, Ltd. (now Ateam Holdings Co., Ltd.) Appointed President (current position)	Apr. 2021	Appointed Director of Ateam Entertainment Inc. (current position) Appointed Director of Ateam CommerceTech Inc. (current position)
Aug. 2013	Appointed Director of Hikkoshi Samurai Inc. (now Ateam LifeDesign Inc.) Appointed Director of Ateam Lifestyle Inc. (now Ateam Wellness Inc.)	Apr. 2022	Appointed Director of Ateam Finergy Inc. (current position)
Dec. 2017	Appointed Director of Increments Inc. (now Qiita Inc.) (current position)	Oct. 2023	Appointed Director of Ateam LifeDesign Inc. (current position)

Reasons for nomination as candidate for Director

Takao Hayashi, the founder of the Company, is an executive who has supported its growth as President since its founding. With his grand vision and strong leadership, he has worked over the years to boost corporate value while managing the entire Group and driving its sustainable growth.

Based on the corporate philosophy—"To Be a Company Where All Can Achieve Happiness Together" and "To Be a Company that Continues 100 Years from Today"—as well as our "Ateam Purpose" of "Combining Creativity and Tech to Deliver More Convenience and More Fun to All", the Company determined it is essential that he remains in the position of director to enhance our corporate value with his ability to be an unifying force and for his excellent management skills.

Special interest between the candidate and the Company

There is no special interest between Takao Hayashi and the Company.

Candidate No.

2

Yukimasa Nakauchi

Date of birth:
August 20, 1975

New election



Number of the Company's
shares owned:
250,400 shares

Term as Director:
- year

Attendance at meetings of the
Board of Directors:
- / - (- %)

Career summary/current position and responsibility in the Company

Aug. 2004	Joined GMO Internet, Inc. (now GMO Internet Group, Inc.)	Aug. 2012	Appointed Corporate Officer, General Manager of Entertainment Division of Ateam Holdings Co., Ltd.
Apr. 2005	Appointed President and CEO of GMO-interTAINMENT, Inc.	Dec. 2016	Appointed President of Ateam Vietnam Co., Ltd. (current position)
Apr. 2007	Appointed COO of Increws Co., Ltd.	Apr. 2021	Appointed President of Ateam Entertainment Inc. (current position)
Sep. 2009	Joined Ateam Holdings Co., Ltd.		
Oct. 2010	Appointed Director of Ateam Holdings Co., Ltd.		

Reasons for nomination as candidate for Director

In addition to the skills he developed in corporate management prior to joining the Company, Yukimasa Nakauchi has many years of experience as a manager involved in a wide range of businesses after joining the Company and has been committed to our long-term growth.

The Company has nominated him as a candidate for Director because his extensive knowledge and experience allows him to engage with the entire Group, making him essential for achieving corporate growth and enhancing our Group's value.

Special interest between the candidate and the Company

There is no special interest between Yukimasa Nakauchi and the Company.

Candidate No.	3	Toshihiko Hiura	Date of birth: October 1, 1959	New election Outside Independent
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Number of the Company's
shares owned:
- shares

Term as Director:
- year

Attendance at meetings of the
Board of Directors:
- / - (- %)

Career summary/current position and responsibility in the Company

Apr. 1983 Joined The Industrial Bank of Japan, Limited (now Mizuho Bank, Ltd.)
Feb. 1986 Joined Bain & Company Japan, Inc.
Jan. 2008 Representative of Japan Office, Bain & Company Japan, Inc.
Apr. 2014 Chairman of Japan Office, Bain & Company Japan, Inc.
Jun. 2019 Outside Director, ExaWizards Inc.
Jan. 2023 Outside Director, Aillis, Inc. (current position)

Reasons for nomination as candidate for Outside Director

Toshihiko Hiura possesses extensive experience as a manager and management consultant, along with in-depth insight into strategic planning and M&A. Based on these experiences and insights, we have nominated him as a candidate for Outside Director because he will be vital for improving our business performance and corporate value towards our growth strategy of becoming a "Business Boost Company."

Special interest between the candidate and the Company

There is no special interest between Toshihiko Hiura and the Company.

