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Securities Code: 9889

Date of sending by postal mail: May 29, 2026

Start date of measures for electronic provision: May 22, 2026

To our Shareholders:

Seiji Higashiue
Representative Director and President
JBCC Holdings Inc.
TOKYO MIDTOWN YAESU YAESU CENTRAL
TOWER,
2-2-1, Yaesu, Chuo-ku, Tokyo

Notice of the 62nd Annual General Meeting of Shareholders

We are happy to announce that the 62nd Annual General Meeting of Shareholders of JBCC Holdings Inc. (the “Company”) will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format will be taken), and has posted the information on each of the following websites. Please access one of the websites to view the information. Therefore, except for the shareholders who have made a request for the delivery of paper-based documents, we are delivering only a simplified notice of the general meeting of shareholders to the shareholders. We would appreciate your understanding in light of the friendliness to the environment.

The Company’s website (in Japanese):

<https://www.jbcchd.co.jp/ir/library/meeting/index.html>

Website for posted informational materials for the general meeting of shareholders (in Japanese):

<https://d.sokai.jp/9889/teiji/>

Tokyo Stock Exchange (TSE) website (Listed Company Search) (in Japanese):

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

(Access the TSE website by using the internet address shown above, enter “JBCC Holdings” in “Issue name (company name)” or the Company’s securities code “9889” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are not attending the meeting in person, please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. on Thursday, June 18, 2026 (JST).

- 1. Date and Time:** Friday, June 19, 2026, at 9:30 a.m. (JST)
(Reception will open at 9:00 a.m.)
- 2. Venue:** 4F MAIN CONFERENCE, TOKYO MIDTOWN YAESU CONFERENCE
2-2-1, Yaesu, Chuo-ku, Tokyo

3. Purpose of the Meeting:

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 62nd 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 Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 62nd fiscal year (from April 1, 2025 to March 31, 2026)

Matter to be resolved:

- Proposal No. 1** Election of 3 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2** Election of 3 Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 3** Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member

(Notes)

1. If you attend the meeting in person, please kindly submit the voting form sent with this notice at the reception desk. Please be aware that non-shareholders such as proxies and people accompanying shareholders may not attend the General Meeting of Shareholders (except for people accompanying shareholders with disabilities).
2. Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Audit and Supervisory Committee and the Financial Auditor have audited the documents subject to audit, including the following items.
 - (1) From the Business Report: “Status of the Financial Auditor,” “Basic Policy Regarding Control of the Company,” and “System to Ensure Properness of Operations”
 - (2) From the Consolidated Financial Statements: “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements”
 - (3) From the Non-consolidated Financial Statements: “Non-consolidated Statement of Changes in Equity” and “Notes to Non-Consolidated Financial Statements”
3. In the event that the items subject to measures for electronic provision are revised, a notice of the revisions and the items before and after the revisions will be posted on the Company’s website, the website for posted informational materials for the general meeting of shareholders, and the TSE website shown on the previous page.
4. If you need wheelchair assistance, guidance to seats or restrooms, or other support, please contact the Company prior to the meeting.
Contact: ir@jbcc.co.jp

Reference Documents for the General Meeting of Shareholders

Proposal and Reference Information

Proposal No. 1 Election of 3 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 3 Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of 3 Directors.

The candidates for Directors are as follows:

Candidate No.	Name	Position in the Company	Responsibility	Candidate attributes
1	Seiji Higashiue	Representative Director and President	Supervisor of the JBCC Group companies (the "Group") Representative Director and President of JBCC Corporation	Reelection
2	Nobuharu Asari	Director	In charge of Administration	Reelection
3	Kiyoshi Ido	Outside Director	–	Reelection Outside Independent

