

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: 3662
October 7, 2026

To Our Shareholders:

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

Notice of the 27th Annual General Meeting of Shareholders

You are cordially informed of the 27th Annual General Meeting of Shareholders of Ateam Holdings Co., Ltd. (hereafter “Company”, “Group” and other similar phrases), which will be held as indicated below.

Information contained in the reference documents for this meeting will be made available online. For details, please refer to “Regarding Electronic Materials” on page 2.

If you are unable to attend the meeting in person, you may exercise your voting rights beforehand by mail or online. Please review the attached reference documents for the Annual General Meeting of Shareholders, and exercise your voting rights by Tuesday, October 27, 2026 at 7:00 p.m. Japan Standard Time.

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|--------------------------------|--|
| 1. Date and Time: | Wednesday, October 28, 2026 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 27th fiscal year (from August 1, 2025 to July 31, 2026), 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 27th fiscal year (from August 1, 2025 to July 31, 2026) |
| Matters for resolution: | |
| Proposal No. 1 | Election of Four Directors (excluding directors who are members of the Audit & Supervisory Committee) |

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.

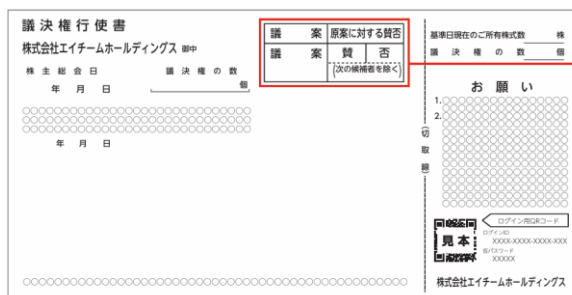


How to Exercise Your Voting Rights

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:

 In Person Please present the enclosed proxy card at the reception desk upon arrival at the meeting. <u>Date and Time</u> Wednesday, October 28, 2026 at 10:30 a.m. (Reception will open at 10:00 a.m.)	 By 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> Tuesday, October 27, 2026 at 7:00 p.m. (Must be received by the deadline.)	 Online Please indicate whether you approve or disapprove of each proposal by following the instructions on the next page. <u>Deadline</u> Tuesday, October 27, 2026 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

- 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”.

For Those Voting by Mail or Online

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 online, only the last vote shall be deemed valid.

How to Vote Online

Scan the Proxy Card's QR Code

1. 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.

Enter Login ID and Temporary Password

1. Access the following website:

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

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 the case that 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 Four Directors (excluding directors who are members of the Audit & Supervisory Committee)

The terms of office of three 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. We propose increasing the number of Directors by one, electing four in total, including one Outside Director, to further bolster our management structure.

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	Director	Reelection
3	Toshihiko Hiura	Outside Director	Reelection Outside Independent
4	Kazuhiro Mochizuki	—	New election

Candidate No.	1	Takao Hayashi	Date of birth: December 18, 1971	Reelection
	Career summary and current position(s) within the Company			
Term as Director:	Jun. 1997 Founded Ateam Feb. 2000 Established Ateam, Ltd. (now Ateam Holdings Co., Ltd.) Appointed President (current position) Aug. 2013 Appointed Director of Hikkoshi Samurai Inc. (now Ateam LifeDesign Inc.) Appointed Director of Ateam Lifestyle Inc. (now Ateam Wellness Inc.) Dec. 2017 Appointed Director of Increments Inc. (now Qiita Inc.) (current position) Apr. 2021 Appointed Director of Ateam Entertainment Inc. (current position) Appointed Director of Ateam CommerceTech Inc. (current position) Oct. 2023 Appointed Director of Ateam LifeDesign Inc. (current position) Oct. 2025 Appointed President of Ateam LifeDesign Inc. (current position)			
Number of the Company's shares owned:	Reasons for nomination as candidate for Director			
706,000 shares	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.			
Attendance at meetings of the Board of Directors:	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 a unifying force and for his excellent management skills.			
19/19 (100%)	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	Reelection
	Career summary and current position(s) within the Company			
Term as Director:	Aug. 2004 Joined GMO Internet, Inc. (now GMO Internet Group, Inc.) Apr. 2005 Appointed President and CEO of GMO-interTAINMENT, Inc. Apr. 2007 Appointed COO of Increws Co., Ltd. Sep. 2009 Joined Ateam Holdings Co., Ltd. Oct. 2010 Appointed Director of Ateam Holdings Aug. 2012 Appointed Corporate Officer of Ateam Holdings Co., Ltd.'s General Manager of the Entertainment Division Dec. 2016 Appointed President of Ateam Vietnam Co., Ltd. (current position) Apr. 2021 Appointed President of Ateam Entertainment Inc. (current position) Oct. 2025 Appointed Director of Ateam Holdings Co., Ltd. (current position)			
1 year				
Number of the Company's shares owned:	Reasons for nomination as candidate for Director			
255,366 shares	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.			
Attendance at meetings of the Board of Directors:	Special interest between the candidate and the Company			
14/14 (100%)	There is no special interest between Yukimasa Nakauchi and the Company.			

