

*This document has been translated from the Japanese original for the convenience of non-Japanese shareholders.  
In the event of any discrepancy between this document and the Japanese original, the original shall prevail.*

Securities code: 9069  
June 10, 2026

To our shareholders:

Yasuhisa Fukuda  
President and Representative Director  
**SENKO Group Holdings Co., Ltd.**  
8-10, Shiomi 2-chome, Koto-ku, Tokyo

### NOTICE OF CONVOCATION OF THE 109th ANNUAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 109th Annual Meeting of Shareholders of SENKO Group Holdings Co., Ltd. (the “Company”) on June 25, 2026, which will be held as described hereunder. Information that constitutes the content of Reference Documents for the Meeting of Shareholders, etc. (items subject to the measures for electronic provision) is provided in electronic format for this Annual Meeting of Shareholders. Please access the Company website below and review the information.

The Company’s website  
[https://www.senkogrouphd.co.jp/en/ir/stock\\_info/general\\_meeting/](https://www.senkogrouphd.co.jp/en/ir/stock_info/general_meeting/)

The items subject to the measures for electronic provision are also posted on the Tokyo Stock Exchange (TSE) website. Please access the TSE website below (Listed Company Search), and enter “SENKO Group Holdings” in “Issue name (company name)” field, or “9069” in “Code” field, and click “Search.” Then select “Basic information” followed by “Documents for public inspection/PR information,” and review the information.

TSE website (Listed Company Search):  
<https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do>

**If you are unable to attend the Meeting in person, you may exercise your voting rights by postal mail or via the Internet. Please review the Reference Documents for the Meeting of Shareholders and exercise your voting rights by either of the following methods by 6:00 p.m., Wednesday, June 24, 2026 (Japan Standard Time).**

[Voting by postal mail]

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and return it by postal mail to reach us by the above deadline.

[Voting via the Internet]

Please access the website for exercising voting rights designated by the Company (<https://evote.tr.mufig.jp/>), which is in Japanese only, and indicate your approval or disapproval of the proposals by the above deadline.

## Meeting Details

**1. Date and Time:** Thursday, June 25, 2026 at 10:00 a.m. (Japan Standard Time)

**2. Venue:** Stella Hall, 3F, Tower West, Umeda Sky Building  
1-30, Oyodonaka 1-chome, Kita-ku, Osaka

### 3. Purposes:

#### Items to be reported:

1. The Business Report and Consolidated Financial Statements for the 109th fiscal year, from April 1, 2025 to March 31, 2026, and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Board of Corporate Auditors
2. The Non-Consolidated Financial Statements for the 109th fiscal year, from April 1, 2025 to March 31, 2026

#### Items to be resolved:

##### Company Proposals: Proposals 1 to 3

**Proposal 1:** Reduction in the Amount of Legal Capital Surplus and Legal Retained Earnings and Appropriation of Surplus

**Proposal 2:** Partial Amendments to the Articles of Incorporation

**Proposal 3:** Election of One (1) Director

##### Shareholder Proposals: Proposals 4 and 5

**Proposal 4:** Election of One (1) Director

**Proposal 5:** Amendments to the Articles of Incorporation Concerning Measures to Realize Management Conscious of Cost of Capital and Stock Price

Proposal 4 and Proposal 5 are proposals made by shareholders. However, the Board of Directors of the Company opposes both of these proposals. For details on the opinions of the Board of Directors of the Company, please refer to page 13 of this notice.

### 4. Other Matters Concerning the Meeting:

Documents stating the items subject to the measures for electronic provision will be sent to shareholders who requested the delivery of paper-based documents. However, as provided for by laws and regulations and Article 16, paragraph 2 of the Company's Articles of Incorporation, such documents do not include the following items.

- (i) "Systems necessary to ensure that the execution of duties by Directors complies with laws and regulations and the Articles of Incorporation and other systems necessary to ensure the properness of operations" and "Outline of the operation of the internal control systems" described in the Business Report
- (ii) "Consolidated Statements of Changes in Net Assets" and "Notes to the Consolidated Financial Statements" in Consolidated Financial Statements
- (iii) "Non-Consolidated Statements of Changes in Net Assets" and "Notes to the Non-Consolidated Financial Statements" in Non-Consolidated Financial Statements
- (iv) Audit Reports (Audit reports by the Financial Auditor on the Consolidated Financial Statements and Non-consolidated Financial Statements, and audit reports prepared by the Board of Corporate Auditors)

Accordingly, the documents that are delivered to shareholders who have made a request for delivery of paper-based documents are part of the documents included in the scope of audits by the Corporate Auditors and the Financial Auditor when they create their respective audit reports.

