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(Stock Exchange Code 6059)

June 9, 2026

(Starting date of the measures for electronic provision: June 3, 2026)

To Shareholders with Voting Rights:

Takehiro Yamamoto
President and Representative Director
UCHIYAMA HOLDINGS Co., Ltd.
10-10, 2-chome, Kumamoto, Kokurakita-ku,
Kitakyushu, Fukuoka, Japan

**NOTICE OF
THE 20TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially notified that the 20th Annual General Meeting of Shareholders of UCHIYAMA HOLDINGS Co., Ltd. (the “Company”) will be held for the purposes as described below.

The Company has taken measures for the electronic provision of materials for this General Meeting of Shareholders and posted the matters to be provided electronically on the following website as “Notice of the 20th Annual General Meeting of Shareholders” (in Japanese only).

The Company’s website: <https://uchiyama-gr.jp/>

In addition to the above, the materials to be provided electronically are disclosed on the following website.

Tokyo Stock Exchange’s website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

To view the information thus disclosed, please access the above website, search for us by entering our company name or stock exchange code, and select “Basic information” and then “Documents for public inspection/PR information.”

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Wednesday, June 24, 2026, Japan time.

- 1. Date and Time:** Thursday, June 25, 2026 at 10:00 a.m. Japan time
- 2. Place:** Banquet hall HISHO on the fifth floor, JR KYUSHU STATION HOTEL KOKURA located at 1-1, 1-chome, Asano, Kokurakita-ku, Kitakyushu, Fukuoka, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 20th Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 20th Fiscal Year (April 1, 2025 - March 31, 2026)
 - Proposals to be resolved:**
 - Proposal 1:** Reduction of the Amount of Share Capital
 - Proposal 2:** Appropriation of Surplus

- Proposal 3:** Election of 4 Directors (excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 4:** Election of 2 Directors Who Are Audit and Supervisory Committee Members
- Proposal 5:** Presentation of a Special Award to a Retired Director in Recognition of His Distinguished Service as the Company's Founder

- ⊙ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ⊙ If neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form, it shall be deemed a vote of approval for the proposal.
- ⊙ There is no distribution of souvenirs to our shareholders attending the meeting. We sincerely appreciate your understanding.
- ⊙ Any updates to the matters to be provided electronically will be posted on the relevant websites.
- ⊙ Numbering of the items on the documents that have been sent is identical to that on the matters to be provided electronically.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Reduction of the Amount of Share Capital

The Company proposes a reduction of share capital based on the provisions of Article 447, Paragraph 1 of the Companies Act. The purpose of the reduction is to strengthen the Company's financial structure, enhance management efficiency, and ensure flexibility and agility in future capital policies.

There will be no change in the number of outstanding shares or in net assets. Accordingly, there will be no impact on net assets per share.

(1) Amount of share capital to be reduced

The Company's share capital of 2,222,935,560 yen as of May 19, 2026 shall be reduced by 2,122,935,560 yen, resulting in share capital of 100,000,000 yen. If any share acquisition rights issued by the Company are exercised before the effective date of the reduction of the amount of share capital, the amount of share capital to be reduced shall be increased by an amount equal to the increase in the amount of share capital resulting from the issuance of shares upon the exercise of share acquisition rights. The entire amount of the reduction shall be accounted for as other capital surplus.

(2) Method of the reduction of the amount of share capital

The reduction of share capital shall be implemented without any repayment to shareholders, and the total number of shares issued and outstanding shall remain unchanged. The amount of share capital to be reduced, namely 2,122,935,560 yen, shall be transferred to other capital surplus.

(3) Effective date of the reduction of the amount of share capital

July 28, 2026 (tentative)

Proposal 2: Appropriation of Surplus

Considering the enhancement of management structure and future business development and others, as well as internal reserve, the Company proposes to pay the following as the year-end dividend for the fiscal year 2025:

- (1) Type of dividend assets
Cash
- (2) Appropriation of dividend property to shareholders and total amount
5 yen per share of common stock, for a total of 97,382,825 yen
- (3) Effective date of distribution of surplus
June 26, 2026

