

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 9757)

March 7, 2025

(Commencement of electronic provision measures: March 5, 2025)

To Shareholders with Voting Rights

Takayuki Nakatani
President and Group CEO
Funai Soken Holdings Inc.
4-4-10 Kitahama, Chuo-ku, Osaka

NOTICE OF THE 55th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

This is to notify you that the 55th Ordinary General Meeting of Shareholders of Funai Soken Holdings Inc. (the “Company”) will be held for the purposes as described below.

Measures for electronic provision have been taken for the convocation of this General Meeting of Shareholders, and the reference documents for the General Meeting of Shareholders (matters to be provided electronically) are posted on the following internet website (Japanese version only) as “NOTICE OF THE 55th ORDINARY GENERAL MEETING OF SHAREHOLDERS.”

The Company website: <https://hd.funaisoken.co.jp/ir/shareholders.html>

In addition to the above website, matters to be provided electronically will also be posted on the Tokyo Stock Exchange (TSE) website. Access the following TSE website (Listed Company Search), search by entering the issue name (company name) or code, then select “Basic information,” and “Documents for public inspection/PR information” to confirm.

TSE Website (Listed Company Search):

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

Please exercise your voting rights in accordance with the Guidance for Exercise of Voting Rights below.

Guidance for Exercise of Voting Rights

Attending the meeting

Please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting. If you plan to attend the meeting in person, it is not necessary to exercise your voting rights via either postal mail (Voting Rights Exercise Form) or the Internet, etc.

Not attending the meeting

[Exercise of voting rights via postal mail (Voting Rights Exercise Form)]

Please review the Reference Documents for the General Meeting of Shareholders found in the matters to be provided electronically and indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it by postal mail. The completed form must reach the Company by 5:45 p.m. Japan time on Friday, March 28, 2025. If there is no indication of approval or disapproval of the proposals on the Voting Rights Exercise Form, it will be treated as an indication of approval.

[Exercise of voting rights via the Internet, etc.]

Please access the voting website (<https://evote.tr.mufg.jp/>), use the “login ID” and “temporary password” printed on the Voting Rights Exercise Form, and follow the on-screen instructions to input your approval or disapproval of the proposals by 5:45 p.m. Japan time on Friday, March 28, 2025.

If you have exercised your voting rights using both Voting Rights Exercise Form and the Internet, etc., only the vote via the Internet, etc. shall be deemed effective.

To shareholders using smartphones

If you exercise your voting rights via smartphone, you may exercise your voting rights without entering your “login ID” and “temporary password.”

1. Date and Time: Saturday, March 29, 2025 at 10:00 a.m. Japan time

2. Place: Naniwa Room on the 20th floor of Hotel Granvia Osaka located at 3-1-1, Umeda, Kita-ku, Osaka

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 55th Fiscal Year (January 1, 2024 - December 31, 2024)
 2. Results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements for the Company’s 55th Fiscal Year

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Partial Amendments to the Articles of Incorporation

Proposal 3: Election of Six (6) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

Proposal 4: Election of One (1) Director Serving as an Audit and Supervisory Committee Member

Regarding this Notice, the following matters are not included in the documents to be sent to shareholders in accordance with provisions of laws and regulations as well as Article 16 of the Company’s Articles of Incorporation (Japanese version only). Accordingly, these documents are part of the documents that were audited by the Audit and Supervisory Committee and the Accounting Auditor in preparing the audit report.

- 1) Of the Business Report (Japanese version only), “Structure and Policy of the Company”
- 2) Of the Consolidated Financial Statements (Japanese version only), “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements”
- 3) Of the Non-consolidated Financial Statements (Japanese version only), “Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements”

Instructions

- When attending the meeting, please bring this Notice with you.
- No souvenirs will be provided to shareholders attending the meeting. We appreciate your understanding.
- Should there be any amendments to the matters to be provided electronically, the amendments will be posted on each website.
- If you have a fever or look unwell on the day of the meeting, we may refuse your entry into the conference room.
- The Company plans to hold the Ordinary General Meeting of Shareholders in Tokyo from next year, after approval of Proposal 2. Details of the venue will be announced at a later date.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

While striving to enhance its financial structure and business foundation, the Company views appropriate profit returns to shareholders as one of its most important management issues, and its basic policy is to pay out dividends upon considering business performance. Based on this policy, the year-end dividend is proposed as follows.