(Note)

1. Toshihiko Hiura is a candidate for Outside Director.
2. Toshihiko Hiura has entered into a delegation agreement with Advantage Partners Inc. which has a business alliance with the Company.
3. If the election of Toshihiko Hiura is approved, the Company intends to enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for in Article 425, Paragraph 1 of the same act.
4. The Company has concluded a directors' and officers' liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and if the appointment of each candidate is approved, the Company will be insured under such insurance policy. The insurance contract covers damages to be borne by the insured, such as compensation for damages and litigation costs, and the insurance company reviews and renews the contract every year. All insurance premiums are borne by the Company.

Proposal No. 2: Election of Three Directors who are members of the Audit & Supervisory Committee

The terms of office of all three Directors who are members of the Audit & Supervisory Committee will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose the election of three Directors to the Audit & Supervisory Committee.

The Audit & Supervisory Committee has given its consent to this proposal.

Candidates for Director who are members of the Audit & Supervisory Committee are as follows:

Candidate No.	Name	Current position and responsibility in the Company	
1	Junya Kato	Outside Director	Reelection Outside Independent
2	Hiromi Kitagawa	Outside Director	Reelection Outside Independent
3	Ryuji Doi	—	New election Outside Independent

Candidate No.

1

Junya Kato

Date of birth:
July 25, 1976

Reelection

Outside

Independent

Number of the
Company's shares
owned:
- sharesTerm as Director:
10 yearsAttendance at
meetings of the Board
of Directors:
19/19 (100%)Attendance at
meetings of the Audit
& Supervisory
Committee:
14/14 (100%)

Career summary/current position and responsibility in the Company

Sep. 2007	Became a Registered Attorney	Oct. 2015	Appointed Outside Director of Ateam Holdings Co., Ltd. (current position)
Nov. 2009	Became a Registered Patent Attorney (Japan Patent Attorneys Association)	Oct. 2019	Appointed Outside Audit & Supervisory Board Member of Photo electron Soul Inc. (current position)
Jan. 2012	Established Jonan Law Office, and Appointed Head of the office (current position)		
Feb. 2013	Appointed Audit & Supervisory Board Member of A.T.brides Inc. (now Ateam LifeDesign Inc.)	Jan. 2024	Appointed Outside Audit & Supervisory Board Member of LASSIC, Inc. (current position)
		May. 2025	Appointed Outside Audit & Supervisory Board Member of Corpy&Co., Inc. (current position)

Reasons for nomination as candidate for Outside Director

Junya Kato is a candidate for Outside Director that meets the requirements stipulated in Article 2, paragraph (3), item 7 of the Regulation for Enforcement of the Companies Act.

Although he has no experience of being involved in corporate management other than as an outside director or corporate auditor, he has extensive expertise and knowledge in corporate legal affairs from his position as an attorney. He has played a significant role in decision-making at the management level and objectively overseeing the Board of Directors from an independent standpoint.

He is nominated as a candidate for Outside Director as a member of the Audit & Supervisory Committee in the expectation that he will continue to contribute to strengthening the supervisory function and monitoring system of the Board of Directors and its governance based on his abundant professional insight.

Special interest between the candidate and the Company

The Company holds 0.8% of the total number of issued shares of Photo electron Soul Inc., where Junya Kato concurrently serves as Outside Audit & Supervisory Board Member.

Candidate No.

2

Hiromi Kitagawa

Date of birth:
November 4, 1962

Reelection
Outside
Independent



Number of the Company's shares owned: - shares

Term as Director: 2 years

Attendance at meetings of the Board of Directors: 19/19 (100%)

Attendance at meetings of the Audit & Supervisory Committee: 14/14 (100%)

Career summary/current position and responsibility in the Company

Apr. 1996	Became a Registered Attorney Joined Nandate Law Office	Apr. 2017	Professor, Graduate School of Law, Nanzan University (current position)
Jul. 2003	Partner, Nandate & Kitagawa Law Office	Sep. 2018	Certified Fraud Examiner (CFE)
Apr. 2014	Director, Chubu Federation of Bar Associations	Apr. 2022	Representative Partner, GROWTH Lawyer Corporation (current position)
Apr. 2016	Vice President, Aichi Bar Association	Jun. 2022	Outside Director, Nippon Air-Conditioning Service Corporation (current position)
		Oct. 2023	Appointed Outside Director of Ateam Holdings Co., Ltd. (current position)

Reasons for nomination as candidate for Outside Director

Hiromi Kitagawa is a candidate for Outside Director that meets the requirements stipulated in Article 2, paragraph (3), item 7 of the Regulation for Enforcement of the Companies Act.

