

スギホールディングス

44th Ordinary General Meeting of Shareholders Convocation Notice

Date
and
Time

Thursday, May 21, 2026
From 10:00 a.m.
(Reception starts at 9:00 a.m.)

Venue

Grand Hall,
Kariya Cultural Center Iris,
2-104 Wakamatsu-cho, Kariya City,
Aichi Prefecture

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Events on the day of the General Meeting of Shareholders

On the day of the ordinary general meeting, we will set up a Sugi Pharmacy app consultation booth and a Sugi Sunya introduction booth. Please feel free to join us.



本招集通知は、パソコン・
スマートフォンでも主要な
コンテンツをご覧いただ
けます。
<https://p.sokai.jp/7649/>



Securities Code: 7649

April 30, 2026

(Information provided electronically from April 28, 2026)

Dear Shareholders:

1-8-4 Mikawa Anjo-cho, Anjo, Aichi

SUGI Holdings Co., Ltd.

Representative Director & President Katsunori Sugiura

NOTICE OF THE 44th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We have the pleasure of informing you that the 44th Ordinary General Meeting of Shareholders (the “Meeting”) of SUGI Holdings Co., Ltd. (the “Company”) will be held as described below.

To convoke this General Meeting of Shareholders, we have provided the information contained in the Reference Documents for the General Meeting of Shareholders and other related documents in an electronic format. The information is available as a PDF document titled “NOTICE OF THE 44th ORDINARY GENERAL MEETING OF SHAREHOLDERS” posted on the Company’s website. Please access the website below to confirm the information.

[SUGI Holdings’ website] <https://www.sugi-hd.co.jp/>



(Please access the above website, select [IR] > [IR News] from the menu bar, and click on [NOTICE OF THE 44th ORDINARY GENERAL MEETING OF SHAREHOLDERS].)

[Website on which Reference Documents for the General Meeting of Shareholders are available]
<https://d.sokai.jp/7649/teiji/>



In addition to the above, the information is also available on the Tokyo Stock Exchange (TSE) website.

[TSE website (“東証上場会社情報サービス” [TSE Listed Company Information Service])]
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



(Please access the web page above and enter “SUGI Holdings” in the “銘柄名 (会社名) (Company Name)” field or “7649” in the “コード (Code)” field to display the Company’s page. On the page displayed, click on [基本情報 (Basic Information)] (the yellow button) > [縦覧書類/PR 情報 (Public Documents/PR Information)] (the button at the center) > the yellow button at the top under “株主総会招集通知/株主総会資料 (Convocation Notice of the General Meeting of Shareholders/Documents for the General Meeting of Shareholders).”)

If you are unable to attend the Meeting in person, you may exercise your voting rights by post or online. Please exercise your voting rights by 6:00 p.m. on Wednesday, May 20, 2026. (Refer to pages 3 and 4 for how to exercise your voting rights by post or online.)

Sincerely yours,

Details

1. Date and Time From 10:00 a.m. (Reception starts at 9:00 a.m.) on Thursday, May 21, 2026
2. Venue Grand Hall, Kariya Cultural Center Iris, 2-104 Wakamatsu-cho, Kariya City, Aichi Prefecture
3. Meeting Agenda
Matters to be reported:
 1. Business Report, Consolidated Financial Statements for the Company's 44th Fiscal Year (March 1, 2025 to February 28, 2026), and the results of an audit by the Accounting Auditors and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 43rd Fiscal Year (March 1, 2025 to February 28, 2026).
Proposals to be resolved:
Proposal
Proposal 1: Election of Seven (7) Directors (See pages 5 to 13.)
Proposal 2: Election of One (1) Corporate Auditor (See pages 14 to 16.)
4. Company's Decisions on Convoking the Meeting
 - (1) The Company has decided that, if a shareholder neither votes for nor against a particular proposal in the Voting Rights Exercise Form, the shareholder be treated as expressing his/her intention to vote for the proposal.
 - (2) (2) If you exercise your voting rights both by post and online, the vote you cast online will be considered valid. In addition, if you exercise your voting rights online multiple times, only your last vote will be considered valid.