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

## Reference Documents for the Meeting of Shareholders

### Company Proposals: Proposals 1 to 3

#### **Proposal 1:** Reduction in the Amount of Legal Capital Surplus and Legal Retained Earnings and Appropriation of Surplus

In order to enhance the return of profit to its shareholders while securing the necessary internal reserves for future business development and for putting the Company on a firmer footing, the Company maintains a basic policy regarding the distribution of profit to pay dividends taking into account the link to performance, in addition to maintaining stable dividend payments. Under this policy, as listed below, the Company proposes to pay a year-end dividend for this fiscal year after reducing legal capital surplus and legal retained earnings, and to carry out other appropriation of surplus.

1. Matters concerning reduction in the amount of legal capital surplus and legal retained earnings

To enhance the amount available for distribution for the payment of dividends for this fiscal-year end, etc., and to ensure future flexible capital policies and the stability of the Company's financial base, pursuant to Article 448, paragraph (1) of the Companies Act, a portion of legal capital surplus and the full amount of legal retained earnings will be reduced, to be transferred into other capital surplus and retained earnings carried forward, respectively.

- (1) Item and amount of reduction in surplus:
- |                         |                                    |
|-------------------------|------------------------------------|
| Legal capital surplus   | 20,000,000,000 yen                 |
|                         | (Of a total of 37,574,571,361 yen) |
| Legal retained earnings | 1,505,919,344 yen                  |
- (2) Item and amount of increase in surplus:
- |                                   |                    |
|-----------------------------------|--------------------|
| Other capital surplus             | 20,000,000,000 yen |
| Retained earnings carried forward | 1,505,919,344 yen  |
- (3) Effective date of reduction in the amount of surplus:  
June 25, 2026

2. Matters concerning year-end dividend

In view of the Company's performance in this fiscal year, the Company proposes to pay 25 yen per share as the year-end dividend. Combined with interim dividend of 25 yen per share, this brings the annual dividend to 50 yen per share.

- (1) Type of dividend assets:  
Cash
- (2) Allocation and total amount of the dividend assets:  
25 yen per common share of the Company  
Total amount of dividends: 4,272,159,725 yen
- (3) Effective date of dividend payment:  
June 26, 2026

3. Matters concerning other appropriation of surplus

The purpose is to enable the realization of flexible capital policies, including shareholder returns, in response to future changes in the business environment.

- (1) Item and amount of reduction in surplus:
- |                 |                   |
|-----------------|-------------------|
| General reserve | 3,150,000,000 yen |
|-----------------|-------------------|

*[Translation]*

(2) Item and amount of increase in surplus:	
Retained earnings carried forward	3,150,000,000 yen

**Proposal 2:** Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

The proposal is to change the terms of office of Directors from two (2) years to one (1) year for the purpose of further clarifying the management responsibilities of Directors, establishing a management structure that can respond rapidly to changes in the business environment, and increasing opportunities for shareholders to express their confidence in the Directors.

2. Details of proposed amendments

Details of the proposed amendments are as follows:

(The underlined portions indicate the proposed amendments.)

Current Articles of Incorporation	Proposed Amendments
<p>(Term of Office) Article 21</p> <ol style="list-style-type: none"> <li>1. The term of office of Directors shall expire at the conclusion of the annual meeting of shareholders for the last fiscal year ending within <u>two (2) years</u> after their election.</li> <li>2. The term of office of Directors elected as additional or substitute Directors shall continue until the expiration of the term of office of incumbent Directors.</li> </ol> <p style="text-align: center;">(Newly established)</p>	<p>(Term of Office) Article 21</p> <ol style="list-style-type: none"> <li>1. The term of office of Directors shall expire at the conclusion of the annual meeting of shareholders for the last fiscal year ending within <u>one (1) year</u> after their election.</li> <li>2. The term of office of Directors elected as additional or substitute Directors shall continue until the expiration of the term of office of incumbent Directors.</li> </ol> <p><u>Supplementary Provisions</u> <u>(Transitional Measures Regarding Directors' Terms of Office)</u> <u>Notwithstanding the provisions of Article 21, the term of office of Directors elected at the 108th Annual Meeting of Shareholders held on June 26, 2025 shall expire at the conclusion of the annual meeting of shareholders for the fiscal year ending March 31, 2027. This supplementary provision shall be deleted after the said date has passed.</u></p>

**Proposal 3: Election of One (1) Director**

The Company has decided to increase the number of Outside Directors by one (1) to further enhance the supervisory function and effectiveness of the Company's Board of Directors, and proposes the election of one (1) Outside Director.

