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Securities Code: 4922

March 11, 2026

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To Our Shareholders:

3-6-2 Nihonbashi, Chuo-ku, Tokyo
KOSÉ Holdings Corporation
Kazutoshi Kobayashi
Representative Director
President & CEO

Notice of the 84th Annual General Meeting of Shareholders

We are pleased to announce the 84th Annual General Meeting of Shareholders of KOSÉ Holdings Corporation (“KOSÉ Holdings” or the “Company”), which will be held as indicated below.

Information about this shareholders meeting is distributed electronically and can be viewed using the internet on the following website.

KOSÉ Holdings website
<https://koseholdings.co.jp/en/ir/stock/meeting/>

In addition to this website, information distributed electronically can be viewed on the following website.

After accessing this website, which is the Tokyo Stock Exchange listed company search service, enter either “KOSÉ (KOSE) Holdings Corporation” in the company name box or “4922” in the securities code box and click search. Then select “Basic information” and then “Documents for public inspection/PR information.”

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

If you do not attend this meeting, you are able to submit your votes by using the internet or postal mail. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights no later than 5:30 p.m. on Thursday, March 26, 2026 (JST).

Meeting Details

- 1. Date and Time:** Friday, March 27, 2026, at 10:00 a.m. (Reception starts at 9:00 a.m.)
- 2. Venue:** “Yamabuki,” 4th floor, Palace Hotel Tokyo
1-1-1 Marunouchi, Chiyoda-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 84th fiscal year (from January 1, 2025 to December 31, 2025), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 84th fiscal year (from January 1, 2025 to December 31, 2025)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Revisions to Articles of Incorporation
- Proposal No. 3:** Election of Twelve (12) Directors
- Proposal No. 4:** Election of One (1) Audit & Supervisory Board Member
- Proposal No. 5:** Election of One (1) Substitute Audit & Supervisory Board Member

- * If you attend the shareholders meeting, please submit the voting rights exercise form at the reception desk.
- * If there are revisions to information provided electronically, the revised information will be posted on the websites used to provide this information.
- * The Reference Documents for the General Meeting of Shareholders are also provided for shareholders who have not requested delivery of the document.
- * In accordance with laws and regulations and Article 16 of the KOSÉ Holdings Articles of Incorporation, the following two items are not included in the paper document provided to shareholders who have requested for delivery of the document. Consequently, the paper document will be only part of the documents that are subject to examinations for the preparation of audit reports by the Accounting Auditor and the Audit & Supervisory Board.
 - 1) Notes to the Consolidated Financial Statements (Japanese only)
 - 2) Notes to the Non-consolidated Financial Statements (Japanese only)

Supplementary Information

Sustainability Strategy

<https://koseholdings.co.jp/en/kose/sustainability/plan/>

Reference Documents for General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

Concerning profit distribution, KOSÉ Holdings has made it a basic policy to pay stable dividend. The Company's policy is to work on the return of profit to its shareholders while giving considerations to securing sufficient internal reserves for future business expansion, the financial position, the progress of business performance, dividend payout ratio, and other factors. Based on this policy, KOSÉ Holdings proposes the appropriation of surplus as follows:

Year-end dividend

1. Type of dividend property

Cash

2. Allotment of dividend property and their aggregate amount

¥70 per common stock of KOSÉ Holdings

The total dividends will be ¥3,995,202,820.

As KOSÉ Holdings has already paid an interim dividend of ¥70 per share on September 10, 2025, the annual dividend will be ¥140 per share.

3. Effective date of dividends of surplus

March 30, 2026

Proposal No. 2: Partial Revisions to Articles of Incorporation

1. Purpose of revisions to the Articles of Incorporation

On January 1, 2026, KOSÉ Corporation changed to a pure holding company structure. These revisions to the Articles of Incorporation are proposed for the purposes of strengthening the governance of the KOSÉ Group and establishing a management framework with speed and flexibility. Proposed revisions are items required for consistency with this new structure and include the addition of business purposes in anticipation of the future addition of business domains, the reorganization of articles for faster decision-making and more flexible organizational management, and other revisions.

If approved by shareholders, the amendments to the Articles of Incorporation in this proposal will become effective at the conclusion of this shareholders meeting.

2. Description of proposed changes

The proposed changes are as follows.

(Revised sections are underlined.)

Current	Proposed changes
<p>(Purpose) Article 2 The purpose of the Company is to perform businesses described in the following items and to control and oversee the business activities of companies that perform the following businesses by holding the stock of these companies.</p> <p>(1) Manufacture and sale of cosmetics, pharmaceuticals, quasi-drugs, toothpaste, soap, shampoo, cleansing powders, shoe polish and toothbrushes;</p> <p>(2) to (3) (Omitted)</p> <p>(4) Manufacture <u>and</u> repair of hairdressing, barber shop and health care devices, store fixtures, furniture, interior decoration products and associated equipment and electrical machinery;</p> <p>(5) to (7) (Omitted)</p> <p>(8) Sale of alcoholic beverages, tobacco products <u>and</u> food products;</p> <p>(9) (Omitted)</p> <p>(10) Manufacturing and processing of textile products, decorative products and other household products;</p>	<p>(Purpose) Article 2 The purpose of the Company is to perform businesses described in the following items and to control and oversee the business activities of companies that perform the following businesses by holding the stock of these companies.</p> <p>(1) Manufacture and sale of cosmetics, pharmaceuticals, quasi-drugs, <u>beauty products</u>, toothpaste, soap, shampoo, cleansing powders, shoe polish and toothbrushes;</p> <p>(2) to (3) (Unchanged)</p> <p>(4) Manufacture, <u>repair and sale</u> of hairdressing, barber shop and health care devices, store fixtures, furniture, interior decoration products and associated equipment and electrical machinery;</p> <p>(5) to (7) (Unchanged)</p> <p>(8) Sale of alcoholic beverages, tobacco products, food products <u>and health food products</u>;</p> <p>(9) (Unchanged)</p> <p>(10) Manufacturing, processing <u>and sale</u> of textile products, decorative products and other household products;</p>