Proposal 3: Election of 4 Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 4 Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we request the appointment of 4 Directors who are not Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has judged that each candidate is suitable for the position of Director of the Company based on the evaluation of their business execution, performance, etc. during the fiscal year 2025.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
1	Takehiro Yamamoto (January 30, 1971)	<p>July 1994 Joined Saito LLC March 2002 Director of NOA LLC March 2002 Director of Kouno LLC. March 2002 Director of ZEN Corporation Co., Ltd. February 2004 Corporate Auditor of Uchiyama Building Co., Ltd. November 2005 Senior Managing Director of Bonheure Corporation October 2006 Senior Managing Director of the Company March 2008 Senior Managing Director and General Manager of Corporate Planning Office of the Company June 2010 Senior Managing Director of Sawayaka Club Co., Ltd. June 2020 Representative Senior Managing Director and General Manager of Corporate Planning Office of the Company Representative Senior Managing Director of Sawayaka Club Co., Ltd. April 2021 President and Representative Director of the Company (current position) President and Representative Director of Sawayaka Club Co., Ltd. (current position) January 2022 Representative Komisaris of PT.Sawayaka Fujindo Indonesia (current position) (to present)</p> <p>[Significant concurrent positions] President and Representative Director of Sawayaka Club Co., Ltd. Representative Komisaris of PT.Sawayaka Fujindo Indonesia</p>	26,725
<p>[Reason for nomination as a candidate for Director] After being engaged mainly in promoting IPO and medium-term management plan, as well as IR, as a head of the corporate planning division, the candidate has served as President and Representative Director of the Company since April 2021. Based on his wealth of experience and achievements, the Company expects that he is an appropriate person for Director of the Company who will contribute to enhancing the Group's corporate value, and has thus made him again a candidate for Director.</p>			
2	Koji Futamura (January 15, 1976)	<p>May 1996 Joined Bonheure Corporation March 2002 Director of NOA LLC March 2002 Director of Kouno LLC. March 2002 Director of ZEN Corporation Co., Ltd. November 2005 Managing Director of Bonheure Corporation June 2010 Director of the Company (current position) April 2011 Senior Managing Director of Bonheure Corporation January 2025 Director of Sawayaka Club Co., Ltd. (current position) (to present)</p> <p>[Significant concurrent position] Director of Sawayaka Club Co., Ltd.</p>	38,217
<p>[Reason for nomination as a candidate for Director] The candidate has been engaged in the Karaoke Business and Restaurant Business, the Group's principal segments, for many years. He is well-versed in the store operation of karaoke and restaurant, and has a wealth of experience and achievements. The Company expects that he would continue to execute duties as a Director of the Company appropriately, and has thus made him again a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
3	Koujiro Kubota (February 7, 1966)	December 1994 Joined Uchiyama Urbest Co., Ltd. October 2006 General Manager of Accounting Department of the Company (current position) June 2021 Director of the Company (current position) Director of Sawayaka Club Co., Ltd. (current position) Director of Bonheure Corporation (to present) [Significant concurrent position] Director of Sawayaka Club Co., Ltd.	10,663
[Reason for nomination as a candidate for Director] The candidate, who currently serves as General Manager of Accounting Department, has acquired a wealth of experience and a wide range of knowledge through his involvement with the Real Estate Business and the Nursing Care Business since joining the Company. In addition, the Company expects that he would implement the Company's corporate philosophy accurately, fairly and efficiently and contribute to maintaining the soundness of the Company and improving the medium-to-long-term corporate value, and has thus made him again a candidate for Director.			
4	Kenji Kawamura (August 30, 1961)	August 2003 Joined Kouno LLC. June 2005 Director of Sawayaka Club Co., Ltd. October 2006 Director of the Company June 2021 Director (Audit and Supervisory Committee Member) of the Company Corporate Auditor of Sawayaka Club Co., Ltd. Corporate Auditor of Bonheure Corporation June 2022 Director of the Company (current position) Director of Sawayaka Club Co., Ltd. (current position) (to present) [Significant concurrent position] Director of Sawayaka Club Co., Ltd.	21,089
[Reason for nomination as a candidate for Director] The candidate has been engaged in the Nursing Care Business, one of the Group's principal segments, for many years. In addition, he has a wealth of working experience at medical institutions, along with broad knowledge and expertise covering both fields of long-term care and medical care. Drawing on these experiences and achievements, the Company has determined that he would appropriately execute duties as a Director of the Company, and has thus made him again a candidate for Director.			

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. The Company has entered into a directors and officers liability insurance contract with an insurance company. The insurance covers expenses for litigation such as derivative lawsuits and legal damages to be borne by insureds. Each candidate will be insured under the insurance contract. The Company plans to renew the contract with the same details at the next renewal.
3. The number of shares of the Company held by each candidate for Director does not include shares held under the Uchiyama Holdings Officer Shareholding Association.