The candidate for the Outside Director is as follows:

Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	
Kiyoshi Hosomizo (March 17, 1956)	April 1978	Joined Ministry of Finance	0
	July 2002	Director of Legal Division, Budget Bureau, the said ministry	
	July 2003	Director of Financial System Stabilization Division, Minister's Secretariat, the said ministry	
	July 2004	Director of Planning Division, Planning and Coordination Bureau, Financial Services Agency	
	August 2005	Tokyo Stock Exchange Administrator and Financial Futures Exchange Administrator, Kanto Local Finance Bureau, Ministry of Finance Deputy Director-General of Planning and Coordination Bureau (in charge of Market), and Secretary-General of Executive Bureau, Certified Public Accountants and Auditing Oversight Board, Financial Services Agency	
	July 2006	Tokyo Stock Exchange Administrator and Financial Futures Exchange Administrator, Kanto Local Finance Bureau, Ministry of Finance Deputy Director-General of Planning and Coordination Bureau (in charge of Market), Financial Services Agency	
	July 2007	Deputy Director-General of Planning and Coordination Bureau (in charge of planning), the said agency	
	July 2009	Deputy Commissioner of Planning and Coordination Bureau (in charge of Secretariat), the said agency	
	July 2010	Director-General of Inspection Bureau, the said agency	
	August 2011	Director-General of Supervisory Bureau, the said agency	
	July 2014	Commissioner, the said agency	
	September 2015	Counselor, Mitsui & Co., Ltd. Special Advisor, Iwata Godo Attorneys and Counsellors at Law	
	June 2016	Outside Audit & Supervisory Board Member, Seiren Co., Ltd.	
	June 2017	Outside Director, Kawasaki Kisen Kaisha, Ltd.	
June 2019	President, Japan Exchange Regulation		

[Reasons for nomination as the candidate for Outside Director and outline of expected roles]

Mr. Hosomizo served as President of Japan Exchange Regulation after holding multiple key positions at the Ministry of Finance and the Financial Services Agency, including Commissioner of the Agency, and has a wealth of experience and wide-ranging knowledge in capital markets, financial administration, and corporate governance. Therefore, we have nominated him as a candidate to newly serve as an Outside Director so that his insights can be utilized in the Company's management. Although he has no direct corporate management experience other than serving as an outside officer, we have determined that he will be able to play an ample role in advising and supervising business operations by providing objective and expert opinions, utilizing his extensive insight.

- Notes:
1. Mr. Kiyoshi Hosomizo is a new candidate for Director.
  2. There are no special interests between the candidate and the Company.
  3. Mr. Kiyoshi Hosomizo is a candidate for Outside Director.
  4. The Company has entered into a directors and officers liability insurance policy with an insurance company with all Directors as insureds. The policy covers losses that may arise from Directors, who are the insureds, assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. If Mr. Kiyoshi Hosomizo is elected as Director, he will become an insured under this policy, and the Company plans to renew the insurance policy during his term of office.
  5. If the election of Mr. Kiyoshi Hosomizo is approved, the Company plans to enter into an agreement with him to limit his liability for damages as provided for in Article 423, paragraph (1) of the Companies Act to the amount stipulated in applicable laws and regulations.
  6. Mr. Kiyoshi Hosomizo satisfies the requirements for an Independent Officer as provided for by Tokyo Stock Exchange, Inc., and if his election is approved, the Company plans to designate him as an Independent Officer.

(Reference) Skills Matrix

The following illustrates main skills possessed by Directors and Corporate Auditors, provided that Proposal 3 is approved as originally proposed.

Position	Name	Gender	Independent outside	Corporate management /strategic planning	Human resources/ personnel development	Finance/ accounting	Legal/ risk management	Global	IT/DX	Sustainability (ESG+H)
Inside Director	Yasuhisa Fukuda	Male		○	○	○		○	○	
	Noburoh Sasaki	Male		○	○		○			○
	Shigeru Ono	Male		○		○		○		
	Yasuhiro Masuda	Male		○		○			○	
	Hideki Tsutsumi	Male		○				○		
	Noboru Ohgoshi	Male		○		○			○	
Outside Director	Yasuyuki Sugiura	Male	★	○	○	○		○		○
	Yoko Araki	Female	★		○					○
	Fumiko Okuno	Female	★		○					○
	Masumi Shiraishi	Female	★	○	○					○
	Yasuko Teraura	Female	★				○	○		○
	Kiyoshi Hosomizo	Male	★			○	○			○
Inside Corporate Auditor	Masanobu Uenaka	Male		○		○		○		
	Satoshi Taketani	Male		○	○		○			○
Outside Corporate Auditor	Shinichiro Kohara	Male	★	○						○
	Yoshiro Okano	Male	★			○	○			