1. Type of dividend property
Cash
2. Matters concerning allotment of dividend property and the total amount
38 yen per share of common stock of the Company
For a total of 1,761,685,966 yen
Together with an interim dividend (37 yen per share), the annual dividend will be 75 yen per share.
3. Effective date of distribution of surplus
Monday, March 31, 2025

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reason for the proposal

(1) Re. amendment of Article 2

To ensure the objectives stated in the Articles of Incorporation align with the diversification of the Group’s business.

(2) Re. amendment of Article 3

The Company’s principal place of business is to be changed from its present location in Chuo-ku, Osaka, to Tokyo Headquarters in Chuo-ku, Tokyo, which we will undertake to further facilitate the expansion of the Group’s business and smoother operations, and to further focus our efforts on the pursuit of business. This amendment is to take effect on April 1, 2025, and supplementary provisions have been included to this effect.

The supplementary provisions will be deleted on the date on which that amendment takes effect.

Following the change in principal place of business, the Company’s current Osaka headquarters in Chuo-ku, Osaka, will continue to operate as a branch office until January 2026, when our Osaka location will be moved to Inogate Osaka in Kita-ku, Osaka.

2. Details of the amendments

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 2. Purpose The purpose of the company shall be to control or manage, through the holding shares or equity interests, the business activities of companies (including those overseas), partnerships (including those that constitute partnerships overseas), and other entities equivalent thereto, which are engaged in the following business activities.</p> <p>1. thru 11. (Omitted for the purposes of this notice)</p> <p>12. <u>Planning, development, design, sale, management, and operation of information systems</u></p> <p>13. & 14. (Omitted for the purposes of this notice)</p> <p>15. <u>Development and sale of computer software</u></p> <p>16. & 17. (Omitted for the purposes of this notice) (New provision) (New provision) (New provision) (New provision) (New provision)</p> <p>18. thru 21. (Omitted for the purposes of this notice)</p>	<p>Article 2. Purpose The purpose of the company shall be to control or manage, through the holding shares or equity interests, the business activities of companies (including those overseas), partnerships (including those that constitute partnerships overseas), and other entities equivalent thereto, which are engaged in the following business activities.</p> <p>1. thru 11. (Unchanged from current text)</p> <p>12. <u>Planning, development, design, sale, brokerage, lease, maintenance, and management of, and training and information provision pertaining to, information systems, computer software, and hardware</u></p> <p>13. & 14. (Unchanged from current text)</p> <p>(Deleted)</p> <p>15. & 16. (Unchanged from current text)</p> <p>17. <u>Investment advisory services</u></p> <p>18. <u>Investment and management of investment partnership assets</u></p> <p>19. <u>Mediation, agency, and advisory services related to corporate mergers and acquisitions, as well as consulting services pertaining thereto</u></p> <p>20. <u>Advisory services relating to corporate and business revitalization, restructuring, business ownership succession, and fund raising, as well as consulting services pertaining thereto</u></p> <p>21. <u>Acquisition and holding of, and trading and investment in, securities, as well as brokerage agency services pertaining to trading, etc.</u></p> <p>22. thru 25. (Unchanged from current text)</p>
<p>Article 3. Principal Place of Business The principle place of business of the Company shall be in <u>Osaka City</u>.</p>	<p>Article 3. Principal Place of Business The principle place of business of the Company shall be in <u>Chuo-ku, Tokyo</u>.</p>


(New provision)	<p><u>Supplementary Provisions</u></p> <p><u>Article 3. Transitional Measures Regarding Principal Place of Business</u></p> <p><u>The amendment to Article 3 of the Articles of Incorporation shall take effect on April 1, 2025, and this Article of Supplementary Provisions shall be deleted after the date on which the relocation of the principal place of business takes effect.</u></p>
-----------------	---


Proposal 3: Election of Six (6) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)



The terms of office of all six (6) Directors (excluding Directors serving as Audit and Supervisory Committee Members) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of six (6) Directors (excluding Directors serving as Audit and Supervisory Committee Members) is proposed.