Current	Proposed changes
<p>(11) (Omitted)</p> <p>(12) Development, acquisition, sale <u>and</u> rental of <u>industrial property rights</u> and various software using accumulated know-how <u>and</u> computers;</p> <p>(13) to (23) (Omitted)</p> <p>(Addition)</p> <p>(Addition)</p> <p>(Addition)</p> <p><u>(24)</u> Import and export of all products associated with the above items;</p> <p><u>(25)</u> All activities associated with the above items;</p>	<p>(11) (Unchanged)</p> <p>(12) Development, acquisition, assignment, rental <u>and</u> sale of <u>intellectual property rights</u>, knowhow, various computer software <u>and various content</u>;</p> <p>(13) to (23) (Unchanged)</p> <p><u>(24)</u> Management, planning, operation and consulting services for cultural business (music, theater, art, etc.); digital contents business; and sports business, and sale of event tickets, etc.;</p> <p><u>(25)</u> Investment in companies engaged in business associated with the above items;</p> <p><u>(26)</u> Provision of various services, training and consulting business associated with the above items;</p> <p><u>(27)</u> Import and export of all products associated with the above items;</p> <p><u>(28)</u> All activities associated with the above items</p>
<p>(Convener and Chairman)</p> <p>Article 15 <u>The President</u> shall call the Shareholders Meeting and preside as chairman.</p> <p>2. In the case of accident to <u>the President</u>, another Director shall call the Shareholders Meeting and preside as chairman in accordance with the orders determined by the Board of Directors in advance.</p>	<p>(Convener and Chairman)</p> <p>Article 15 A <u>Representative Director</u> shall call the Shareholders Meeting and preside as chairman.</p> <p>2. <u>If there is more than one Representative Director, or if one of them</u> is unable to do so, another Director shall call the Shareholders Meeting and preside as chairman in accordance with the order determined by the Board of Directors in advance.</p>
<p>(Number of Directors)</p> <p>Article 19 The number of Directors of the Company shall be <u>20</u> or less.</p>	<p>(Number of Directors)</p> <p>Article 19 The number of Directors of the Company shall be <u>16</u> or less.</p>
<p>(Convener and Chairman of the Board of Directors)</p> <p>Article 23 <u>The Chairman of the Company</u> shall call the Board of the Directors meeting and preside as chairman, unless otherwise provided for by laws and regulations.</p> <p>2. <u>In the case of absence of or accident to the Chairman of the Company, the President shall call the Board of Directors meeting</u>, and in the absence of or accident to the President, another Director shall call the Board of Directors meeting and preside as chairman in accordance with the order determined by the Board of Directors in advance.</p>	<p>(Convener and Chairman of the Board of Directors)</p> <p>Article 23 Unless otherwise provided for by laws or regulations, a meeting of the Board of Directors shall be called and chaired by <u>the Director determined by the Board of Directors in accordance with a resolution of the Board of Directors</u>.</p> <p>2. If <u>the Director provided for in the preceding paragraph</u> is unable to do so, another Director shall call the Board of Directors' meeting and preside as chairman in accordance with the order determined by the Board of Directors in advance.</p>

Proposal No. 3: Election of Twelve (12) Directors

The terms of office of all twelve (12) Directors will expire at the conclusion of this General Meeting of Shareholders. KOSÉ Holdings asks shareholders to elect the following twelve (12) Directors.

The candidates for Director are as follows:

If this proposal is approved, the number of Directors will be twelve (12), including four (4) External Directors, at the conclusion of this meeting.

No.	Name	Current Position	Attribute		
1.	Kazutoshi Kobayashi	Representative Director and President of KOSÉ Holdings	Reelection		
2.	Koichi Shibusawa	Executive Director of KOSÉ Holdings	Reelection		
3.	Shoichi Kobayashi	-	New		
4.	Takao Kobayashi	Senior Executive Director of KOSÉ Holdings	Reelection		
5.	Shinichi Mochizuki	Full-time Audit & Supervisory Board Member of KOSÉ Holdings	New		
6.	Tadashi Saito	-	New		
7.	Shinji Tanaka	Director of KOSÉ Holdings	Reelection		
8.	Atsuko Ogura	Director of KOSÉ Holdings	Reelection		
9.	Norika Yuasa	External Director of KOSÉ Holdings	Reelection	External	Independent
10.	Miwa Suto	External Director of KOSÉ Holdings	Reelection	External	Independent
11.	Kumi Kobayashi	External Director of KOSÉ Holdings	Reelection	External	Independent
12.	Jenny Chang	-	New	External	Independent

Reelection	Candidate for reelection as Director
New	Candidate for election as a new Director
External	Candidate for External Director
Independent	Independent director as provided for by Tokyo Stock Exchange, Inc.

Note: The 'Company' as used in the "Proposal No. 3" and "Proposal No. 4" includes KOSÉ Corporation prior to the transition to a holding company structure."