Major experiences and professional qualifications used as the basis for creating this table
●Has led the Group's overall management as Representative Director of the Company for many years, and has a track record of contributing to sustainable growth and the expansion of business domains
●Has overseen legal affairs, human resources, health promotion, sustainability promotion, etc. as General Manager of Administration HQ
●After gaining practical experience in the financial and planning divisions of a major global appliance manufacturer, has experience serving as the head of a device business, as well as management experience at an overseas logistics subsidiary ●President and Representative Director, SENKO (THAILAND) Co., LTD.
●Experience in executing investments and supporting corporate value improvement as a partner and director at a PE fund ●Experience as a managing director and CFO at a major sports goods retail company
●Experience in managing a European subsidiary of a major global comprehensive chemicals company ●Director of The American Studies Foundation
●Current President and Representative Director, Senko Co., Ltd. ●Experience in promoting DX as General Manager of Business Policy Promotion HQ of Senko Co., Ltd.
●Experience as a CFO and in management at a North American subsidiary of a major global trading company
●Experience in areas such as human resource education at Tokyo Medical and Dental University and other institutions ●Expertise as a doctor and experience as an occupational physician
●Experience in areas such as human resource education at universities such as Osaka University of Economics ●Experience in public service roles related to education and human resource development, including as a member of the Central Council for Education, Ministry of Education, Culture, Sports, Science and Technology ●Experience in roles related to health, including as an Athlete Committee Member of the Japan Swimming Federation
●Experience in areas such as human resource education at universities such as Kansai University ●Experience as Assistant Chairman at the Professional University of Beauty & Wellness
●Attorney-at-law ●Attorney at Law in New York State, USA ●Public service experience related to health, such as expert member of Central Environmental Council
●After holding positions such as Inspector at the Tokyo Stock Exchange for the Kanto Local Finance Bureau and Commissioner for the Financial Services Agency, has experience serving as President of the Japan Exchange Regulation ●Written works include "A Detailed Explanation of the Latest Public Accounting Act" and "Handling Legal Affairs as an Officer at a Financial Institution: Responsibilities in the Age of Corporate Governance Code"
●Experience as General Manager of Finance and Accounting HQ ●Experience as Deputy General Manager of International Business HQ and Senior Manager of International Multimodal Transport Business Department
●Experience overseeing human resources, legal affairs, health promotion, etc. as General Manager of Administration HQ
●Management experience at a chemical manufacturer ●Practical experience in solar development at a major global chemical manufacturer
●Wealth of practical experience, including auditing experience, as a certified public accountant

**(Reference) Initiatives on Corporate Governance**

• **Basic Policy**

The Company is a logistics group involved in highly public work that fosters people’s development and supports their lives. We make every effort to ensure that all corporate activities thoroughly comply with laws, based on the awareness that good corporate governance is the foundation of business, as well as regarding governance as a high priority for management.

Outline of the corporate governance system (as of March 31, 2026)

Organizational form	Company with a Board of Corporate Auditors
Directors	Maximum number under the Articles of Incorporation: twelve (12) Current number: eleven (11) (including five (5) Outside Directors) Term of office: two (2) years (one (1) year if the Company proposal for the amendments to the Articles of Incorporation is approved at this Annual Meeting of Shareholders)
Corporate Auditors	Maximum number under the Articles of Incorporation: four (4) Current number: four (4) (including two (2) Outside Corporate Auditors) Term of office: four (4) years
Number of Independent Officers	Seven (7) (five (5) Outside Directors and two (2) Outside Corporate Auditors)
Voluntary committee regarding personnel matters and remuneration for Directors	Nomination and Remuneration Advisory Committee Chaired by President and Representative Director Consisting of seven (7) members (two (2) Internal Directors and five (5) Outside Directors)

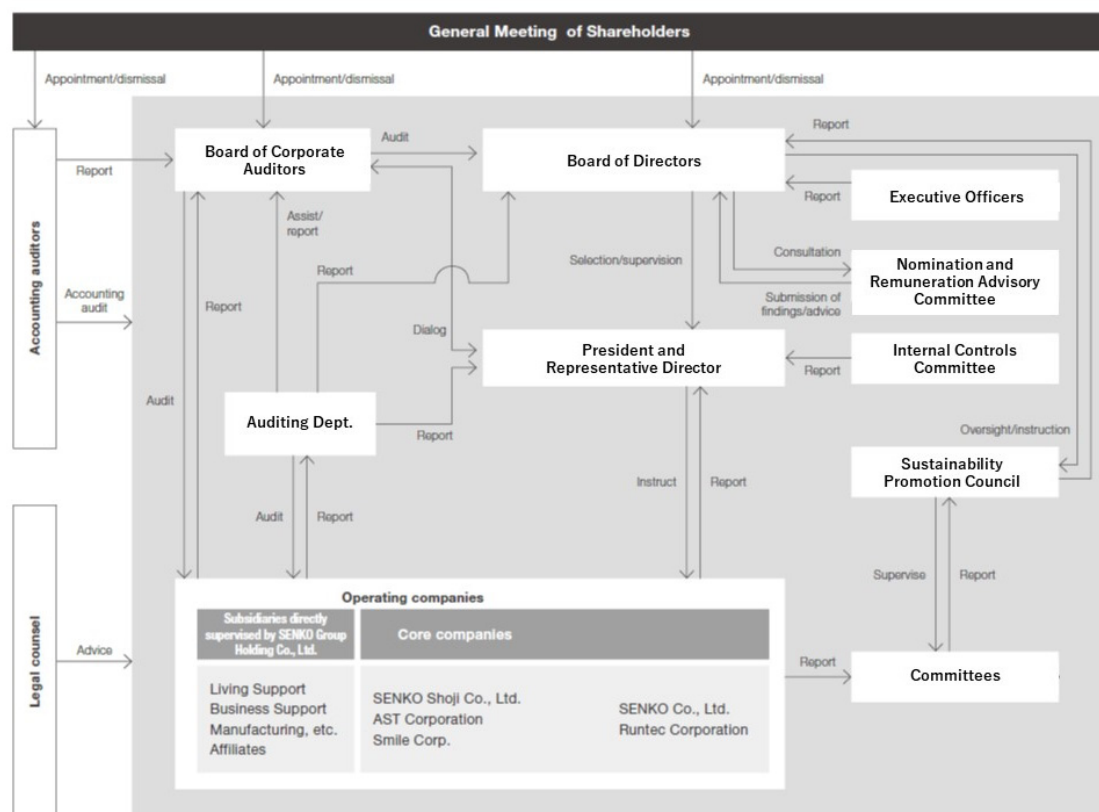
• **Initiatives Toward Enhancement of Corporate Governance**