The candidates for Directors (excluding Directors serving as Audit and Supervisory Committee Members) are as follows:

Candidate No.		Name	Current positions at the Company	Attendance at the Board of Directors meetings	
1	[Reappointment]	Takayuki Nakatani	President and Group CEO	100% (14 out of 14 meetings)	
2	[Reappointment]	Tatsuro Ono	Director and Executive Vice President	100% (14 out of 14 meetings)	
3	[Reappointment]	Motoki Haruta	Director and Executive Officer	100% (10 out of 10 meetings)	
4	[Reappointment]	[Outside Director] [Independent Officer]	Nobuyuki Isagawa	Outside Director	100% (14 out of 14 meetings)
5	[Reappointment]	[Outside Director] [Independent Officer]	Taeko Yamamoto	Outside Director	100% (14 out of 14 meetings)
6	[Reappointment]	[Outside Director] [Independent Officer]	Tomomi Murakami	Outside Director	100% (14 out of 14 meetings)

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	 <p data-bbox="193 636 418 696">Takayuki Nakatani (August 16, 1968)</p> <p data-bbox="193 725 418 757">[Reappointment]</p> <p data-bbox="193 786 418 936">[Attendance at the Board of Directors meetings] 14 out of 14 meetings (100%)</p>	<p data-bbox="434 277 1278 309">April 1991 Joined the Company</p> <p data-bbox="434 315 1278 398">March 2010 Executive Officer; Deputy General Manager, Management Consulting Department II, Consulting Operations Divisional Headquarters</p> <p data-bbox="434 405 1278 495">March 2013 Director, Executive Officer; Deputy General Manager, Tokyo Management Consulting Divisional Headquarters; General Manager, Management Consulting Department I</p> <p data-bbox="434 501 1278 591">July 2014 Director, Executive Officer; General Manager, Tokyo Management Consulting Divisional Headquarters, Funai Consulting Inc.</p> <p data-bbox="434 598 1278 687">March 2015 Director, Senior Vice President; General Manager, Consulting Operations Divisional Headquarters President, Funai Consulting Shanghai Inc</p> <p data-bbox="434 694 1278 725">March 2016 President and CEO, Funai Consulting Inc.</p> <p data-bbox="434 732 1278 822">March 2020 Director, Executive Vice President; General Manager, Business Management Divisional Headquarters, the Company</p> <p data-bbox="434 828 1278 860">March 2021 President and CEO</p> <p data-bbox="434 866 1278 898">March 2023 President and Group CEO (current position)</p> <p data-bbox="434 904 1278 1256"> [Reasons for nomination as a candidate for Director] Mr. Takayuki Nakatani has gained many years of experience as a management consultant at Funai Consulting Inc., a core operating company of the Group. He has significantly led initiatives to expand the company's business performance through development of the customer base and implementation of sales strategies as President of Funai Consulting Inc. Since assuming the position of President in March 2021, he has demonstrated his management skills, and since January 2023, he has significantly driven the Group's business performance forward by implementing a new growth strategy under the Group Purpose. We have continued to nominate him as Director because we have judged that he is well qualified for achieving the sustainable growth and the medium- to long-term enhancement of corporate value of the Group in the future, through measures such as further expansion of business fields by promoting group management. </p>	189,320

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	 <p data-bbox="220 624 386 685">Tatsuro Ono (May 8, 1963)</p> <p data-bbox="204 714 402 745">[Reappointment]</p> <p data-bbox="193 775 413 927">[Attendance at the Board of Directors meetings] 14 out of 14 meetings (100%)</p>	<p data-bbox="434 277 555 309">April 1987</p> <p data-bbox="434 315 564 347">March 2007</p> <p data-bbox="434 376 564 407">March 2010</p> <p data-bbox="434 472 576 504">January 2014</p> <p data-bbox="434 533 549 564">April 2018</p> <p data-bbox="434 593 564 624">March 2019</p> <p data-bbox="434 654 576 685">January 2020</p> <p data-bbox="434 714 576 745">January 2022</p> <p data-bbox="434 775 576 806">January 2023</p> <p data-bbox="434 835 576 866">January 2025</p> <p data-bbox="434 896 970 927">[Reasons for nomination as a candidate for Director]</p> <p data-bbox="434 934 1267 1236">Mr. Tatsuro Ono has gained many years of experience as a management consultant at Funai Consulting Inc. Since transitioning to a holding company structure in 2014, he has contributed to the growth of the Group as a person responsible for the human resource department by implementing the human resources strategy, which is one of the Group's most important issues. He was responsible for the Business Management Divisional Headquarters and the Corporate Management Divisional Headquarters, and is currently promoting aggressive investment in HR, which is one of the basic policies under the Mid-range Business Plan. We have continued to nominate him as Director because we have judged that he is well qualified for promoting growth of the Group in the future.</p>	148,940