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
1	Kazutoshi Kobayashi (August 8, 1962) <u>Reelection</u>	<p>Apr. 1986 Joined the Company</p> <p>Mar. 1991 Director of the Company</p> <p>Mar. 1995 Executive Director of the Company</p> <p>Jun. 2004 Representative Director and Vice President of the Company</p> <p>Jun. 2007 Representative Director and President of the Company (present)</p> <p>Jan. 2026 Director & Chairman of KOSÉ Corporation (present)</p> <p>(Responsibilities) —</p> <p>(Significant Concurrent Positions Outside the Company) Director & Chairman of KOSÉ Corporation Director of ALBION Co., Ltd.</p> <p>(Reasons for Nomination as Candidate for Director) Mr. Kazutoshi Kobayashi has been engaged in management as a Director of the Company for many years. Since becoming Representative Director and President in 2007, he has played a central role in the growth of the KOSÉ Holdings Group's businesses and results of operations. He has overseen various initiatives for management reforms, accelerating global growth, creating new forms of value and other actions. In addition, he has shown strong leadership under a new medium-to long-term vision called Vision for Lifelong Beauty Partner—Milestone2030, which aims for even more progress. For these reasons, KOSÉ Holdings recommends his reelection as a Director.</p>	658,626

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
2	Koichi Shibusawa (October 31, 1960) <u>Reelection</u>	<p>Apr. 1984 Joined the Company</p> <p>Mar. 2008 Representative Director and President of KOSÉ COSMETICS CO., LTD. (CHINA) and KOSÉ COSMETICS SALES (CHINA) CO., LTD.</p> <p>Mar. 2010 General Manager of Accounting and Finance Dept. of the Company</p> <p>Jun. 2010 Audit & Supervisory Board Member of KOSÉ SALES CO., LTD. (present)</p> <p>Mar. 2011 Executive Officer and General Manager of Accounting and Finance Dept. of the Company</p> <p>Jun. 2011 Audit & Supervisory Board Member of KOSÉ Cosmeport Corp. (present)</p> <p>Jun. 2013 Director and General Manager of Accounting and Finance Dept. of the Company</p> <p>Jun. 2018 Executive Director, General Manager of President Office of the Company</p> <p>Jan. 2026 Executive Director, General Manager of Corporate Management Headquarters of KOSÉ Holdings (present)</p> <p>Jan. 2026 Senior Executive Director of KOSÉ Corporation (present)</p> <p>(Responsibilities) Corporate Management Headquarters, Engagement Promotion Headquarters, and Risk Management</p> <p>(Significant Concurrent Positions Outside the Company) Audit & Supervisory Board Member of KOSÉ SALES CO., LTD. Audit & Supervisory Board Member of KOSÉ Cosmeport Corp. Director of ALBION CO., LTD. Senior Executive Director of KOSÉ Corporation</p> <p>(Reasons for Nomination as Candidate for Director) After acquiring experience in marketing and the supervision of global business operations, Mr. Koichi Shibusawa was elected a Director in 2013 and was General Manager of the Accounting and Finance Department. He made contributions to improving the Company's management and increasing corporate value. As an Executive Director in charge of administration, he is building a sound foundation for managing operations and the governance system. With concurrent positions that include Director of ALBION, He is also involved with strategies for the entire Group. KOSÉ Holdings asks shareholders to reelect Mr. Shibusawa as a Director because of his many years of experience involving the management of the Group.</p>	4,573

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
3	Shoichi Kobayashi (December 5, 1963) New	<p>Feb. 1988 Joined ALBION CO., LTD.</p> <p>Mar. 1991 Director of ALBION CO., LTD.</p> <p>Mar. 1995 Executive Director and General Manager of Marketing Headquarters of ALBION CO., LTD.</p> <p>Feb. 1999 Executive Director and General Manager of Sales Div. of ALBION CO., LTD.</p> <p>Jun. 2004 Representative Director and Vice President of ALBION CO., LTD.</p> <p>Jun. 2006 Representative Director and President of ALBION CO., LTD. (present)</p> <p>Apr. 2014 Visiting Professor of Tokyo University of Agriculture (present)</p>	100,302
		(Responsibilities) -	
		(Significant Concurrent Positions Outside the Company) Representative Director and President of ALBION CO., LTD.	
		<p>(Reasons for Nomination as Candidate for Director)</p> <p>Mr. Shoichi Kobayashi served as a Director, Executive Director and General Manager of the Marketing Headquarters, and the General Manager of the Sales Headquarters of ALBION CO., LTD. for many years. Since becoming the Representative Director and President of ALBION in 2006, he played leading roles involving the high value-added strategy for the ALBION brand and activities in Japan and other countries to expand markets for ALBION products and raise the value of the ALBION brand.</p> <p>Accomplishments also include strengthening R&D operations and rebuilding sales channels. These activities established a framework for consistent profitability and made a big contribution to progress with the premium brand strategy of the entire KOSÉ Holdings Group. Mr. Kobayashi is a candidate for election as a Director because he has many years of management experience, outstanding brand building skills and capabilities for implementing growth strategies of the KOSÉ Holdings Group.</p>	

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
4	Takao Kobayashi (April 6, 1965) <u>Reelection</u>	<p>Apr. 1993 Joined the Company</p> <p>Jun. 1998 Director of the Company</p> <p>Mar. 2005 Deputy General Manager, Global Business Division of the Company</p> <p>Jun. 2006 President & CEO, KOSÉ Cosmeport Corp. (present)</p> <p>Jun. 2013 Executive Director of the Company</p> <p>Jun. 2014 Senior Executive Director of the Company (present)</p> <p>Jan. 2026 Representative Director & Vice President of KOSÉ Corporation (present)</p> <p>(Responsibilities) -</p> <p>(Significant Concurrent Positions Outside the Company) Representative Director and President of KOSÉ Cosmeport Corp. Representative Director & Vice President of KOSÉ Corporation</p> <p>(Reasons for Nomination as Candidate for Director) Mr. Takao Kobayashi has been engaged in management as a Director of the Company for many years. He has promoted business expansion as Representative Director and President of KOSÉ Cosmeport Corp. since 2006. He has been substantially helping it achieve rapid growth in its share of the cosmetaries market. He has also contributed to management throughout the Group as Senior Executive Director of the Company since 2014. For these reasons, KOSÉ Holdings recommends his reelection as a Director.</p>	654,343