Candidate No.	3	Toshihiko Hiura	Date of birth: October 1, 1959	Reelection Outside Independent
	Career summary and current position(s) within the Company			
Term as Director:	Apr. 1983 Joined The Industrial Bank of Japan, Limited (now Mizuho Bank, Ltd.) Feb. 1986 Joined Bain & Company Japan, Inc. Jan. 2008 Appointed Representative of Japan Office, Bain & Company Japan, Inc. Apr. 2014 Appointed Chairman of Japan Office, Bain & Company Japan, Inc. Jun. 2019 Appointed Outside Director, ExaWizards Inc. Jan. 2023 Appointed Outside Director, Aillis, Inc. (current position) Oct. 2025 Appointed Outside Director of Ateam Holdings Co., Ltd. (current position)			
1 year	Reasons for nomination as candidate for Outside Director			
Number of the Company's shares owned:	Toshihiko Hiura holds a wealth of experience as a corporate manager and management consultant, along with extensive insight in business strategy planning and M&A. Since assuming the position of Director, he has provided accurate, straightforward, and objective opinions and advice from both an independent perspective and from the perspective of stakeholders. As thus, he has greatly contributed to the growth of the company and the strengthening of governance by supervising management as an Outside Director. Based on his extensive experience and insight, the Company has determined that he is a vital entity to further promote the Group's medium- to long-term growth strategy in addition to strengthening its governance system and has therefore re-nominated him as candidate for Outside Director.			
- shares	Special interest between the candidate and the Company			
Attendance at meetings of the Board of Directors:	There is no special interest between Toshihiko Hiura and the Company.			
14/14 (100%)				

Candidate No.	4	Kazuhiro Mochizuki	Date of birth: December 20, 1978	New election
	Career summary and current position(s) within the Company			
Term as Director:	Mar. 2001 Joined FAST RETAILING CO., LTD. Mar. 2008 Joined Rakuten, Inc. (now Rakuten Group, Inc.) Nov. 2015 Joined Ateam Lifestyle Inc. (now Ateam Wellness Inc.) Jun. 2019 Joined Ateam Holdings Co., Ltd. Jul. 2019 Appointed Corporate Officer, Ateam Holdings Co., Ltd. General Manager of the E-Commerce Division Apr. 2021 Appointed President of Ateam CommerceTech Inc. (current position) Oct. 2024 Appointed Director of Ateam LifeDesign Inc. (current position) Appointed Director of Ateam Wellness Inc. (current position)			
Number of the Company's shares owned:	Reasons for nomination as candidate for Director			
11,600 shares	Kazuhiro Mochizuki has spearheaded the growth of new business sectors for the Company's subsidiaries. He has also successfully reformed the organizational structure by enhancing data visibility and optimizing operation efficiency to establish a more disciplined organization.			
Attendance at meetings of the Board of Directors:	The Company has determined that his business experience and ability to lead the organization are vital for the growth of the Group and the enhancement of its corporate value and has therefore nominated him as a candidate for Director.			
-/- (-%)	Special interest between the candidate and the Company			
	There is no special interest between Kazuhiro Mochizuki and the Company.			

Notes on Candidates

1. Toshihiko Hiura is a candidate for Outside Director. The Company has designated him as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, Inc. and has notified the exchange accordingly. If his election is approved in this proposal, he will continue to be an Independent Officer.
2. Toshihiko Hiura has entered into a delegation agreement with Advantage Partners Inc. which has a business alliance with the Company.
3. The Company has entered into an agreement with Toshihiko Hiura to limit his liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same act. If his election is approved in this proposal, the Company plans to continue this agreement with him.
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. If the appointment of each candidate is approved, they will be insured under this policy. The insurance contract covers damages to be borne by the insured, such as compensation for damages and litigation costs. The contract is reviewed and renewed annually, with all insurance premiums covered by the Company.