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	 Motoki Haruta (June 9, 1980) [Reappointment] [Attendance at the Board of Directors meetings] 10 out of 10 meetings (100%)	<p>June 2008 Joined the Company</p> <p>March 2015 Auditor, Funai Consulting Shanghai Inc.</p> <p>January 2018 General Manager, Accounting Department, the Company</p> <p>February 2018 Director, HR Force Inc.</p> <p>March 2020 Executive Officer; General Manager, Finance Department, the Company</p> <p>March 2023 Director, Funai Soken Logistics Inc. (current position)</p> <p>March 2024 Director, Executive Officer; General Manager, Corporate Business Divisional Headquarters; General Manager, Group Finance Department, the Company</p> <p>January 2025 Director, Executive Officer; General Manager, Management Divisional Headquarters; General Manager, Human Capital Divisional Headquarters (current position)</p> <p>Director, Executive Officer, Funai Soken Agata FAS Inc. (current position)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Motoki Haruta has contributed to formulating and implementing the financial strategy and capital policy, strengthening the governance structure, and promoting the sustainability management for the entire group as a person responsible for the finance department. We have continued to nominate him as Director because we have judged that he is well qualified for achieving the sustainable growth and the medium- to long-term enhancement of corporate value of the Group in the future.</p>	12,320
4	 Nobuyuki Isagawa (December 8, 1966) [Reappointment] [Outside Director] [Independent Officer] [Term of office as Director] Nine years (at the conclusion of this meeting) [Attendance at the Board of Directors meetings] 14 out of 14 meetings (100%)	<p>April 1989 Joined New Japan Securities Co., Ltd. (currently, Mizuho Securities Co., Ltd.)</p> <p>April 1998 Assistant Professor, School of Business Administration, Kobe University</p> <p>April 2007 Professor, Graduate School of Business Administration</p> <p>January 2011 Outside Director, TASAKI & Co., Ltd.</p> <p>March 2016 Director, the Company (current position)</p> <p>April 2016 Professor, Graduate School of Management, Kyoto University (current position)</p> <p>March 2020 Outside Director, Inbound Tech Inc. (current position)</p> <p>[Reasons for nomination as a candidate for Outside Director and overview of expected role] Mr. Nobuyuki Isagawa is well versed in the areas of finance, corporate value evaluation, ESG management and financial performance. In addition to his highly specialized expertise as a university professor, he has extensive experience in industry-academia collaboration activities and executive education. Based on his insight, he has been active in speaking at Board of Directors meetings, properly fulfilling his function as an Outside Director of the Company to supervise Executive Directors. We have continued to nominate him as Outside Director to seek his advice for the Group's management going forward. Although Mr. Nobuyuki Isagawa has never been involved in corporate management except as outside director and outside corporate auditor, the Company nominated him as a candidate for Outside Director based on a belief that he would properly execute his role as an Outside Director as he is a specialist in business administration.</p>	-