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- For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the Meeting. Also, please bring this Notice with you as a Meeting material.
 - If any items of Meeting information provided electronically are corrected, the fact of correction will be stated on the websites shown on page 1, with corrections shown together with the relevant parts before correction.
 - Of the items of Meeting information provided electronically, the following items are not included in this Notice in accordance with laws and regulations and Article 18, Paragraph 2 of the Company's Articles of Incorporation.
 - "System for ensuring the appropriateness of business operations, an overview of the operation status of said system, the policy on the determination of dividends of surplus, and the basic policy on corporate control" in the Business Report
 - "Tables of explanatory notes on consolidated financial statements" in the Consolidated Financial Statements
 - "Tables of explanatory notes on non-consolidated financial statements" in the Non-consolidated Financial StatementsThese items are part of the Consolidated Financial Statements and the Non-consolidated Financial Statements that the accounting auditor audited when preparing an accounting audit report. They are also part of the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements that the corporate auditors audited when preparing an audit report.



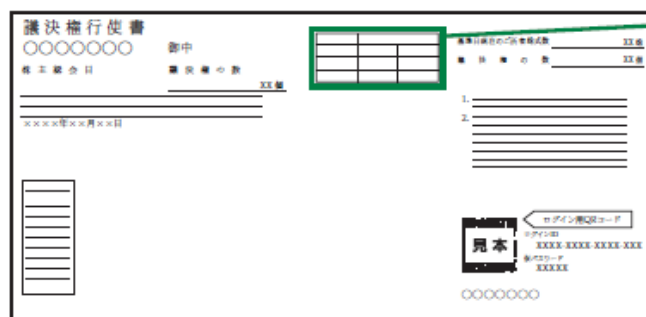
How to Exercise Your Voting Rights

Shareholders have important rights to cast votes at the General Meeting of Shareholders. You are kindly requested to review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

There are the following three ways to exercise your voting rights:

 <p>Voting at the Meeting venue</p> <p>Submit your Voting Rights Exercise Form at the reception desk at the venue.</p> <p>Date and Time</p> <p>Thursday, May 21, 2026 From 10:00 a.m. (Reception starts at 9:00 a.m.)</p>	 <p>Voting by post</p> <p>Fill in the printed Voting Rights Exercise Form to indicate whether you vote for or against each proposal, and post it. You do not have to affix a postal stamp.</p> <p>Deadline</p> <p>Wednesday, May 20, 2026 6:00 p.m.</p>	 <p>Voting online</p> <p>Follow the instructions on the next page and make online entry to indicate whether you vote for or against each proposal.</p> <p>Deadline</p> <p>Wednesday, May 20, 2026 6:00 p.m.</p>
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How to fill in the Voting Rights Exercise Form



議決権行使書
〇〇〇〇〇〇〇 御中
株主総会日 議決権の期 〇〇年〇〇月〇〇日
XXXXXXXXXX

議案が採択された場合の議決権行使書 〇〇年〇〇月〇〇日
議決権の期 〇〇年〇〇月〇〇日

1. _____
2. _____

オンライン投票コード
〇〇〇〇-XXXX-XXXX-XXXX
XXXXXXXXXXXX

〇〇〇〇〇〇〇

- こちらに議案の賛否をご記入ください。
- 第1号議案**
- 全員賛成の場合 >> 「賛」の欄に〇印
 - 全員反対する場合 >> 「否」の欄に〇印
 - 一部の候補者に反対する場合 >> 「賛」の欄に〇印をし、反対する候補者の番号をご記入ください。
- 第2号議案**
- 賛成の場合 >> 「賛」の欄に〇印
 - 反対する場合 >> 「否」の欄に〇印

※議決権行使書はイメージです。

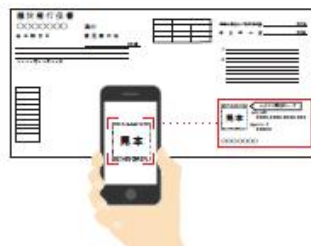
If you exercise your voting rights both by post and online, the vote you cast online will be treated as valid. In addition, if you exercise your voting rights multiple times online, only your final vote will be treated as valid.