Note: Reelection: candidate for Director to be reelected

Outside: candidate for Outside Director

Independent: independent officer registered with the securities exchange

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
	<p style="text-align: center;">Seiji Higashiue (February 4, 1958)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">[Tenure as Director] 14 years</p> <p style="text-align: center;">[Attendance at Board of Directors meetings] 100% (12/12)</p>	<p>Apr. 1982 Joined IBM Japan, Ltd.</p> <p>Jan. 2006 Executive Officer in charge of Finance Business of IBM Japan, Ltd.</p> <p>Jan. 2007 Managing Executive Officer in charge of Finance Business of IBM Japan, Ltd.</p> <p>Oct. 2007 Senior Managing Executive Officer in charge of Finance Business of IBM Japan, Ltd.</p> <p>Jan. 2009 Director and Senior Managing Executive Officer in charge of Sales of IBM Japan, Ltd.</p> <p>July 2010 Director and Senior Managing Executive Officer in charge of System Quality, Global Technology Services Business of IBM Japan, Ltd.</p> <p>Feb. 2012 Joined the Company, Advisor</p> <p>Apr. 2012 Representative Director and President of JBCC Corporation (current position)</p> <p>June 2012 Representative Director of the Company</p> <p>Apr. 2019 Representative Director and President, and Supervisor of the JBCC Group companies (current position)</p>	488,800
1	<p>[Reasons for nomination as candidate for Director]</p> <p>As Representative Director and President of the Company, he has demonstrated outstanding judgment and strong leadership, and under the Medium-Term Business Plan “CHALLENGE 2026,” he has vigorously promoted the transformation of the business structure by focusing on priority businesses centered on cloud, security, and Ultra-high-speed Development. As a result, the Company has achieved four consecutive years of increases in both revenue and profit, as well as the renewal of its record-high profit. In addition, he has led initiatives to strengthen human resources development and human capital investment with an eye on future growth, as well as the creation of new value including the utilization of generative AI, and he has also proactively worked on enhancing the management foundation through the strengthening of governance. Even as the management environment undergoes major changes due to the advancement of AI in the future, the Company has judged that his strong leadership will be indispensable in driving the sustainable growth of the Group and has therefore nominated him for another term as a Director.</p> <div style="border: 1px solid red; padding: 5px;"> <p>[To our shareholders] (from the candidate)</p> <p>Under the Medium-Term Business Plan “CHALLENGE 2026,” we have promoted the transformation of our business structure by concentrating resources in our focused businesses centered on cloud, security, and Ultra-high-speed Development. In the next fiscal year, we will view the full-scale social implementation of AI as a new business opportunity and, building on the initiatives we have pursued to date, further strengthen new value creation, including the utilization of generative AI, together with human resource development and investment in human resources, thereby driving the sustainable and long-term growth of our business and contributing to enhancing corporate value. In addition, with a view to the rapidly changing business environment, we will continue to advance the further sophistication of our governance and will strive to establish a robust growth foundation for the Group that will support its development well into the future.</p> </div>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Nobuharu Asari (November 3, 1962)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">[Tenure as Director] 2 years</p> <p style="text-align: center;">[Attendance at Board of Directors meetings] 100% (12/12)</p>	<p>Apr. 1985 Joined IBM Japan, Ltd.</p> <p>Jan. 2011 Executive Officer in charge of Controller of IBM Japan, Ltd.</p> <p>Jan. 2013 Managing Executive Officer in charge of Business Partner & Strategic Alliance of IBM Japan, Ltd.</p> <p>Jan. 2015 Managing Executive Officer in charge of Global Process Services of IBM Japan, Ltd.</p> <p>Oct. 2018 Managing Executive Officer in charge of Strategy & Transformation of IBM Japan, Ltd.</p> <p>Mar. 2020 Statutory Auditor of IBM Japan, Ltd.</p> <p>Mar. 2020 Corporate Auditor of KOBELCO SYSTEMS CORPORATION</p> <p>Oct. 2023 Joined the Company, Advisor</p> <p>Apr. 2024 In charge of Administration (current position)</p> <p>Apr. 2024 Representative Director and President of C&C Business Service Corporation (currently JB Expert Corporation)</p> <p>June 2024 Director of the Company (current position)</p>	31,700