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	 Taeko Yamamoto (October 1, 1964) [Reappointment] [Outside Director] [Independent Officer] [Term of office as Director] Two years (at the conclusion of this meeting) [Attendance at the Board of Directors meetings] 14 out of 14 meetings (100%)	April 1987 Joined Mitsubishi Corporation December 1994 Joined Gold Coast Technical Documentation Inc. September 1998 Joined Microsoft Japan Co., Ltd. June 2001 Joined IBM Japan Ltd April 2013 Joined Microsoft Japan Co., Ltd.; Senior Director, Enterprise Marketing July 2017 Senior Director, Partner Marketing April 2020 Joined Fujitsu Limited; Corporate Executive Officer, CMO April 2021 Corporate Executive Officer, CMO April 2022 Corporate Executive Officer, EVP, CMO March 2023 Director, the Company (current position) January 2025 Corporate Executive Officer, CMO, Fujitsu Limited (current position)	-
		[Reasons for nomination as a candidate for Outside Director and overview of expected role] Ms. Taeko Yamamoto has built a long career as a system engineer, and she has accumulated extensive experience in corporate planning, partner business, branding, and corporate management, with a focus on marketing. She also possesses deep insight into marketing, especially in the field of technology. We have continued to nominate her as Outside Director because we have received, at Board of Directors meetings, suggestions for management and advice on promoting the DX conversion of the Group, using her extensive experience and high level of insight.	
6	 Tomomi Murakami (current surname: Tarui) (January 23, 1968) [Reappointment] [Outside Director] [Independent Officer] [Term of office as Director] Two years (at the conclusion of this meeting) [Attendance at the Board of Directors meetings] 14 out of 14 meetings (100%)	April 1990 Joined Fuji Research Institute Corporation (currently, Mizuho Research & Technologies, Ltd.) July 2017 Senior Manager July 2019 Lead Consultant June 2021 Joined Board Advisors Japan, Inc.; Senior Manager (current position) March 2023 Director, the Company (current position)	-
		[Reasons for nomination as a candidate for Outside Director and overview of expected role] Ms. Tomomi Murakami has provided long-term support for the development process of corporate environments, CSR, and ESG management from both the corporate and policy sides. Moreover, she has experience in analyzing ESG management issues, as well as in consulting regarding the evaluation of the effectiveness of boards of directors, including from an ESG perspective. We have continued to nominate her as Outside Director because we have received, at Board of Directors meetings, advice on strengthening the Company's corporate governance and promoting ESG management as well as suggestions for management, using her extensive experience and high level of insight. Although Ms. Tomomi Murakami has never been directly involved in corporate management, the Company believes that she will be able to perform her duties appropriately due to her high level of expertise.	

(Notes) Special notes on the candidates for Director

1. No special conflict of interest exists between the Company and any of the candidates for Directors.
2. Mr. Nobuyuki Isagawa, Ms. Taeko Yamamoto, and Ms. Tomomi Murakami are candidates for Outside Directors. The Company has designated Mr. Nobuyuki Isagawa, Ms. Taeko Yamamoto, and Ms. Tomomi Murakami as Independent Officers stipulated by the Tokyo Stock Exchange, and registered them with the Exchange.
3. If the election of Mr. Nobuyuki Isagawa, Ms. Taeko Yamamoto, and Ms. Tomomi Murakami is approved, the Company intends to renew an agreement with them to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations.
4. The Company has concluded Directors and Officers Liability Insurance (D&O Insurance) contract that insures each candidate for Director. The insurance premiums are fully borne by the Company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. The Company plans to renew the insurance policy with the same contents if the election of each candidate is approved.
5. Ms. Taeko Yamamoto will retire as Corporate Executive Officer and CMO of Fujitsu Limited on March 31, 2025.


Proposal 4: Election of One (1) Director Serving as an Audit and Supervisory Committee Member

Mr. Masahiro Hyakumura, a Director serving as an Audit and Supervisory Committee Member, will resign at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of one (1) Director serving as an Audit and Supervisory Committee Member is proposed to fill the vacancy.

The term of office of the Director serving as an Audit and Supervisory Committee Member elected at this Ordinary General Meeting of Shareholders shall be until the expiration of the term of office of the retiring Director serving as an Audit and Supervisory Committee Member in accordance with the Articles of Incorporation of the Company.

This proposal has obtained the consent of the Audit and Supervisory Committee.

The candidate for Director serving as an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
 Nobuko Nakajima (April 5, 1975) [New appointment] [Outside Director] [Independent Officer] [Attendance at the Board of Directors meetings] -	October 2003 Joined Matsushita Electric Industrial Co., Ltd. (currently, Panasonic Holdings Corporation) June 2007 Established Asada & Nakajima Law Office April 2010 Director, Wellstone Corporation April 2013 Part-time Lecturer, Faculty of Business Administration, Kanagawa University December 2019 Established Tamayama Law Office (current position) [Reasons for nomination as a candidate for Outside Director and overview of expected role] Ms. Nobuko Nakajima has highly specialized expertise and extensive experience gained as an attorney. We have nominated her as a new candidate for Outside Director serving as an Audit and Supervisory Committee Member with the expectation that she will provide valuable advice from an independent standpoint as a legal expert to strengthen corporate governance and achieve the medium- to long-term enhancement of corporate value of the Group. Although Ms. Nobuko Nakajima has never been directly involved in corporate management, the Company believes that she will be able to perform her duties appropriately due to her high level of expertise.	-