How to exercise your voting rights online

QRコードを読み取る方法

議決権行使書用紙に記載のログインID、仮パスワードを入力することなく、議決権行使サイトにログインすることができます。

- 1 議決権行使書用紙に記載のQRコードを読み取ってください。



※【QRコード】は株式会社デンソーウェブの登録商標です。

- 2 以降は画面の案内に従って賛否をご入力ください。



ログインID・仮パスワードを入力する方法

議決権行使ウェブサイト <https://evote.tr.mufg.jp/>

- 1 議決権行使ウェブサイトへアクセスしてください。
- 2 議決権行使書用紙に記載された「ログインID・仮パスワード」を入力してクリックしてください。



「ログインID・仮パスワード」を入力
「ログイン」をクリック

- 3 以降は画面の案内に従って賛否をご入力ください。

※操作画面はイメージです。

インターネットによる議決権行使でパソコンやスマートフォンの操作方法などが不明な場合は、右記にお問い合わせください。

三菱UFJ信託銀行株式会社 証券代行部 ヘルプデスク
0120-173-027
(通話料無料/受付時間 9:00~21:00)

Institutional investors can use the electronic voting platform for institutional investors operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposal 1 Election of Seven (7) Directors

The terms of office of all seven (7) Directors will expire at the same time as the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of seven (7) Directors is proposed.

The candidates for Director are as follows:

Candidate Number	Name	Characteristics	Years served	Attendance at Board of Directors' Meetings in This Fiscal Year	Current Position at the Company
1	Eiichi Sakakibara	Reappointed	28 years	100% (13 out of 13 meetings)	Director & Chairman
2	Katsunori Sugiura	Reappointed	9 years	100% (13 out of 13 meetings)	Representative Director & President
3	Shinya Sugiura	Reappointed	9 years	100% (13 out of 13 meetings)	Representative Director & Senior Vice President
4	Shigeyuki Kamino	Reappointed External Independent	11 years	100% (13 out of 13 meetings)	Director
5	Shiro Uchida	Reappointed External Independent	2 years	100% (13 out of 13 meetings)	Director
6	Hideaki Takaishi	Reappointed External Independent	2 years	100% (13 out of 13 meetings)	Director
7	Kaseri Oura	Reappointed External Independent	2 years	92% (12 out of 13 meetings)	Director



Candidate number

1 Eiichi Sakakibara

Date of Birth:
August 14, 1956

Reappointed

Number of shares of the Company held:

Common stock: 460,752 shares

Years served as Director:

28 years (upon the close of the Meeting)

Attendance at Board of Directors' meetings:

13 out of 13 meetings (100%)

Career summary, and positions and responsibilities at the Company

September 1986	Joined the Company
September 2008	Managing Director, Sugi Pharmacy Co., Ltd.
March 2011	Representative Director & President, Sugi Pharmacy Co., Ltd.
March 2017	Representative Director & Chairman, Sugi Pharmacy Co., Ltd.
May 2017	Representative Director & President, SUGI Holdings Co., Ltd.
May 2021	Representative Director & Chairman, SUGI Holdings Co., Ltd.
May 2025	Director & Chairman, Sugi Pharmacy Co., Ltd. (to date)
May 2025	Director & Chairman, SUGI Holdings Co., Ltd. (to date)

Reasons for nomination as a candidate for Director

Mr. Eiichi Sakakibara has led the Group for many years as Representative Director & Chairman and Representative Director & President of the Company and Sugi Pharmacy Co., Ltd., and has worked diligently to carry on its management philosophy, create stores based on his profound insights into the drugstore industry, and strengthen compliance. Currently, as Director & Chairman, he is fulfilling his responsibilities by focusing on supervising the management structure and passing on the philosophy to the next generation based on his extensive management experience. Based on our judgment that his management track record, broad business knowledge, and leadership for sustainable improvement of corporate value will significantly contribute to the further development and expansion of the Group, we propose that he be reelected as Director.

Significant concurrent positions

Director & Chairman, Sugi Pharmacy Co., Ltd.



Candidate
number

2 Katsunori Sugiura

Date of Birth:
October 14, 1978

Reappointed

Number of shares of the Company held:

Common stock: 454,882 shares

Years served as Director:

9 years (upon the close of the Meeting)

Attendance at Board of Directors' meetings:

13 out of 13 meetings (100%)

Career summary, and positions and responsibilities at the Company

March 2006	Joined the Company
March 2011	Managing Director, Sugi Pharmacy Co., Ltd.
March 2014	Representative Director & President, SUGI Smile Co., Ltd.
March 2017	Representative Director & President, Sugi Pharmacy Co., Ltd. (to date)
May 2018	Representative Director & Senior Vice President, SUGI Holdings Co., Ltd.
May 2021	Representative Director & President, SUGI Holdings Co., Ltd. (to date)