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
5	Shinichi Mochizuki (November 23, 1961) New	<p>Apr. 1985 Joined The Mitsubishi Bank, Ltd.</p> <p>Sep. 2008 General Manager of Environmental Project Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>Jun. 2011 General Manager of Corporate & Investment Banking Credit Division of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>Nov. 2015 Joined the Company, General Manager of Global Business Div.</p> <p>Mar. 2016 General Manager of Global Business Administration Dept., Global Business Div. of the Company</p> <p>Mar. 2018 Executive Officer and General Manager of Accounting and Finance Dept. of the Company</p> <p>Mar. 2020 Senior Executive Officer and General Manager of Accounting and Finance Dept. of the Company</p> <p>Jun. 2021 Director and General Manager of Accounting and Finance Dept. of the Company</p> <p>Mar. 2024 Full-time Audit & Supervisory Board Member of the Company (present)</p> <p>Jan. 2026 Full-time Audit & Supervisory Board Member of KOSÉ Corporation (present)</p> <p>(Responsibilities) —</p> <p>(Significant Concurrent Positions Outside the Company) Full-time Audit & Supervisory Board Member of KOSÉ Corporation (present)</p> <p>(Reasons for Nomination as Candidate for Director) Mr. Shinichi Mochizuki was involved in international business operations before joining the Company. After joining, he has played a central role in strengthening the oversight of overseas subsidiaries by the Global Business Division. As an Executive Officer and General Manager of the Accounting and Finance Department since 2018, He played a leading role in determining financial strategies and building a fund management system. After election as a Director in 2021, he has contributed to strengthening management decisions and the functions of the Board of Directors. In March 2024, He became a Full-time Audit & Supervisory Board Member and contributed to the soundness and transparency of management by using the perspectives of the KOSÉ Holdings Group's internal controls and accounting systems. Mr. Mochizuki is a candidate for election as a Director because he will use his finance and management experience, as well as his global perspective, to optimize the management of the KOSÉ Holdings Group and contribute to the sustainable growth of corporate value.</p>	641

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
6	Tadashi Saito (March 24, 1967) New	<p>Apr. 1992 Joined Exxon Chemical Japan Ltd. (business analyst, assignment in the U.S.)</p> <p>Apr. 2004 National Sales Manager of Selective Div. of NIHON L'Oréal K.K.</p> <p>Oct. 2005 General Manager (Kerastase, Alexandre de Paris) of Selective Div. of NIHON L'Oréal K.K.</p> <p>Feb. 2008 General Manager of L'Oréal Singapore Pte. Ltd.</p> <p>Apr. 2011 Deputy General Manager of Professional Products Div. of NIHON L'ORÉAL K.K.</p> <p>Apr. 2012 Director and Representative Executive Officer, President of Shaklee Japan K.K.</p> <p>Dec. 2014 Representative Director, President & CEO of TSI HOLDINGS CO.,LTD.</p> <p>May 2018 Vice President and General Manager of Professional Products Div. of NIHON L'oreal K.K.</p> <p>Oct. 2025 Joined the Company, Corporate Advisor, President Office of the Company</p> <p>Jan. 2026 General Manager of Global Business Development Headquarters of KOSÉ Holdings (present)</p> <p>Jan. 2026 Executive Director of KOSÉ Corporation (present)</p> <p>(Responsibilities) Global Business Development Headquarters</p> <p>(Significant Concurrent Positions Outside the Company) Executive Director of KOSÉ Corporation</p> <p>(Reasons for Nomination as Candidate for Director) Before joining the Company, Mr. Tadashi Saito acquired corporate planning and strategic operations knowledge in positions that included a U.S. assignment. He had key roles at operating companies involving business and organizational revitalizations. As a company president and CEO, he supervised structural reforms and reinforcement of the e-commerce business. In addition, as Vice President of NIHON L'oreal K.K., Mr. Saito contributed to a V-shaped recovery of this company's business and innovations using digital technologies. Mr. Saito is a candidate for election as a Director because he will use his international business experience and outstanding strategic thinking based on knowledge of science for making management more effective and benefiting from his leadership skills.</p>	-

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
7	Shinji Tanaka (February 24, 1967) <u>Reelection</u>	<p>Apr. 1989 Joined the Company</p> <p>Mar. 2019 General Manager of SK Brand Office of the Company</p> <p>Mar. 2020 General Manager of Strategic Brands Div. of the Company</p> <p>Jan. 2023 Executive Officer, General Manager of Strategic Brands Div. of the Company</p> <p>Jan. 2024 Executive Officer, Chief Marketing Officer of the Company, General Manager of DECORTÉ Div.</p> <p>Mar. 2024 Director, Chief Marketing Officer of the Company, General Manager of DECORTÉ Div.</p> <p>Jan. 2026 Director, General Manager of Marketing Headquarters of KOSÉ Holdings (present)</p> <p>Jan. 2026 Representative Director & President of KOSÉ Corporation (present)</p> <p>(Responsibilities) Marketing Headquarters</p> <p>(Significant Concurrent Positions Outside the Company) Representative Director & President of KOSÉ Corporation</p> <p>(Reasons for Nomination as Candidate for Director) Since joining the Company, Mr. Shinji Tanaka was involved with marketing for many years. He was named General Manager of the SK Brand Office in 2019 and the Strategic Brands Division in 2020, and he played important roles in the progress of these business operations. As a Director in charge of marketing, He is now involved with developing and strengthening brands. Mr. Tanaka is a candidate for reelection as a Director because of his many years of experience and extensive knowledge concerning marketing and his many years of brand management experience.</p>	1,508