- (Notes)
1. No special conflict of interest exists between the Company and the candidate for Director.
 2. Ms. Nobuko Nakajima is a candidate for Outside Director and, if her election is approved, the Company will designate her as an Independent Officer stipulated by the Tokyo Stock Exchange and will register her with the Exchange.
 3. If the election of Ms. Nobuko Nakajima is approved, the Company intends to conclude an agreement with her to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations.
 4. The Company has concluded Directors and Officers Liability Insurance (D&O Insurance) contract that insures Directors. The insurance premiums are fully borne by the Company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. Ms. Nobuko Nakajima will be included as an insured person in this contract if her election is approved.

(Reference) Basic Views and Structure Regarding Corporate Governance

1. The Company's basic view on the election of candidates for the Board of Director

(1) Appointment of candidates for Director

The Company has established a Nominating Committee consisting of a majority of Outside Directors. This committee deliberates on candidates for Directors, and the Board of Directors determines candidates for Directors based on the committee's recommendations.

i. Directors (excluding Audit and Supervisory Committee Members)

The roles and expectations of Directors (excluding Audit and Supervisory Committee Members) are overseeing and supervising the entire group from the perspective of group business strategy, financial aspects, compliance, and governance, in addition to having deep insight into business activities necessary to supervise the execution of operations including those of group operating companies.

ii. Directors (Audit and Supervisory Committee Members)

The role and expectation of Directors (Audit and Supervisory Committee Members) is to ensure that the management team responsible for supervising and managing the business execution of group companies shall verify the appropriateness and legality of management from multiple perspectives, including corporate management, finance and accounting, compliance, and governance.

In accordance with the above policy, it is the Nominating Committee's policy to select candidates that are suitable for the Board of Directors who can fulfill the management mandate from the shareholders as Directors and fulfill their duties and responsibilities, regardless of age, gender, nationality, etc. Three of the four members of the Nominating Committee are Outside Directors, and the committee is chaired by an Outside Director.

(2) Independence of Outside Directors

In appointing Outside Directors, the Company expects them to supervise the management of the Group from a high-level perspective backed by their experience. The Nominating Committee comprehensively examine whether the candidate has the character, insight, and business/professional experience appropriate for the role, and confirm that the candidate is sufficiently capable of performing the role and has no personal, capital, business, or other interests in the Group, as stipulated by the Tokyo Stock Exchange for the criteria for determining independence. The Nominating Committee nominates candidates for Outside Directors who are independent and are unlikely to have a conflict of interest with general shareholders.

(3) Composition of the Board of Directors

To ensure the objectivity and validity of the Board of Directors, the Company appoints the majority of its Directors as Outside Directors to strengthen corporate governance.

Skills matrix for the Board of Directors meeting following the General Meeting of Shareholders (tentative)

(Note) The skill matrix of the Board of Directors shall be as follows if the candidates listed in this Notice are elected as proposed.