Reasons for nomination as a candidate for Director

Mr. Katsunori Sugiura, as Representative Director of the Company and Sugi Pharmacy Co., Ltd., has been involved in management while fulfilling his responsibilities by actively working on, for example, a business strategy for realizing the "Total Healthcare Strategy" designed to provide comprehensive support to customers, from the maintenance of health and prevention of disease to nursing care and terminal care, a DX (digital transformation) strategy, an overseas strategy, a capitalization strategy, and the promotion of the SDGs, without being constrained by conventional drugstore models. Based on our judgment that his management track record, broad business knowledge, leadership for sustainable improvement of corporate value, and willingness to take on a challenge of transforming drugstore models will significantly contribute to the further development and expansion of the Group, we propose that he be reelected as Director.

Significant concurrent positions

Representative Director & President, Sugi Pharmacy Co., Ltd.



Candidate
number

3 Shinya Sugiura

Date of Birth: November
30, 1979

Reappointed

Number of shares of the Company held:

Common stock: 453,248 shares

Years served as Director:

9 years (upon the close of the Meeting)

Attendance at Board of Directors' meetings:

13 out of 13 meetings (100%)

Career summary, and positions and responsibilities at the Company

April 2004	Joined the Company
March 2010	Director and General Manager, Home Medical Care Division, Sugi Pharmacy Co., Ltd.
March 2011	Director, SUGI Medical Co., Ltd.
March 2017	Managing Director, Sugi Pharmacy Co., Ltd.
May 2017	Director, SUGI Holdings Co., Ltd.
May 2021	Representative Director & President, SUGI Medical Co., Ltd. (to date)
December 2021	Representative Director & President, SUGI Nursing Care Co., Ltd.
March 2023	Director & Senior Vice President, Sugi Pharmacy Co., Ltd.
May 2023	Director & Senior Vice President, SUGI Holdings Co., Ltd.
September 2024	Representative Director & President, I&H Co., Ltd.
March 2025	Representative Director & Senior Vice President, Sugi Pharmacy Co., Ltd. (to date)
May 2025	Representative Director & Senior Vice President, SUGI Holdings Co., Ltd. (to date)

Reasons for nomination as a candidate for Director

Mr. Shinya Sugiura, as Representative Director & Senior Vice President of the Company and Sugi Pharmacy Co., Ltd., oversees company-wide management and, concurrently serving as Representative Director of SUGI Medical Co., Ltd., promotes the healthcare, dispensing pharmacy, and nursing care businesses. He also fulfills his responsibilities by continuing to lead the post-acquisition integration process following large-scale acquisitions and striving to maximize Group synergies through strengthening the governance and management structure of the expanding operating subsidiaries. In addition, he has actively worked on building networks through collaboration with government authorities while serving in key positions at industry associations. Based on our judgment that his expertise, management capabilities, and extensive network will significantly contribute to the further development of the Group, we propose that he be reelected as Director.

Significant concurrent positions

Representative Director & Senior Vice President, Sugi Pharmacy Co., Ltd.
Representative Director & President, SUGI Medical Co., Ltd.



Candidate
number

4 Shigeyuki Kamino

Date of Birth:
May 23, 1947

Reappointed	Number of shares of the Company held:	Common stock: – shares
External	Years served as External Director:	11 years (upon the close of the Meeting)
Independent	Attendance at Board of Directors' meetings:	13 out of 13 meetings (100%)

Career summary, and positions and responsibilities at the Company

April 1970	Joined Nagoya Railroad Co., Ltd.
May 2007	Representative Director, Mie Sangyo Co., Ltd. (to date)
June 2008	Representative Director & Senior Vice President, Nagoya Railroad Co., Ltd.
April 2009	Representative Director & President, MEITETSU Department Store Co., Ltd.
May 2012	Chairperson, Chubu Department Store Association
May 2015	External Director, SUGI Holdings Co., Ltd. (to date)

Reasons for nomination as a candidate for External Director and an outline of the expected role of the candidate

Mr. Shigeyuki Kamino has been involved in the management of other companies for many years. Based on his abundant experience in and knowledge of management, he has actively made remarks and recommendations during deliberations of the Board of Directors' meetings, and he has also served as Chair of the Nomination and Remuneration Committee. Based on our judgment that he is capable of supervising the execution of Directors' duties from a high-level perspective on corporate management, business strategies, and organization and human resource management, we propose that he be reelected as External Director.