Under the basic policy presented above, the Company is taking initiatives to persistently enhance corporate governance. Upon approval of the proposal for the election of a Director at this Annual Meeting of Shareholders, the percentage of independent Outside Directors on the Board of Directors will be 50%. In addition, upon approval of the Company proposal for partial amendments to the Articles of Incorporation, the term of office of Directors will be changed from two (2) years to one (1) year.

		From Apr. 2017 (transition to a holding company structure)	From 2020	From 2025
Personnel matters and remuneration for officers	From 2017: performance-based stock compensation plan			
	From 2020: restricted stock compensation plan			
	From 2022: Nomination and Remuneration Advisory Committee (the majority are Outside Directors)			
Outside Directors	From 2013: two (2) Directors	From 2019: three (3) Directors	From 2021: four (4) Directors (at least one-third)	From 2025: five (5) Directors (at least one-third)
Councils and committees (executive)	Internal Controls Committee			
	CSR Promotion Committee		From 2022: Sustainability Promotion Council	
	Compliance Committee			
	Risk Management Committee		From 2020: Risk Management Committee	
	Environmental Promotion Committee			
	Social Contribution Promotion Committee		From 2023: Social Value Improvement Committee	
Others	From 2017: evaluation of the effectiveness of the Board of Directors		From 2024: outsourcing of the effectiveness evaluation	

### Corporate Governance System Diagram

We have adopted the following system, which we consider to be optimal for ensuring management transparency and legal compliance based on the Company's size, lines of business, organizational structure, and other features. Regarding business execution, we have the Internal Controls Committee and the Sustainability Promotion Council (under which the Social Value Improvement Committee, Compliance Committee, Risk Management Committee, and Environmental Promotion Committee have been established) in place, thus working to enhance the Board of Directors' oversight function.



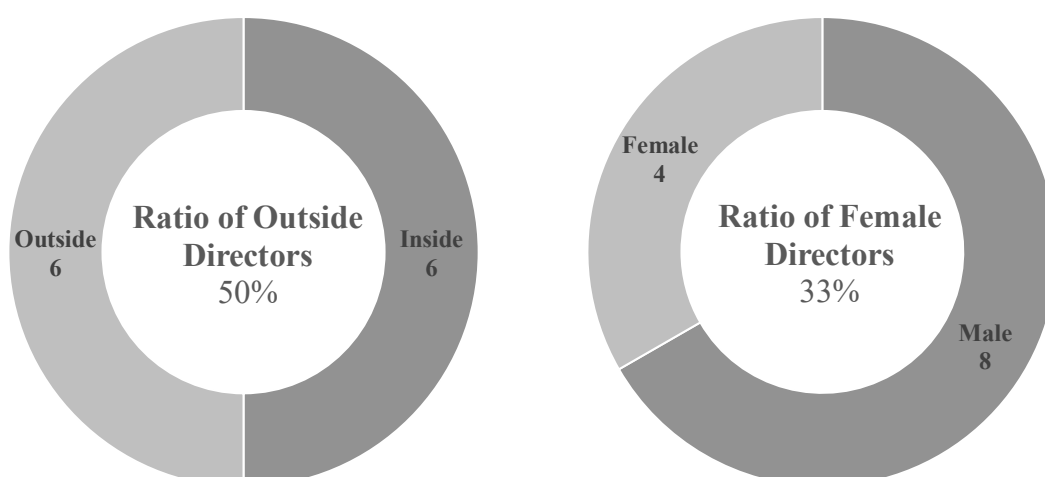
- **Composition of the Board of Directors**

When determining the composition of the Board of Directors, we ensure that it consists of a diverse group of members who possess a good overall balance of career background, experience, and areas of specialization, and we seek out independent Outside Directors who have management experience at other companies.