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
8	Atsuko Ogura (August 26, 1965) <u>Reelection</u>	<p>Apr. 1988 Joined the Company</p> <p>Mar. 2015 General Manager of IT Management Dept. of the Company</p> <p>Mar. 2019 Executive Officer, General Manager of IT Management Dept. of the Company</p> <p>Mar. 2021 Executive Officer, Director of R&D Laboratories and General Manager of Advanced Research Laboratories of the Company</p> <p>Mar. 2023 Director of the Company, Director of R&D Laboratories</p> <p>Jan. 2025 Director, Deputy General Manager of Product Headquarters of the Company, Director of R&D Laboratories</p> <p>Jan. 2026 Director, General Manager of Product Management Headquarters of KOSÉ Holdings (present)</p> <p>Jan. 2026 Director of KOSÉ Corporation (present)</p> <p>(Responsibilities) Product Management Headquarters</p> <p>(Significant Concurrent Positions Outside the Company) Director of KOSÉ Corporation</p> <p>(Reasons for Nomination as Candidate for Director) Since joining the Company, Ms. Atsuko Ogura has been involved with product development and basic research activities and has contributed to the management of research technologies and the development of IT systems. Since 2015, as General Manager of the IT Management Department, She supervised the speedy and powerful development of a data infrastructure needed to adapt to the enormous changes in the IT environment. Currently, as the Director of KOSÉ Holdings and Director of Product Management Headquarters, she is playing an important role in the creation of new forms of value. KOSÉ Holdings asks shareholders to reelect Ms. Ogura as a Director because of her many years of experience and extensive knowledge involving IT and R&D.</p>	1,572

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
9	Norika Yuasa (August 18, 1974) <u>Reelection</u> <u>External</u> <u>Independent</u>	<p>Sep. 2003 Registered as an attorney at law</p> <p>Aug. 2011 Registered as an attorney at law in New York</p> <p>Sep. 2017 Part-time Professor of Waseda Law School</p> <p>Jan. 2019 Partner of Miura & Partners (present)</p> <p>Jun. 2019 Director of the Company (present)</p> <p>Jun. 2021 Outside Audit & Supervisory Board Member of TOKYO ELECTRON DEVICE LIMITED (present)</p> <p>Jun. 2021 Outside Director of SAINT-CARE HOLDING CORPORATION (present)</p> <p>(Significant Concurrent Positions Outside the Company)</p> <p>Partner of Miura & Partners</p> <p>Outside Audit & Supervisory Board Member of TOKYO ELECTRON DEVICE LIMITED</p> <p>Outside Director of SAINT-CARE HOLDING CORPORATION</p> <p>(Reasons for Nomination as Candidate for External Director and Summary of Expected Roles)</p> <p>Ms. Norika Yuasa has advanced expertise as an attorney at law that includes Japan as well as Asia, Europe and the United States. She has used this knowledge to provide suitable guidance and advice concerning the Company's management from many perspectives. For these reasons, KOSÉ Holdings recommends her reelection as an External Director. If Ms. Yuasa is reelected an External Director, the primary expectation for her role is the oversight and advice concerning KOSÉ Holdings' global strategies from the standpoint of an attorney.</p>	-

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
10	Miwa Suto (August 17, 1963) Reelection External Independent	<p>Apr. 1988 Joined Hakuhold Inc.</p> <p>Oct. 1991 Joined Arthur Andersen</p> <p>Apr. 1995 Registered as a certified public accountant</p> <p>Oct. 1996 Joined Schroeder PTV Partners KK</p> <p>Jan. 2001 Partner of Bain & Company</p> <p>Apr. 2006 Managing Director of PLANETPLAN, Inc. (present)</p> <p>Jun. 2017 Board Member of Japan Volleyball Association</p> <p>Apr. 2019 Project Professor of Graduate School of Media and Governance of Keio University</p> <p>Mar. 2020 Outside Director (Audit & Supervisory Committee Member) of ASICS Corporation</p> <p>Jun. 2021 Outside Director of KATITAS Co., Ltd. (present)</p> <p>Jun. 2021 Executive Board Member of Japanese Olympic Committee (present)</p> <p>Mar. 2023 Director of the Company (present)</p> <p>Jun. 2023 Outside Director of KANDENKO CO., LTD. (present)</p> <p>Jun. 2023 Vice President of Japan Volleyball Association (present)</p> <p>Mar. 2024 Outside Director of ASICS Corporation (present)</p> <p>Mar. 2024 Board Member of Japan Football Association (present)</p> <p>(Significant Concurrent Positions Outside the Company) Managing Director of PLANETPLAN, Inc. Outside Director of ASICS Corporation Outside Director of KATITAS Co., Ltd. Outside Director of KANDENKO CO., LTD.</p> <p>(Reasons for Nomination as Candidate for External Director and Summary of Expected Roles) Ms. Miwa Suto has considerable expertise concerning marketing and many years of experience involving venture capital investments. She also has experience involving management and personnel development assistance at large companies. Furthermore, she has advanced professional skills and abundant insight as a certified public accountant. Due to this broad spectrum of activities and experience, KOSÉ Holdings recommends her reelection as an External Director. If Ms. Suto is reelected an External Director, she is expected to use her extensive knowledge concerning corporate management to oversee the management of KOSÉ Holdings and provide advice concerning many subjects.</p>	—