Although she has not been involved in corporate management other than as an Outside Director or Audit & Supervisory Board Member, she has a wealth of practical experience and wide-ranging expert knowledge in the field of corporate legal affairs as an attorney at law. Additionally, her expertise in anti-fraud measures as a Certified Fraud Examiner significantly contributes to decision-making for the Company's management, monitoring and supervising functions of the Board of Directors, and strengthening governance from an objective and independent standpoint.

She is nominated as a candidate for Outside Director as a member of the Audit & Supervisory Committee in the expectation that she will continue to contribute to strengthening the supervisory function and monitoring system of the Board of Directors and its governance based on her abundant professional insight.

Special interest between the candidate and the Company

There is no special interest between Hiromi Kitagawa and the Company.

Candidate No.

3

Ryuji Doi

Date of birth:
August 23, 1971

New election

Outside

Independent



Number of the
Company's shares
owned:
- shares

Term as Director:
- year

Attendance at
meetings of the Board
of Directors:
-/- (-%)

Attendance at
meetings of the Audit
& Supervisory
Committee:
-/- (-%)

Career summary/current position and responsibility in the Company

Apr. 1995 Joined Imai Accounting Joint Office (now Atax Tax Accountant Corporation)
Apr. 1998 Registered as a Certified Public Accountant
Feb. 1999 Registered as a Tax Accountant
Aug. 2000 Joined HIMARAYA Co., Ltd.
Jul. 2004 Partner Tax Accountant, Asahi Tax Corporation
Dec. 2009 Established Doi Accounting Office, Director (current position)
Established R's Consulting KK, Representative Director (current position)
Jun. 2023 Outside Auditor, COMO CO., LTD. (current position)

Reasons for nomination as candidate for Outside Director

Ryuji Doi is a candidate for Outside Director that meets the requirements stipulated in Article 2, paragraph (3), item 7 of the Regulation for Enforcement of the Companies Act.

Based on his extensive professional knowledge as a certified public accountant and tax accountant, he is expected to monitor management and provide appropriate advice in areas including finance, accounting, taxation, and internal control. He is also expected to contribute towards enhancing the Board of Directors' oversight functions, monitoring systems, and governance from an objective and independent position with his expert knowledge in the role of an auditor. Therefore, the Company has nominated him as a candidate for outside director as a member of the Audit & Supervisory Committee.

Special interest between the candidate and the Company

There is no special interest between Ryuji Doi and the Company.

(Note)

1. Junya Kato, Hiromi Kitagawa and Ryuji Doi are candidates for Outside Directors.
2. The Company has entered into an agreement with Junya Kato and Hiromi Kitagawa to limit their liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages under the agreement is the minimum liability amount provided for in Article 425, Paragraph 1 of the Companies Act. If their election is approved, the Company plans to continue the agreement with them. If the election of Mr. Ryuji Doi is approved, the Company will enter into a new similar agreement with him.
3. The Company has concluded a directors' and officers' liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and if the appointment of each candidate is approved, the Company will be insured under such insurance policy. The insurance contract covers damages to be borne by the insured, such as compensation for damages and litigation costs, and the insurance company reviews and renews the contract every year. All insurance premiums are borne by the Company.
4. The Company has submitted notification to the Tokyo Stock Exchange that Junya Kato, Hiromi Kitagawa, and Ryuji Doi are Independent Executives as provided by the exchange. If their election is approved, the Company will continue to designate Junya Kato and Hiromi Kitagawa as Independent Executives, and newly designate Ryuji Doi as an Independent Executive.
5. Hiromi Kitagawa's name in the family register is Hiromi Mizuno.