Reference ①

Skills Matrix of Directors after this Annual General Meeting

							
Name	Takao Hayashi	Yukimasa Nakauchi	Kazuhiro Mochizuki	Toshihiko Hiura	Junya Kato	Hiromi Kitagawa	Ryuji Doi
Position	President	Director	Director	Outside Director	Outside Director Audit & Supervisory Committee	Outside Director Audit & Supervisory Committee	Outside Director Audit & Supervisory Committee
Corporate Management	●	●		●			
Management Strategy	●	●		●			
Business Creation	●	●	●	●			
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

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

As part of our efforts to strengthen corporate governance, we evaluated the effectiveness of the Board of Directors to identify issues and areas for improvement, thereby further enhancing the Board's overall efficacy. The summary of the evaluation is provided below.

1. Evaluation Method

All Directors and Audit & Supervisory Board Members, including Outside Directors, were briefed on the purpose behind a Board of Directors effectiveness evaluation created by the secretariat of the Board of Directors. They then completed the evaluation, the results of which are outlined below.

(1) Evaluation Items

The Board of Directors were evaluated on the following criteria:

1. Operational Capabilities
2. Board Composition
3. Roles and Responsibilities
4. Support Systems

(2) Method

- The evaluation was signed by the respondent.
- The questionnaire was conducted on August 5, 2026.
- Questions were either multiple-choice or open-ended.

2. Status of Response to Major Issues Based on the Results of the 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 FY2025.

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

In order to foster more strategic discussions among the Board of Directors, meetings that had been held primarily online are now also conducted in person once a quarter to provide more opportunities for higher-quality discussions.

(2) Strengthening Functions as a Pure Holding Company

The Company has strengthened the business management and governance of the entire Group by establishing guidance and supervision systems, managing the progress of management plans, and strengthening internal controls in accordance with the characteristics of subsidiary of the Group, including those recently acquired. As a pure holding company, we continue to be committed to improving overall Group guidance and supervision.

(3) Securing Talent with Skills Needed to Strengthen Company

We have worked towards securing talent with the skills necessary to effectively fulfill the roles and responsibilities of the Company's Board of Directors and execute our future management strategies and plans. We will also continue to attract additional talent who can support the sustainable growth of the Group.

3. Summary of Results

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

- (1) There were many positive opinions regarding the frequency of meetings and the addition of offline

meetings. However, although these meetings foster an environment for open and frank discussions, the Company recognizes that there is room to bring in more diverse perspectives to further deepen discussions around certain topics.

- (2) To ensure swift decision-making and multifaceted deliberations, we are committed to bringing in individuals with the skills and expertise necessary to achieve the “Ateam Medium-Term Business Plan (FY2025-FY2028)” and support the sustainable growth of our Group. During the current fiscal year, we are striving to strengthen our organizational structure through the appointment of one new director. We also recognize the need to continually attract exceptional talent and improve prerequisite skills vital for sustainably enhancing our corporate value.
- (3) The Company established the Investment Committee and a system to advance discussions prior to board meetings for achieving the M&A goal within the Medium-Term Business Plan. However, the Company recognizes the need to further deliberate on the medium- to long-term business strategy and the management plan.
- (4) Recognizing the need to further promote strategic and substantive in-depth discussions, the Company should provide sufficient information to the Board of Directors in advance along with data that clearly outlines important risks and issues to be considered.

4. Initiatives Aimed at Improving Effectiveness

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

(1) Improving the Quality of Discussions at Board of Directors Meetings

We will provide comprehensive and well-organized information that takes risks and challenges into account. We will also ensure sufficient time for the directors to look over the data prior to the meetings.

(2) Securing Talent with Skills Needed to Strengthen Company

The Company will continue to secure talent with the advanced skills and expertise necessary to achieve the goals of our Medium-Term Business Plan and ensure the sustainable growth of our Group. We will also establish the necessary organizational framework to allow the Board of Directors to fulfill its roles and responsibilities more effectively.

(3) Discussions Based on the Medium-Term Business Plan

As the third fiscal year of our four-year Medium-Term Business Plan begins, we are committed to strengthening the regular monitoring of progress toward achieving our business goals.