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
11	Kumi Kobayashi (November 2, 1979) <input type="checkbox"/> Reelection <input type="checkbox"/> External <input type="checkbox"/> Independent	<p> Mar. 2006 Registered as a certified public accountant Sep. 2006 Joined GCA Corporation Sep. 2015 Representative Partner of Kobayashi CPA Office (present) Apr. 2017 Representative Director of Tokyo Athletes Office, Inc. (present) Jun. 2019 Director of SPOKACHI, Inc. (present) Jun. 2020 Audit & Supervisory Board Member of the Company Jun. 2022 External Auditor of Oisix ra daichi Inc. Jun. 2023 Outside Audit & Supervisory Board Member of ITOCHU Corporation (present) Mar. 2024 Director of the Company (present) </p> <p> (Significant Concurrent Positions Outside the Company) Representative Partner of Kobayashi CPA Office Representative Director of Tokyo Athletes Office, Inc. Director of SPOKACHI, Inc. Outside Audit & Supervisory Board Member of ITOCHU Corporation </p> <p> (Reasons for Nomination as Candidate for External Director and Summary of Expected Roles) Ms. Kumi Kobayashi is a certified public accountant with a broad range of experience involving business operations in Japan and other countries. She has expertise in the fields of accounting and finance as well as involving M&A and corporate finance. She is a candidate for election as an External Director because of this diverse experience and expertise. If Ms. Kobayashi is reelected an External Director, she is expected to provide oversight and advice that will increase the effectiveness of the Board of Directors. </p>	-

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
12	Jenny Chang (October 13, 1967) New External Independent	<p>Apr. 1998 Financial advisor, Personal Finance Div. of Citibank Japan Ltd. (current Citibank, N.A.)</p> <p>Nov. 1999 Founder and Sales Manager of CitiChinese</p> <p>Feb. 2002 General Manager of China Business Development Office of The Hongkong and Shanghai Banking Corporation Limited</p> <p>Oct. 2004 Obtained an MBA from Bond University, Australia</p> <p>Apr. 2008 Professor of Business Administration Graduate School of BBT University (present)</p> <p>Jun. 2013 External Audit & Supervisory Board member of ZACROS Corporation (formerly Fujimori Kogyo Co., Ltd.)</p> <p>Jun. 2016 Director (Audit & Supervisory Committee member) of ZACROS Corporation</p> <p>Jan. 2025 Completed the doctoral course in Business Administration, Cote d'Azur University, France</p> <p>(Significant Concurrent Positions Outside the Company) -</p>	1,100
<p>(Reasons for Nomination as Candidate for External Director and Summary of Expected Roles)</p> <p>Ms. Jenny Chang has expertise in the fields of international finance and management and many years of experience involving corporate finance and cross-border transactions. She has used this experience for many accomplishments concerning financial strategies and international fund management. She also has experience in devising solutions for management issues from theoretical and practical perspectives. In addition, she has considerable knowledge about management education and employee training. She is an External Director candidate due to her diverse experience and specialized skills. If Ms. Chang is elected, she is expected to use her international perspective for oversight and advice concerning global management and financial and risk management.</p>			

[Special notes regarding candidates for Director]

1. There is no special interest between each candidate for Director and KOSÉ Holdings.
2. Ms. Norika Yuasa, Ms. Miwa Suto, Ms. Kumi Kobayashi and Ms. Jenny Chang are candidates for External Directors.
3. The term of office of Ms. Norika Yuasa as External Director will have been six years and nine months at the conclusion of this meeting.
4. The term of office of Ms. Miwa Suto as External Director will have been three years at the conclusion of this meeting.
5. The term of office of Ms. Kumi Kobayashi as External Director will have been two years (three years and nine months as External Audit & Supervisory Board Member) at the conclusion of this meeting.
6. KOSÉ Holdings has submitted notification to the Tokyo Stock Exchange, Inc. that Ms. Norika Yuasa, Ms. Miwa Suto and Ms. Kumi Kobayashi satisfy the requirements for an independent director. If these candidates are reelected, they will continue to be independent directors.
7. Ms. Jenny Chang satisfies the requirements for an independent director as provided for by Tokyo Stock Exchange, Inc., and KOSÉ Holdings plans to submit notification to the aforementioned exchange concerning her appointment as an independent director if her election is approved.
8. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act of Japan, KOSÉ Holdings has entered into an agreement with Ms. Norika Yuasa, Ms. Miwa Suto and Ms. Kumi Kobayashi to limit their liabilities for damages under Article 423, paragraph 1 of the Companies Act of Japan. Pursuant to this agreement, the defined maximum amount of liability for damages is the amount stipulated by laws and regulations. If these candidates are reelected, KOSÉ Holdings plans to renew this agreement with them.
9. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act of Japan, KOSÉ Holdings plans to enter into an agreement with Ms. Jenny Chang to limit her liabilities for damages under Article 423, paragraph 1 of the Companies Act of Japan. Pursuant to this agreement, the defined maximum amount of liability for damages is the amount stipulated by laws and regulations.
10. Ms. Atsuko Ogura's name on her family register is Atsuko Ito.
11. Ms. Norika Yuasa's name on her family register is Norika Kunii.
12. Ms. Kumi Kobayashi's name on her family register is Kumi Nojiri.
13. KOSÉ Holdings has entered into a liability insurance contract with an insurance company for Directors and Audit & Supervisory Board Members as stipulated in Article 430, paragraph 3-1 of the Companies Act of Japan, and KOSÉ Holdings paid the entire insurance premium. Individuals covered by these liability insurance policies are the Directors, Audit & Supervisory Board Members, Executive Officers and other key personnel of KOSÉ Holdings and its subsidiaries. Basically, these policies cover liability payments, litigation and other expenses in the event that an insured person, in the performance of his or her duties (except in the case of gross negligence), is required to make a payment involving liability litigation. In addition, KOSÉ Holdings has taken measures to ensure that the appropriate execution of his or her duties is not compromised by excluding damages, etc. arising from criminal acts such as bribery or intentional illegal and other similar acts. In the event that each candidate is reelected and assumes office as a Director, he or she will become an insured person under the relevant insurance policy. The insurance policy is scheduled to be renewed with the same terms and conditions at the next renewal.