Reference ①

Skills Matrix of Directors after this Annual General Meeting

						
Name	Takao Hayashi	Yukimasa Nakauchi	Toshihiko Hiura	Junya Kato	Hiromi Kitagawa	Ryuji Doi
Position	President	Director	Outside Director	Outside Director Audit & Supervisory Committee	Outside Director Audit & Supervisory Committee	Outside Director Audit & Supervisory Committee
Corporate Management	●	●	●			●
Management Strategy	●	●	●			
Technology	●					
Accounting & Finance			●			●
M&A · PMI			●			
Legal & Compliance				●	●	
Organization & Culture	●	●				
Governance			●	●	●	●

* The above list indicates the specialized skills possessed by each person and does not represent all skills.

Reference ②

Evaluation Summary Regarding the Effectiveness of the Company's Board of Directors

As part of our efforts to strengthen corporate governance, we analyzed and evaluated the effectiveness of the Board of Directors as a whole, with the aim of identifying issues and areas for improvement, which will lead to efforts to further improve the effectiveness of the Board of Directors. The summary is as follows.

1. Evaluation Method

All Directors and Audit & Supervisory Board Members, including Outside Directors, received an explanation of the purpose behind a questionnaire relating to the effectiveness of the Company's Board of Directors, created by the secretariat of the Board of Directors, before taking the questionnaire themselves. The summary and evaluation are provided below:

(1) Evaluation Items

The major items subjected to evaluation were as follows:

1. Operation of the Board of Directors
2. Composition of the Board of Directors
3. Roles and Responsibilities of the Board of Directors
4. Systems to support the Board of Directors

(2) Method

- The questionnaire was signed by the individual.
- The questionnaire was conducted on August 4, 2025.
- Questions were either multiple-choice or open-ended.

2. Status of Response to Major Issues Based on the Results of Previous Fiscal Year's Evaluation

We have taken the following actions to address the main issues identified based on the Board of Directors' effectiveness evaluation conducted in FY2024.

(1) Improved Information Sharing

To foster more discussion and elevate deliberation quality during board meetings, we have taken steps to enhance the information provided regarding the context for proposals. These steps include improving the quality of reference materials and conducting a Holdings Management Meeting with all directors present, ensuring comprehensive and relevant information is made available.

(2) Securing Human Resources with Skills Needed to Strengthen Company

The Company has strived to secure human resources who possess skills that the company needs to strengthen in order to effectively fulfill the roles and responsibilities of the Board of Directors and our management strategy and plan. We will continue to secure talent who can support the sustainable growth of the Company.

3. Summary of Results

The effectiveness of the Board of Directors is summarized as follows:

- (1) Opinions were overall positive regarding the openness of conversations, including the ability to raise issues, along with the amount of time allotted for deliberation during board meetings.
- (2) Agenda items for sustainable growth and medium- to long-term enhancement of corporate value have been sufficiently discussed during meetings. On the other hand, the directors also recognize the need to further deepen discussions toward achieving the Medium-Term Business Plan (FY2025-FY2028).
- (3) As a pure holding company, the Company's Board of Directors fulfills the function of guidance and

supervision of Group companies. We believe that further enhancement of this function is indispensable for strengthening governance in Group management.

- (4) The Company's Board of Directors is composed of officers with diverse insights and experience, including outside directors with management experience at other companies and deep professional knowledge, and all directors discuss and deliberate based on their diverse perspectives. On the other hand, we recognized the need to continue to consider the securing of human resources for skills that need to be strengthened in our company for our future management strategies and business plans.

4. Initiatives Aimed at Improving Effectiveness

Based on the evaluation results, the Company will focus on and work on the following main issues to improve effectiveness.

- (1) Strategic Discussions to Achieve Medium-Term Business Plan

The Company will establish opportunities for strategic and high-quality discussions and decision-making in both the supervisory and executive functions to achieve our medium-term business plan.

- (2) Strengthening Functions as a Pure Holding Company

As a pure holding company, in anticipation of an increase in the number of subsidiaries due to M&A, we will strengthen the management control and governance of the entire Group and promote initiatives aimed at maximizing Group synergy and sustainable growth through the establishment of guidance and supervision systems suited to the characteristics of each subsidiary, progress management of management plans, and strengthening of internal controls.

- (3) Securing Human Resources with Skills Needed to Strengthen Company

The Company will strive to secure human resources who can support our sustainable growth, effectively fulfill the roles and responsibilities of the Board of Directors, and achieve our future management strategy and plan.