Significant concurrent positions

Representative Director, Mie Sangyo Co., Ltd.



Candidate number

5 Shiro Uchida

Date of Birth: April 2, 1955

- Reappointed
- External
- Independent

Number of shares of the Company held: Common stock: – shares
 Years served as External Director: 2 years (upon the close of the Meeting)
 Attendance at Board of Directors' meetings: 13 out of 13 meetings (100%)

Career summary, and positions and responsibilities at the Company

October 1980 Joined Tokyo Office of Peat Marwick Mitchell Accounting Firm
 January 1993 Partner in Charge of Japanese Companies in the U.S. at Chicago Branch, Price, Waterhouse & Co.
 October 1999 Director, PricewaterhouseCoopers Consulting Co., Ltd.
 October 2002 Director, IBM Business Consulting Services KK.
 October 2005 Representative Director and President, BearingPoint Co., Ltd.
 May 2009 Representative Director and President, PricewaterhouseCoopers Consultants Co., Ltd.
 July 2012 Representative Director and Chairman, PricewaterhouseCoopers Co., Ltd.
 January 2015 Representative Director and Chairman, SAP Japan Co., Ltd.
 April 2022 External Director, SNK Corporation
 April 2023 Representative Director, Community Mesh Co., Ltd. (to date)
 May 2024 External Director, SUGI Holdings Co., Ltd. (to date)
 March 2025 External Director, Aoyama Zaisan Networks Co., Ltd. (to date)
 April 2026 External Director, MAMEZO CO., LTD. (to date)

Reasons for nomination as a candidate for External Director and an outline of the expected role of the candidate

Mr. Shiro Uchida has provided management guidance to major companies both in Japan and abroad and managed multiple companies by leveraging his professional experience as a certified public accountant in both Japan and the U.S. as well as extensive experience and knowledge in management strategy and digital transformation. Based on our judgment that he is capable of supervising the execution of Directors' duties from his expert perspective on DX, corporate management, financial affairs, M&A, etc., we propose that he be reelected as External Director.

Significant concurrent positions

Representative Director, Community Mesh Co., Ltd.
 External Director, Aoyama Zaisan Networks Co., Ltd.
 External Director, MAMEZO CO., LTD.



Candidate number

6 Hideaki Takaishi

Date of Birth: October 7, 1958

Reappointed

External

Independent

Number of shares of the Company held:

Years served as External Director:

Attendance at Board of Directors' meetings:

Common stock: – shares

2 years (upon the close of the Meeting)

13 out of 13 meetings (100%)

Career summary, and positions and responsibilities at the Company

April 1983	Joined Mitsubishi Corporation
April 2011	General Manager, Corporate Management Department, Mitsubishi Corporation
April 2012	Representative Director, Vice President, and Chief Financial Officer, IT Frontier Corporation
July 2014	Vice President and Chief Administrative Officer, Tata Consultancy Services Japan, Ltd.
June 2016	Director and Audit and Supervisory Committee Member, Chiyoda Corporation
June 2018	Director and Executive Managing Officer, Mitsubishi Shoji Construction Materials Corporation
April 2021	External Director, Sanntsu Corporation
June 2021	External Auditor, SystemEXE, Inc. (to date)
August 2023	Full-time Auditor, Legaseed Inc. (to date)
May 2024	External Director, SUGI Holdings Co., Ltd. (to date)
May 2025	External Director and Audit and Supervisory Committee Member, KODAMA CHEMICAL INDUSTRY CO., LTD. (to date)

Reasons for nomination as a candidate for External Director and an outline of the expected role of the candidate

Mr. Hideaki Takaishi has extensive experience and great knowledge in business investment, corporate finance, and overseas business that he has gained while working for many years on financial affairs and overseas at a major general trading company. He has also served as an external director and auditor for major Japanese companies. Based on our judgment that he is capable of supervising the execution of Directors' duties from his expert perspective on overseas strategies, capital policy, financial strategy, risk management, M&A, etc., we propose that he be reelected as External Director.