If the proposal for the election of a Director is approved at this Annual Meeting of Shareholders, the Board of Directors will be composed of twelve (12) Directors, including six (6) independent Outside Directors and four (4) female Directors.

The skills matrix of officers is presented on page 7.

[Composition of the Board of Directors after the Annual Meeting of Shareholders (Planned)]



- **Evaluation of the Effectiveness of the Board of Directors**

Starting from FY2024, the aggregation and analysis of the results of the questionnaire have been outsourced to an external organization to ensure the objectivity of the evaluation. The questionnaire for FY2025 covered the evaluation items listed below. The Board of Directors will work to improve its effectiveness by persistently addressing issues identified as a result.

- Monitoring and oversight of the Group’s internal controls and risk management
- Composition and operations of the Board of Directors
- Discussion enhancement and oversight regarding management and business strategies
- Oversight regarding nominations and remuneration of Directors
- Dialogue with shareholders

Identified issues for future consideration

- Follow-up on the outcomes of submitted agenda items
- More in-depth discussions on management and business strategies
- Promotion of initiatives aimed at the improvement of return on equity and share price
- Formulation and implementation of a succession plan
- Enhancement of the functions of the Nomination and Compensation Advisory Committee

- **Cross--Shareholdings**

The Company may hold shares to build a smooth and long-term relationship with a business partner, to maintain and strengthen business cooperation, and to stably procure funds, vehicles, etc., when such holding will enhance its corporate value and contribute to the common interests of shareholders. Each cross-shareholding is reviewed as appropriate to determine whether it is consistent with the purpose of holding, whether the benefits and risks associated with the holding are commensurate with the cost of capital, and other relevant factors. The Board of Directors annually verifies whether it is appropriate to continue holding each shareholding. The status as of the end of the fiscal year is as follows:

	Number of issues	Total amount on the balance sheet (Million yen)	Ratio of cross-shareholdings to consolidated net assets (%)
Unlisted stocks	35	1,806	0.7
Stocks other than unlisted stocks	37	6,590	2.5

## Shareholder Proposals: Proposals 4 and 5

Proposals 4 and 5 are proposals submitted by a shareholder of the Company, Dalton Kizuna (Master) Fund LP (hereinafter referred to as the “proposing shareholder”).

The summaries of and the reasons for the proposals are posted essentially verbatim from the original text of the submitted document, except for the deletion of proposals that were withdrawn separately by the proposing shareholder and minor formatting and other non-substantive adjustments.

### Proposal 4: Election of One (1) Director

(1) Summary of proposal

Elect the following person as a Director of the Company.

Kotaro Okamura

(2) Reasons for proposal

In recent years, the Company has been expanding its non-logistics businesses through M&A; however, many of these businesses have resulted in lowering the overall profitability and capital efficiency of the Company, and have been observed to be hindering improvements in company-wide ROIC and ROE.

In addition, considering recent M&A transactions and compliance incidents, we must say that there are issues regarding the Company’s capital discipline and governance structure that cannot be overlooked as shareholders. We believe that structural governance issues exist, such as the long-term entrenchment of top management and a lack of expertise on the Board of Directors.

Mr. Kotaro Okamura has engaged in finance and investment-related work for many years and possesses extensive experience and expertise in corporate valuation, M&A, and capital markets. Having him as an Outside Director is expected to contribute to strengthening the capital market perspective on our Board of Directors, and enhancing the effectiveness of supervisory functions over capital allocation, M&A, and governance structure.

1. Kotaro Okamura, born November 11, 1955	
• Career summary, positions and areas of responsibility in the Company, and important concurrent positions	
1979	The Sumitomo Bank, Limited (now Sumitomo Mitsui Banking Corporation)
1990	Morgan Trust Bank Ltd. (now JPMorgan Asset Management Ltd.)
1995	Investment Banking Division, JPMorgan Securities Japan Co., Ltd.
2004	Japan Representative and Manager of Tokyo Branch, JPMorgan Chase Bank, N.A.
2009	President and Representative Director, Thomson Reuters Markets LLC
2012	Advisor, Societe Generale Securities Limited
2019	Senior Advisor, IFM Investors Pty Ltd
2024	Outside Director, Sapporo Holdings Limited
• Number of the Company’s shares held: 0	
• Reasons for nomination as the candidate for Director and outline of expected roles As stated in the reasons for the proposal above.	
• Presence or absence of special interest There is no special interest.	

Note: Mr. Kotaro Okamura is a candidate for Outside Director.