Proposal No. 4: Election of One (1) Audit & Supervisory Board Member

If the proposal for the election of directors submitted to this General Meeting of Shareholders is approved, Mr. Shinichi Mochizuki, who is currently a full-time Audit & Supervisory Board Member, is scheduled to resign from his position as Audit & Supervisory Board Member upon assuming the role of Director. Therefore, to maintain the number of Audit & Supervisory Board Members, KOSÉ Holdings asks shareholders to elect the following one (1) Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

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

If this proposal is approved, the number of Audit & Supervisory Board Members will be four (4), including two (2) External Audit & Supervisory Board Members, at the conclusion of this meeting.

Name	Current Position	Attribute
Masato Nakade	–	New
Reelection	Candidate for reelection as Audit & Supervisory Board Member	
New	Candidate for election as a new Audit & Supervisory Board Member	
External	Candidate for External Audit & Supervisory Board Member	
Independent	Independent Audit & Supervisory Board Member as provided for by Tokyo Stock Exchange, Inc.	

Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
Masato Nakade (November 25, 1966) <div style="border: 1px solid black; display: inline-block; padding: 2px;">New</div>	Apr. 1992 Joined the Company Mar. 2016 General Manager of Basic Research Laboratory of the Company Mar. 2018 General Manager of Dermatology and Cosmeceutical Research Laboratory of the Company Mar. 2020 General Manager of Technical Research Management Dept. of the Company Mar. 2021 General Manager of Legal Dept. of the Company Jan. 2024 Executive Officer and General Manager of Legal Dept. of the Company Jan. 2026 Senior Adviser, Legal Dept. of KOSÉ Corporation (present)	1,085
	(Significant Concurrent Positions Outside the Company) —	
	(Reasons for Nomination as Candidate for Audit & Supervisory Board Member) Since joining the Company, Mr. Masato Nakade has been involved with R&D, basic technology development, analytic research, quality assurance, patent management and many other activities where he used specialized skills for helping establish a sound technology base for the Company. As the General Manager of the Legal Department beginning in 2021, he supervised intellectual property and contract procedures and chaired the Compliance Committee. He strengthened governance with measures such as establishing an internal reporting system and raising awareness of compliance. As an Executive Officer and General Manager of the Legal Department since January 2024, he has upgraded the KOSÉ Holdings Group's legal and compliance functions. Mr. Nakade is a candidate for election as an Audit & Supervisory Board Member because his abundant work experience and professional skills make him qualified to perform appropriate audits for ensuring the soundness and transparency of management.	

[Special notes regarding candidates for Audit & Supervisory Board Member]

1. There is no special interest between the candidate for Audit & Supervisory Board Member and KOSÉ Holdings.
2. KOSÉ Holdings has entered into a liability insurance contract with an insurance company for Directors and Audit & Supervisory Board Members as stipulated in Article 430, paragraph 3-1 of the Companies Act of Japan, and KOSÉ Holdings paid the entire insurance premium. Individuals covered by these liability insurance policies are the Directors, Audit & Supervisory Board Members, Executive Officers and other key personnel of KOSÉ Holdings and its subsidiaries. Basically, these policies cover liability payments, litigation and other expenses in the event that an insured person, in the performance of his or her duties (except in the case of gross negligence), is required to make a payment involving liability litigation. In addition, KOSÉ Holdings has taken measures to ensure that the appropriate execution of his or her duties is not compromised by excluding damages, etc. arising from criminal acts such as bribery or intentional illegal and other similar acts. In the event that each candidate is elected and assumes office as an Audit & Supervisory Board Member, he or she will become an insured person under the relevant insurance policy. The insurance policy is scheduled to be renewed with the same terms and conditions at the next renewal.

Proposal No. 5: Election of One (1) Substitute Audit & Supervisory Board Member

To be prepared if the number of Audit & Supervisory Board Members falls short of the number required by laws and regulations, KOSÉ Holdings asks shareholders to approve the election of one (1) substitute Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

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

Name	Current Position	Attribute
Hideo Tsukamoto	–	<div data-bbox="898 566 1002 611" style="border: 1px solid black; padding: 2px;">External</div> <div data-bbox="1034 566 1177 611" style="border: 1px solid black; padding: 2px;">Independent</div>
<div data-bbox="220 611 331 656" style="border: 1px solid black; padding: 2px;">Reelection</div>	Candidate for reelection as Audit & Supervisory Board Member	
<div data-bbox="220 656 331 701" style="border: 1px solid black; padding: 2px;">New</div>	Candidate for election as a new Audit & Supervisory Board Member	
<div data-bbox="220 701 331 745" style="border: 1px solid black; padding: 2px;">External</div>	Candidate for External Audit & Supervisory Board Member	
<div data-bbox="220 745 331 761" style="border: 1px solid black; padding: 2px;">Independent</div>	Independent Audit & Supervisory Board Member as provided for by Tokyo Stock Exchange, Inc.	

Name (Date of Birth)	Career Summary and Position in the Company	Number of KOSÉ Holdings Shares Owned
Hideo Tsukamoto (July 25, 1980) <u>External</u> <u>Independent</u>	Oct. 2004 Registered as an attorney at law	-
	Nov. 2010 Worked for the Civil Affairs Bureau of the Ministry of Justice (in charge of the legislative project to revise the Companies Act)	
	Jan. 2013 Appointed as partner at Anderson Mori & Tomotsune (present)	
	Apr. 2014 Part-time Lecturer, the University of Tokyo, Faculty of Law	
	Dec. 2017 Member of the Corporate Governance System Study Group (2nd & 3rd) of the Ministry of Economy, Trade and Industry	
	Jun. 2018 Outside Audit & Supervisory Board Member (part-time) of JA MITSUI LEASING, LTD. (present)	
	May 2019 Outside Director, Member of the Audit and Supervisory Committee (part-time) of YASUKAWA Electric Corporation	
	Aug. 2019 Member of the Study Group on Shareholders Meeting Processes in a New Era, Ministry of Economy, Trade and Industry	
	Sep. 2024 Member of the Study Group on Corporate Governance toward the Enhancement of Earning Power, Ministry of Economy, Trade and Industry	
	Oct. 2024 Outside Audit & Supervisory Board Member (part-time) of Norinchukin Zenkyoren Asset Management Co., Ltd. (present)	
Nov. 2025 Expert Member of the Technical Committee of the Audit Committee of Public Interest Incorporated Association Japan Audit & Supervisory Board Members Association (present)		
(Significant Concurrent Positions Outside the Company) Partner at Anderson Mori & Tomotsune		
(Reasons for Nomination as Candidate for Substitute Audit & Supervisory Board Member) Mr. Hideo Tsukamoto has practical experience and an extensive knowledge of the law as an attorney. He has many years of experience and considerable expertise involving the Companies Act and corporate governance. Mr. Tsukamoto is a substitute Audit & Supervisory Board Member candidate because he is expected to use this knowledge to perform appropriate audits of the KOSÉ Holdings Group's management from an independent standpoint.		