Proposal 4: Election of 2 Directors Who Are Audit and Supervisory Committee Members

The terms of office of Directors who are Audit and Supervisory Committee Members, Mr. Nobuyuki Yoshioka and Mr. Yasuo Kamio, will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we request the appointment of 2 Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has previously given its approval to this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
1	Nobuyuki Yoshioka (January 2, 1956)	<p>March 2002 Office Manager of Social Welfare Corporation Sawayaka</p> <p>October 2006 Director of the Company</p> <p>March 2007 Director of Sawayaka Club Co., Ltd.</p> <p>June 2022 Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>Corporate Auditor of Sawayaka Club Co., Ltd. (current position)</p> <p>Corporate Auditor of Bonheure Corporation</p> <p>[Significant concurrent position]</p> <p>Corporate Auditor of Sawayaka Club Co., Ltd.</p>	31,188
<p>[Reason for nomination as a candidate for Director]</p> <p>The candidate has been engaged in the Nursing Care Business, one of the Group's principal segments, for many years. He has a wealth of work experience and professional knowledge in the field of long-term care. He has served as Director who is an Audit and Supervisory Committee Member since June 2022. The Company has determined that he would be able to adequately fulfill the duties of Director who is an Audit and Supervisory Committee Member by utilizing his experience and deep insight, and has thus made him again a candidate.</p>			
2	Yasuo Kamio (December 17, 1967)	<p>October 1994 Joined Century Audit Corporation (currently KPMG AZSA LLC)</p> <p>January 2013 Joined Kamio and Partners</p> <p>January 2013 Established Kamio CPA Office (current position)</p> <p>August 2015 Representative member of Kamio and Partners (current position)</p> <p>May 2019 Corporate Auditor of KYOKUTO Co., Ltd. (current position)</p> <p>June 2020 Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>(to present)</p> <p>[Significant concurrent positions]</p> <p>Representative of Kamio CPA Office</p> <p>Representative member of Kamio and Partners</p> <p>Corporate Auditor of KYOKUTO Co., Ltd.</p>	8,000
<p>[Reason for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>The candidate has past experience of serving at a major auditing company as a certified public accountant, and has a high level of views and experiences. He has also been involved in practice of corporate accounting for many years, therefore, although he does not have experience of being directly involved in corporate management, the Company has determined that he would be able to continue to adequately fulfill the duties of Outside Director who is an Audit and Supervisory Committee Member of the Company, and has thus made him again a candidate. After his election, he is expected to execute duties as an Outside Director who is an Audit and Supervisory Committee Member of the Company by utilizing his professional knowledge in accounting as a certified public accountant and a tax accountant.</p>			

(Notes)

1. There are no special interests between each candidate for Director who is an Audit and Supervisory Committee Member and the Company.
2. Under Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Mr. Nobuyuki Yoshioka and Mr. Yasuo Kamio to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreements is the amount set forth by laws and regulations. If this proposal is approved at this General Meeting of Shareholders, the Company plans to continue with the agreements with Mr. Nobuyuki Yoshioka and Mr. Yasuo Kamio.
3. Mr. Yasuo Kamio is a candidate for Outside Director who is an Audit and Supervisory Committee Member. The term of office of Mr. Yasuo Kamio as Outside Director who is an Audit and Supervisory Committee Member will be 6 years.
4. The Company has entered into a directors and officers liability insurance contract with an insurance company. The insurance covers expenses for litigation such as derivative lawsuits and legal damages to be borne by insureds. Each candidate will be insured under the insurance contract. The Company plans to renew the contract with the same details at the next renewal.
5. Mr. Yasuo Kamio is a candidate for Outside Director who is an Audit and Supervisory Committee Member. The Company has submitted him to the Tokyo Stock Exchange as an Independent Director as stipulated by the Exchange.
6. The number of shares of the Company held by each candidate for Director who is an Audit and Supervisory Committee Member does not include shares held under the Uchiyama Holdings Officer Shareholding Association.
7. During the term of office of Mr. Yasuo Kamio as Outside Corporate Auditor of KYOKUTO Co., Ltd., in May 2023, the company received from the Fukuoka Labour Bureau a notification of rescission of the grant decision for the employment adjustment subsidy, as well as requirement for return of the subsidy on the ground of its fraudulent receipt of the subsidy. Mr. Yasuo Kamio had not recognized the fact of this case until it was found out. However, at the Board of Directors' meetings of the company, he had been regularly providing recommendations from a perspective of compliance with laws and regulations, drawing attention to the compliance issues. After the case was exposed, he has been serving as a member of the internal investigation committee of the company and properly executing his duties, such as providing appropriate recommendations on initiatives toward thorough compliance with laws and regulations as well as prevention of recurrence of incompliance.
8. During the term of office of Mr. Yasuo Kamio as Outside Corporate Auditor of KYOKUTO Co., Ltd., early in December 2025, the doubt of inadequate expense settlement by a director was acknowledged within the company. Mr. Yasuo Kamio had not recognized the fact of this case until it was found out. However, at the Board of Directors' meetings, etc. of the company, he had been regularly providing recommendations from a perspective of compliance with laws and regulations, drawing attention to the compliance issues. After the case was exposed, he has been attending discussions on countermeasures and measures for prevention of recurrence and providing opinions thereon at the Board of Directors' meetings, etc. of the company.