## **Opinion of the Company's Board of Directors**

### **The Company's Board of Directors opposes this proposal.**

The Company is promoting a five (5)-year medium-term management plan (hereinafter referred to as the "Medium-Term Management Plan," and the period covered by the Medium-Term Management Plan is referred to as the "Medium-Term Management Plan Period") aimed at enhancing corporate value based on the "SENKO Group Medium-Term Management Plan for the period from FY2022 to FY2026" announced in 2022. In the current fiscal year (FY 2026), the final year of the Medium-Term Management Plan Period, achieving the targets set in the Medium-Term Management Plan is the Company's highest priority. At the same time, the Company believes it is extremely important to formulate the next medium-term management plan that combines effectiveness and feasibility, taking into account the Company's business environment and capital market trends, in order to achieve continuous enhancement of corporate value beyond the Medium-Term Management Plan Period.

In order to achieve both the steady execution and realization of the Medium-Term Management Plan and medium- to long-term enhancement of corporate value looking beyond the Medium-Term Management Plan Period, the Company believes it is essential to ensure continuity in the management of the Company group based on the deep understanding of the Company's business by the current Directors who have been promoting the Medium-Term Management Plan, and to further enhance the supervisory function and effectiveness of the Company's Board of Directors by appointing Outside Directors with advanced expertise in capital markets, financial administration, and corporate governance. Mr. Kiyoshi Hosomizo (hereinafter referred to as "Mr. Hosomizo"), a new candidate for Outside Director proposed by the Company at this Annual Meeting of Shareholders, has extensive experience and advanced knowledge regarding capital markets, disclosure regulations, corporate governance, etc., as a former Commissioner of the Financial Services Agency and former President of Japan Exchange Regulation. The Company has determined that he is highly suited to address the management challenges facing the Company. The Company is confident that by adding Mr. Hosomizo to the Company's Board of Directors, the deep understanding of the Company's business and specialized knowledge possessed by the current Directors will be combined with the specialized knowledge possessed by Mr. Hosomizo, enabling more multifaceted and effective discussions and supervision of the Company's management challenges.

The Company interviewed the candidate in this shareholder proposal (hereinafter referred to as the "Shareholder Proposal Candidate") at the Nomination and Remuneration Advisory Committee, where independent Outside Directors constitute a majority, and conducted rigorous deliberations on the abilities, qualities, and experience expected of the Company's Outside Directors.

As a result, although the Shareholder Proposal Candidate has extensive experience in investment banking and asset management, the Company has determined, from the perspective of improving disclosure and strengthening governance, which the proposing shareholder also views as issues, that it is necessary to complement the Board's functions by adding not only knowledge of financial practices but the extensive experience and advanced knowledge regarding capital markets, disclosure regulations, corporate governance, etc., that Mr. Hosomizo possesses, and that additionally appointing Mr. Hosomizo is more appropriate overall and sufficient, rather than additionally appointing the Shareholder Proposal Candidate.

The proposing shareholder has also raised issues regarding the Company's business portfolio strategy and M&A strategy. However, the Company is already working to further instill ROIC management to improve capital efficiency, and has also begun reorganizing business subsidiaries and implementing structural reforms of low-profitability businesses. These measures are being promoted on the premise of deep understanding of and continuous involvement in the Company's

business. Therefore, the Company does not believe that the appointment of the Shareholder Proposal Candidate is immediately essential from the perspective of the Company's business portfolio strategy and M&A strategy.

In addition, Mr. Hosomizo, the Company's proposal candidate, was involved in announcing the draft Corporate Governance Code as Commissioner of the Financial Services Agency in March 2015 and presented principles such as that companies should clearly explain in words and logic that allow shareholders to easily understand specific conducts required for the allocation of management resources, etc. Given his advanced knowledge regarding management aimed at enhancing corporate value from a shareholder's perspective, the Company has determined that shareholders will benefit from having Mr. Hosomizo, rather than the Shareholder Proposal Candidate, additionally appointed to constitute the Board of Directors.

For the above reasons and based on the report of the Nomination and Remuneration Advisory Committee, where independent Outside Directors constitute a majority, the Company's Board of Directors has determined that the new structure of the Board of Directors that the Company proposes at this Annual Meeting of Shareholders is the most appropriate structure for the Company's corporate value and ultimately the common interests of shareholders, and therefore, opposes this proposal. All of the Company's Corporate Auditors have also agreed to this decision.

**Proposal 5:** Amendments to the Articles of Incorporation Concerning Measures to Realize Management Conscious of Cost of Capital and Stock Price

(1) Summary of proposal

The following provision shall be additionally stipulated in the Articles of Incorporation of the Company. In the event that the passage of other proposals (including proposals submitted by the Company) at the Annual Meeting of Shareholders requires minor, non-substantive adjustments to the provisions described in this proposal (including but not limited to correction of discrepancies in article numbers), the provisions pertaining to this proposal shall be read as the provisions after the necessary adjustments have been made.