[Special notes regarding candidates for Substitute Audit & Supervisory Board Member]

1. There is no special interest between the candidate for Substitute Audit & Supervisory Board Member and KOSÉ Holdings.
2. Mr. Hideo Tsukamoto is a candidate for Substitute External Audit & Supervisory Board Member.
3. Mr. Hideo Tsukamoto satisfies the requirements for an independent Audit & Supervisory Board Member as provided for by Tokyo Stock Exchange, Inc., and KOSÉ Holdings plans to submit notification to the aforementioned exchange concerning his appointment as an independent officer if his election is approved.
4. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act of Japan, KOSÉ Holdings plans to enter into an agreement with Mr. Hideo Tsukamoto to limit his liabilities for damages under Article 423, paragraph 1 of the Companies Act of Japan. Pursuant to this agreement, the defined maximum amount of liability for damages is the amount stipulated by laws and regulations.
5. KOSÉ Holdings has entered into a liability insurance contract with an insurance company for Directors and Audit & Supervisory Board Members as stipulated in Article 430, paragraph 3-1 of the Companies Act of Japan, and KOSÉ Holdings paid the entire insurance premium. Individuals covered by these liability insurance policies are the Directors, Audit & Supervisory Board Members, Executive Officers and other key personnel of KOSÉ Holdings and its subsidiaries. Basically, these policies cover liability payments, litigation and other expenses in the event that an insured person, in the performance of his or her duties (except in the case of gross negligence), is required to make a payment involving liability litigation. In addition, KOSÉ Holdings has taken measures to ensure that the appropriate execution of his or her duties is not compromised by excluding damages, etc. arising from criminal acts such as bribery or intentional illegal and other similar acts. In the event that the candidate is elected and assumes office as an External Audit & Supervisory Board Member, he will become an insured person under the relevant insurance policy. The insurance policy is scheduled to be renewed with the same terms and conditions at the next renewal.

(Reference)

Skill Matrix of Officers after Proposals No. 3 and 4 Are Approved

For the purpose of constantly improving the supervisory function of the Board of Directors, KOSÉ Holdings prepares and discloses a matrix of the skills of Directors and Audit & Supervisory Board Members.

Position	Name	Attribute	Remarks
Representative Director Chairman & Group CEO	Kazutoshi Kobayashi	Reelection	Member of Nomination & Remuneration Committee
Representative Director President & Group COO	Koichi Shibusawa	Reelection	Member of Nomination & Remuneration Committee
Director & Vice President	Shoichi Kobayashi	New	
Senior Executive Director	Takao Kobayashi	Reelection	
Executive Director & Group CFO	Shinichi Mochizuki	New	
Executive Director	Tadashi Saito	New	
Director	Shinji Tanaka	Reelection	
Director	Atsuko Ogura	Reelection	
External Director	Norika Yuasa	Reelection External Independent	Chairperson of Nomination & Remuneration Committee
External Director	Miwa Suto	Reelection External Independent	Member of Nomination & Remuneration Committee
External Director	Kumi Kobayashi	Reelection External Independent	Member of Nomination & Remuneration Committee
External Director	Jenny Chang	New External Independent	Member of Nomination & Remuneration Committee
Full-time Audit & Supervisory Board Member	Minoru Onagi		
Full-time Audit & Supervisory Board Member	Masato Nakade	New	
External Audit & Supervisory Board Member	Toru Miyama	External Independent	Member of Nomination & Remuneration Committee
External Audit & Supervisory Board Member	Nobuko Takagi	External Independent	Member of Nomination & Remuneration Committee

Name	Corporate management	Global	Marketing / R&D / Digital	Sustainability / ESG	Legal / Risk management	Finance / Accounting / Capital policy
Kazutoshi Kobayashi	●	●	●			
Koichi Shibusawa	●	●		●		●
Shoichi Kobayashi	●	●	●			
Takao Kobayashi	●	●	●			
Shinichi Mochizuki	●				●	●
Tadashi Saito	●	●	●			
Shinji Tanaka	●		●			
Atsuko Ogura			●	●		
Norika Yuasa		●		●	●	
Miwa Suto	●		●			●
Kumi Kobayashi				●		●
Jenny Chang		●		●		●
Minoru Onagi					●	
Masato Nakade					●	
Toru Miyama				●	●	
Nobuko Takagi			●			●

Notes 1. Directors with Special Titles will be determined at the Board of Directors meeting after this General Meeting of Shareholders, and Full-time Audit & Supervisory Board Members, at the following Audit & Supervisory Board meeting.

2. The Nomination & Remuneration Committee examines proposals concerning nominations, remuneration and other matters that are submitted by the President to the Board of Directors. This committee exists for the purposes of reinforcing the autonomy and objectivity of activities by the Board of Directors concerning nominations, remuneration and other matters involving the Directors, Audit & Supervisory Board Members and of better fulfilling the obligation to provide explanations for decisions concerning these matters.