[Reference]

Expertise and experience of the Company's Directors and Directors who are Audit and Supervisory Committee Members (Skill Matrix)

(Assuming that the election of each candidate for Director is approved at this General Meeting of Shareholders)

No.	Category	Name	Gender	Current Position	Date of Appointment as Director	Corporate Management and Business Strategy	Corporate Governance
1	Inside	Takehiro Yamamoto	Male	President and Representative Director	October 2, 2006	○	○
2	Inside	Koji Futamura	Male	Director	June 28, 2010	○	○
3	Inside	Koujiro Kubota	Male	Director	June 24, 2021	○	○
4	Inside	Kenji Kawamura	Male	Director	June 23, 2022	○	○
5	Inside	Nobuyuki Yoshioka	Male	Director (Audit and Supervisory Committee Member)	June 23, 2022	○	○
6	Outside	Mamoru Sumikawa	Male	Outside Director (Audit and Supervisory Committee Member)	June 27, 2017	○	○
7	Outside	Shinichiro Kishimoto	Male	Outside Director (Audit and Supervisory Committee Member)	June 27, 2017	○	○
8	Outside	Yasuo Kamio	Male	Outside Director (Audit and Supervisory Committee Member)	June 24, 2020	○	○

No.	Finance and Accounting	Legal Affairs	Human Resource Development	Sales and Marketing	Customer Satisfaction	M&A	Audit and Supervisory
1	○	○	○	○	○	○	
2		○	○	○	○		
3	○	○	○				
4		○		○	○		○
5		○	○		○		○
6	○	○					○
7	○	○					○
8	○	○					○

Proposal 5: Presentation of a Special Award to a Retired Director in Recognition of His Distinguished Service as the Company's Founder

The late Mr. Fumiharu Uchiyama founded Uchiyama Building Co., Ltd., the predecessor of the Group, in 1971. For a remarkable 55 years thereafter, he remained at the helm of the Group and made significant contributions to its growth and development. To honor his achievements since the founding and dedicated service during his tenure, the Company proposes the presentation of a special award in the amount of 300 million yen in recognition of his distinguished service as the Company's founder. The Company requests that the timing, method, and other details of the presentation be left to the discretion of the Board of Directors.

This proposal was determined by the Board of Directors after deliberation by the Nomination and Compensation Committee, a voluntary advisory body to the Board of Directors of the Company consisting of the Representative Director and Outside Directors. For the reason stated above, the Company believes that this proposal is appropriate.

A brief biography of the late Mr. Fumiharu Uchiyama, the recipient of the special award in recognition of his distinguished service as the Company's founder, is as follows:

Name	Brief biography	
Fumiharu Uchiyama	June	1971 President and Representative Director of Uchiyama Building Co., Ltd.
	October	1984 President and Representative Director of Uchiyama Urbest Co., Ltd. (currently Bonheure Corporation)
	October	1984 Director of Bonheure Corporation
	March	1987 President and Representative Director of House Twenty-two Co., Ltd.
	February	1998 Director of Kouno LLC.
	December	2004 President and Representative Director of Sawayaka Club Co., Ltd.
	October	2006 President and Representative Director of the Company
	November	2009 President and Representative Director of Sawayaka Amanogawa Co., Ltd. (currently Sawayaka Club Co., Ltd.)
	April	2021 Chairman and Representative Director of the Company Chairman and Representative Director of Sawayaka Club Co., Ltd.
	February	2026 Retired as Chairman and Representative Director of the Company Chairman and Representative Director of Bonheure Corporation