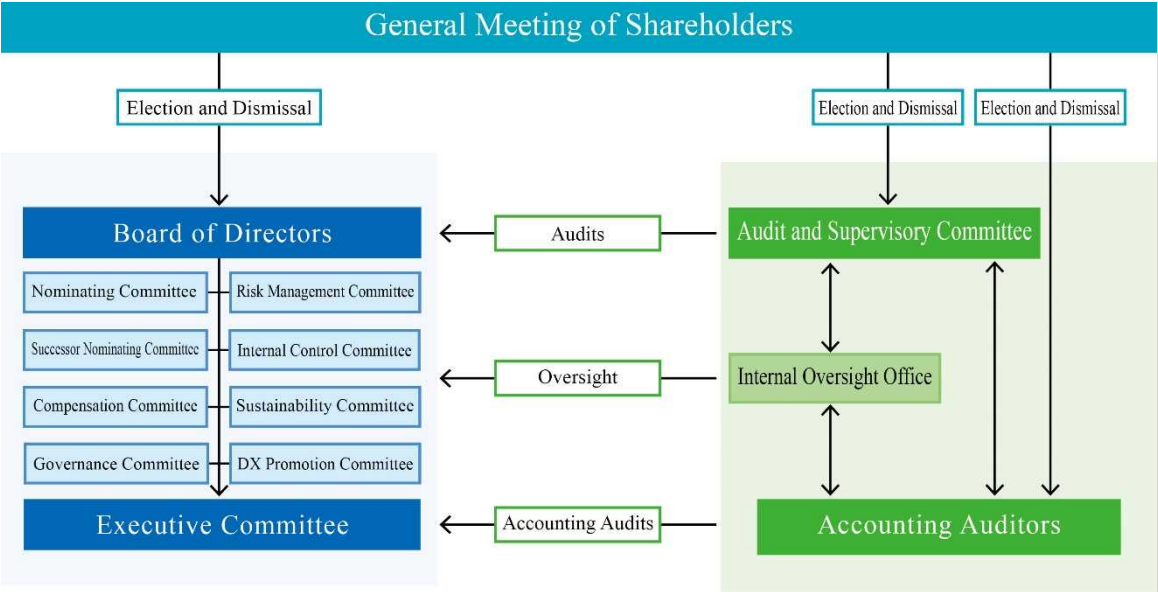
Name	Positions at the Company (tentative)	Corporate management	Sales, marketing	Finance	Compliance, risk management	Governance, auditing	Sustainability	IT, DX	HR
Takayuki Nakatani	President Group CEO	•	•						
Tatsuro Ono	Director Executive Vice President	•	•		•				•
Motoki Haruta	Director Executive Officer	•		•		•	•		
Nobuyuki Isagawa	Outside Director			•		•	•		
Taeko Yamamoto	Outside Director	•	•					•	
Tomomi Murakami	Outside Director					•	•		
Nobuko Nakajima	Outside Director (Audit and Supervisory Committee Member)				•	•			
Atsushi Nakao	Outside Director (Audit and Supervisory Committee Member)	•		•		•			•
Akihiro Kobayashi	Outside Director (Audit and Supervisory Committee Member)	•			•	•			

2. Our Basic View on Corporate Governance

The Company strives to strengthen its corporate governance with a focus on ensuring effective legal compliance and maximizing shareholder returns. The Company ensures the objectivity and appropriateness of the Board of Directors by appointing a majority of the Directors as Outside Directors, and audits and supervises the legality and appropriateness of the Board of Directors by three Audit and Supervisory Committee Members, of which two are Outside Directors.

We believe that a proactive approach to disclosure is an important pillar of corporate governance, and we are committed to prompt and accurate disclosure of its current business activities and future business strategies through statutory announcements and through initiatives such as company briefings and individual meetings with institutional investors and analysts.

● Corporate Governance Structure



As of December 31, 2024

(Reference) Our Group’s Sustainability Initiatives

Promoting sustainability in Mid-range Business Plan

The Group promotes sustainability and ESG (Environmental, Social, and Governance) initiatives to ingrain the Group Purpose “Sustainable Growth for More Companies.” Major challenges and initiatives have been set for each ESG initiative, and activities promoted throughout the entire group.

Issuance of Integrated Report 2024

Since 2021, the Group has published integrated reports to investors and other stakeholders with the aim of deepening their understanding of the Group’s business strategies, performance, and sustainability.

The present fourth issue of the Report has been modified to the A4 landscape format, which is suitable for viewing on computers and tablets, and has also been expanded to include the Group’s competitive advantage and value creation process, messages from the heads of the core operating companies, and human capital disclosure.

URL: <https://hd.funaisoken.co.jp/en/ir/integrated-report.html>

Funai Soken Holdings Inc.’s Approach to Human Capital Management

Our Approach to Human Capital Management	A fine balance of corporate growth and employee growth
--	--

Major Human Capital Initiatives

	Indicators	Target
Hiring	Proactively hiring of consultants with direct bearing on performance	Number of consultants 1,150 in 2025 (1,018 in 2024)
Development	Training hours per employee	100+ hours training per year
Retention, careers	Improve consultant compensation	Consultant, Funai Consulting Inc. Average annual income: 10 million yen in 2030 (7.8 million yen in 2024)
	Percentage of women in management positions	25% in 2025, 30% in 2030 (24.1% in 2024)

* Percentage of women in management positions: Calculated based on the provisions of the Act on the Promotion of Women's Active Engagement in Professional Life (Act No. 64 of 2015).

Employee & Consultant Numbers Groupwide



Women in Our Workforce & Management Groupwide