(The underlined portions indicate the proposed amendments.)

Before amendment	After amendment
(Newly established)	<p style="text-align: center;"><u>Chapter 7</u> <u>Disclosure</u></p> <p><u>(Disclosure Regarding Management Conscious of Cost of Capital and Stock Price)</u></p> <p><u>Article 42</u></p> <p><u>As long as the Company is a listed company, it shall verify the validity of initiatives and disclosure content based on “Key Points and Examples Considering the Investor’s Point of View in Regard to Management Conscious of Cost of Capital and Stock Price” (hereinafter referred to as the “Key Points and Case Studies”) published by the Tokyo Stock Exchange on February 1, 2024, and disclose the content of initiatives in accordance with the items in the Key Points and Case Studies in the Corporate Governance Report and on the Company’s website.</u></p>

(2) Reasons for proposal

The Tokyo Stock Exchange has requested all listed companies to take “Action to Implement Management That Is Conscious of Cost of Capital and Stock Price” (hereinafter referred to as the “TSE Request”), and, to ensure the effectiveness of such response, to respond based on “Key Points and Examples Considering the Investor’s Point of View in Regard to Management Conscious of Cost of Capital and Stock Price” (hereinafter referred to as the “Key Points and Case Studies”).

The Company has already made disclosures based on the TSE Request; however, disclosures and initiatives regarding capital profitability such as ROE and ROIC are insufficient, and disclosures regarding the evaluation of whether non-logistics businesses exceed the cost of capital have not been made. This indicates that the response to “4. Implementing fundamental initiatives with an awareness of the appropriate allocation of management resources” in the Key Points and Case Studies is insufficient, and significant challenges remain regarding effectiveness. We believe that disclosing specific content based on the Key Points and Case Studies will promote visualization of capital efficiency for each business and optimization of management resource allocation, thereby meeting the expectations of shareholders with a medium- to long-term perspective.

**Opinion of the Company’s Board of Directors**

**The Company’s Board of Directors opposes this proposal.**

This proposal seeks to establish a new provision in the Company’s Articles of Incorporation regarding initiatives based on the document titled “Key Points and Examples Considering the Investor’s Point of View in Regard to Management Conscious of Cost of Capital and Stock Price,”

prepared by the Tokyo Stock Exchange. However, articles of incorporation, as the fundamental rules of a corporation, should set forth the fundamental matters regarding the corporation's purpose, organization, activities, etc. On the other hand, in order to realize management conscious of cost of capital and stock price, it is essential that business strategies change and respond quickly and flexibly to changes in the market environment and business environment. Establishing provisions, such as those in this proposal, in the Articles of Incorporation, the fundamental rules of the Company, may instead impair the agility, flexibility, and effectiveness of management.

In our notice dated June 28, 2023, titled "Action to implement management that is conscious of cost of capital and stock price," the Company presented a current analysis of our stock price valuation and capital profitability, and established the basic policy of ensuring that shareholders and investors appropriately value the Company's growth potential, with the target of exceeding a PBR of 1.0x. In order to achieve the above policy and target, the Company is working on improving operating profit margin, maintaining and improving shareholder returns, and providing detailed explanations of our growth strategy. Currently, the Company's PBR has been trending above 1.0x.

Additionally, in our release dated March 14, 2025, titled "Action to implement management that is conscious of cost of capital and stock price (Update)," the Company announced the cost of capital level, approach to business portfolio strategy, capital allocation policy, etc., aimed at achieving an ROE of 10%. The Company recognizes the Company group's cost of capital to be approximately 8%, and aims to improve profitability and capital efficiency in order to achieve an ROE of 10%, which exceeds this level.

Particularly regarding improvement of capital efficiency, the Company will continue to promote ROIC-conscious business portfolio management, optimize capital expenditure and M&A investment strategies, and monetize real estate holdings. During the Medium-Term Management Plan Period, the Company is targeting a consolidated dividend payout ratio of 40% while enhancing growth investments, aiming to achieve both the realization of growth strategies to enhance corporate value and the strengthening of shareholder returns.

Thus, the Company is specifically and proactively working on realizing management conscious of cost of capital and stock price, and is striving for timely and appropriate information disclosure so that shareholders and other stakeholders can properly understand the Company's approach and initiatives. The Company intends to continue such policies going forward.

For the above reasons, the amendments to the Articles of Incorporation sought by this proposal are unnecessary and inappropriate, and therefore, the Company's Board of Directors opposes this proposal.

(Reference)

- Action to implement management that is conscious of cost of capital and stock price (Update)

<https://www.senkogrouphd.co.jp/en/ir/news/assets/202503141e.pdf>

- Briefing Materials for Financial Results for the Fiscal Year Ended March 31, 2026

<https://www.senkogrouphd.co.jp/en/ir/library/supplement/assets/727e104293d917d606e9d3295bfe31cc38c00947.pdf>