Significant concurrent positions

External Auditor, SystemEXE, Inc.
 Full-time Auditor, Legaseed Inc.
 External Director and Audit and Supervisory Committee Member, KODAMA CHEMICAL INDUSTRY CO., LTD.



Candidate number

7 Kaseri Oura

Date of Birth:
October 27, 1975

- Reappointed
- External
- Independent

Number of shares of the Company held: Common stock: – shares
 Years served as External Director: 2 years (upon the close of the Meeting)
 Attendance at Board of Directors' meetings: 12 out of 13 meetings (92%)

Career summary, and positions and responsibilities at the Company

September 1998	Joined Kyowa Hakko U.S.A.
June 2010	Joined Bristol-Myers Squibb U.S.A.
October 2012	Executive Officer responsible for Research and Development Division, Bristol-Myers Squibb K.K.
June 2016	People & Business Resource Group General Manager, Bristol-Myers Squibb U.S.A.
September 2019	CEO and Executive Director, Global Health Innovative Technology Fund
November 2019	Director, Tokyo American Club
September 2021	General Manager and CEO of Labcorp Development Japan Co., Ltd. (now Labcorp Laboratories Japan, LLC)
May 2022	Regular Member of Board of Overseers, Temple University Japan Campus
November 2023	Governor, American Chamber of Commerce in Japan
May 2024	External Director, SUGI Holdings Co., Ltd. (to date)
February 2025	Representative Director & President, Illumina K.K. (to date)

Reasons for nomination as a candidate for External Director and an outline of the expected role of the candidate

Ms. Kaseri Oura has worked for major pharmaceutical manufacturers both in Japan and abroad and possesses a broad strategic perspective, as well as extensive experience and strong knowledge in organizational management, cultivated through her many years of global experience in the pharmaceutical industry. Based on our judgment that she is capable of supervising the execution of Directors' duties from her expert perspective on the development of healthcare strategies in collaboration with the pharmaceutical field, global organization management, and corporate management that embraces diversity, we propose that she be elected as External Director.

Significant concurrent positions

Representative Director & President, Illumina K.K.

- Notes:
1. No special conflict of interest exists between the Company and any of the above candidates for Directors.
 2. Mr. Shigeyuki Kamino, Mr. Shiro Uchida, Mr. Hideaki Takaishi, and Ms. Kaseri Oura are candidates for External Directors. Mr. Shigeyuki Kamino, Mr. Shiro Uchida, Mr. Hideaki Takaishi, and Ms. Kaseri Oura are currently registered as independent officers of the Company with the Tokyo Stock Exchange and the Nagoya Stock Exchange. If they are reelected as External Director as originally proposed, the Company will re-register them as independent officers.
 3. Mr. Shigeyuki Kamino, Mr. Shiro Uchida, Mr. Hideaki Takaishi, and Ms. Kaseri Oura are currently External Directors of the Company. At the close of the Meeting, Mr. Shigeyuki Kamino will have been in office for 11 years, and Mr. Shiro Uchida, Mr. Hideaki Takaishi, and Ms. Kaseri Oura will each have been in office for two years.
 4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Mr. Shigeyuki Kamino, Mr. Shiro Uchida, Mr. Hideaki Takaishi, and Ms. Kaseri Oura to limit their liability for damages stipulated in Article 423, paragraph (1) of the Companies Act to the higher of 5 million yen or a higher amount specified by the Company in advance and the statutory minimum liability amount, provided that they have acted in good faith and without gross negligence in performing their duties. If their reelection is approved, the Company will extend this contract with each of them.
 5. The Company has entered into an officer indemnification insurance policy provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The summary terms and conditions of the insurance policy are as given on page 29 of this Notice. If the candidates listed above are reelected, they will be covered by the insurance. At the next contract renewal, the Company will renew the contract under the same terms and conditions.
 6. Ms. Kaseri Oura, a candidate for Director, is registered as “Catherine Onaka” on her family register.
 7. The number of shares of the Company held by each of the candidates for Directors is as of February 28, 2026.

Proposal 2 Election of One (1) Corporate Auditor

The terms of office of Corporate Auditors, Ms. Kana Yasuda will expire at the same time as the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of one (1) Corporate Auditor is proposed.

The candidate for Corporate Auditor is as follows:

Name	Characteristics	Years served	Attendance at Board of Directors' Meetings in This Fiscal Year	Current Position at the Company
Masahiro Nakamura	Reappointed External Independent	-	-	-



Masahiro Nakamura

Date of Birth:
February 28, 1952

- Reappointed
- External
- Independent

Number of shares of the Company held:

Common stock: – shares

Career summary, position, and significant concurrent positions

April 1974	Joined Nagoya Mutual Savings Bank (now The Bank of Nagoya, Ltd.)
June 2003	Executive Officer and General Manager of Administrative Systems Department, The Bank of Nagoya, Ltd.
June 2005	Director and General Manager of Administrative Systems Department, The Bank of Nagoya, Ltd.
June 2007	Managing Director, The Bank of Nagoya, Ltd.
June 2009	Senior Managing Director, The Bank of Nagoya, Ltd.
April 2011	Director and Vice President, The Bank of Nagoya, Ltd.
June 2013	Director and President, The Bank of Nagoya, Ltd.
June 2017	Advisor, The Bank of Nagoya, Ltd.
November 2017	Outside Auditor, AVANTIA Co., Ltd. (to date)
June 2025	Director, Educational Institution Tokai Gakuen (to date)
July 2025	Outside Director, JSB Tech Corporation (to date)

Reasons for nomination as a candidate for External Auditor and an outline of the expected role of the candidate

Mr. Masahiro Nakamura has held a number of key positions at financial institutions over many years and possesses extensive experience and high-level expertise in the fields of finance and financial services, having led organizational management as Director and President. He is also well-versed in systems management, corporate governance, and risk management through his experience as General Manager of Administration Systems Department and his track record as Outside Auditor and in other positions at other companies. Based on our judgment that he is capable of appropriately auditing the Company's management from an objective standpoint by leveraging his extensive expertise in finance and financial matters, we propose that he be elected as External Auditor.


Significant concurrent positions





Outside Auditor, AVANTIA Co., Ltd.
Director, Educational Institution Tokai Gakuen
Outside Director, JSB Tech Corporation

- Notes:
1. No special conflict of interest exists between the Company and Mr. Masahiro Nakamura.
 2. Mr. Masahiro Nakamura is a candidate for External Auditor. In addition, he meets the requirements for an independent officer set out by the Tokyo Stock Exchange and the Nagoya Stock Exchange. If he is elected as External Auditor as originally proposed, the Company will register him as an independent officer.
 3. If Mr. Masahiro Nakamura's election is approved, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages stipulated in Article 423, paragraph (1) of the Companies Act to the higher of 5 million yen or a higher amount specified by the Company in advance and the statutory minimum liability amount, provided that he has acted in good faith and without gross negligence in performing his duties.
 4. The Company has entered into an officer indemnification insurance policy provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The summary terms and conditions of the insurance policy is as given on page 29 of this Notice. If Mr. Masahiro Nakamura's election is approved, he will be covered by the insurance. At the next contract renewal, the Company will renew the contract under the same terms and conditions.
 5. The number of shares of the Company held by Mr. Masahiro Nakamura is as of February 28, 2026.

[Reference] Skills matrix of our officers after the conclusion of this Meeting

Provided that each candidate for officer is elected at the Meeting, the skills matrix of our officers will be as follows:

Name	Eiichi Sakakibara	Katsunori Sugiura	Shinya Sugiura	Shigeyuki Kamino	Shiro Uchida
Portrait					
Position	Director	Director	Director	Director	Director
Characteristics	Reappointed	Reappointed	Reappointed	Reappointed External Independent	Reappointed External Independent
Corporate Management	•	•	•	•	•
Business Strategies	•	•	•	•	•
Human Resources	•	•	•	•	•
Legal Affairs and Risk Management	•				•
Finance and Accounting					•
Healthcare	•	•	•		
Digital Transformation		•			•
Overseas Business		•			•

Hideaki Takaishi	Kaseri Oura	Toshihiko Sakamoto	Toshiaki Shimura	Yoshiko Hayama	Masahiro Nakamura
					
Director	Director	Auditor	Auditor	Auditor	Auditor
Reappointed External Independent	Reappointed External Independent	External Independent	External Independent		Newly appointed External Independent
•	•	•			•
•	•	•			
	•	•			•
•		•	•	•	•
•		•	•	•	•
	•				
•			•		•
•	•	•	•		

Note: This table does not cover all areas in which each candidate has insights and experience.