<p>[Reasons for nomination as candidate for Director]</p> <p>As the person responsible for the Company's corporate functions, in FY2025, the second year of the Medium-Term Business Plan "CHALLENGE 2026," he has led the formulation and execution of financial strategies and has achieved tangible results in improving profitability and continuing increases in both revenue and profit. In addition, under the CxO system, he has promoted the sophistication of corporate functions such as human resources, finance, and management planning through the recruitment and development of specialized talent, while contributing to the development of systems that support business growth by strengthening the management foundation. In addition to these achievements, he is expected to lead future enhancement of corporate value through management that is conscious of capital efficiency and disciplined financial operations. Therefore, the Company has judged that he will be indispensable for the sustainable growth of the Group and thus has nominated him for another term as a Director.</p> <div style="border: 1px solid red; padding: 5px;"> <p>[To our shareholders] (from the candidate)</p> <p>Under the Medium-Term Business Plan "CHALLENGE 2026," as the person responsible for the Company's corporate functions, I led the formulation and execution of financial strategies and promoted improvements in profitability and the sophistication of management. Going forward, by thoroughly implementing management that is conscious of capital efficiency and disciplined cash allocation, we will achieve an optimal balance between growth investments and shareholder returns, while aiming for the sustainable enhancement of corporate value through qualitative improvement of the business portfolio. In addition, we will work to strengthen the Group's medium- to long-term growth foundation through strategic investments in human resources.</p> </div>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p style="text-align: center;">Kiyoshi Ido (November 23, 1955)</p> <p style="text-align: center;">Reelection Outside Independent</p> <p style="text-align: center;">[Tenure as Outside Director] 8 years</p> <p style="text-align: center;">[Attendance at Board of Directors meetings] 100% (12/12)</p>	<p>Apr. 1978 Joined The Yasuda Fire and Marine Insurance Co., Ltd.</p> <p>June 2002 Representative Director and President of The Yasuda Fire System Development Co., Ltd.</p> <p>July 2002 Representative Director and President of Sompo Japan System Solution Inc.</p> <p>Apr. 2007 Executive Officer of Sompo Japan Insurance Inc.</p> <p>Apr. 2009 Director and Managing Executive Officer of Sompo Japan Himawari Life Insurance Inc.</p> <p>Apr. 2010 Director and Senior Managing Executive Officer of Sompo Japan Himawari Life Insurance Inc.</p> <p>Oct. 2011 Director and Senior Managing Executive Officer of NKSJ Himawari Life Insurance, Inc.</p> <p>June 2013 Senior Managing Executive Officer of JAPAN POST INSURANCE Co., Ltd.</p> <p>July 2013 Director of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD.</p> <p>June 2016 Director and Deputy President Representative Executive Officer of JAPAN POST INSURANCE Co., Ltd.</p> <p>June 2017 Director and Deputy Chairman of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD.</p> <p>June 2018 Outside Director of the Company (current position)</p> <p>Apr. 2020 Representative Director and Chief Development Officer of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD.</p> <p>June 2020 Representative Director and President of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD.</p> <p>May 2023 Director and Chairman of JAPAN POST INSURANCE DIGITAL SYSTEMS Co., LTD. (current position)</p> <p>Apr. 2024 Representative Director, Chairman, and CEO of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD. (current position)</p>	—
<p>[Reasons for nomination as candidate for Outside Director and expected role, etc.] Based on the abundant management experience and expertise he has cultivated as a manager of IT-related companies, he has provided accurate advice to the Board of Directors from a high-level perspective regarding medium- to long-term growth strategies, business structure reforms, and governance enhancement. In addition, from an independent standpoint, he has contributed to the enhancement of transparency in human resources development, officer personnel matters, and compensation. The Company expects that he will continue to utilize these insights to make further contributions to the sustainable growth of the Group and the enhancement of its corporate value and thus has nominated him for another term as an Outside Director.</p> <p>[To our shareholders] (from the candidate) In FY2025, we took a significant step forward toward becoming a value-creating company. Structural reforms of the business and profit structure have progressed steadily, while notable advancements have been made in strengthening governance, the foundation of management, as well as in enhancing the sophistication and effectiveness of our human resource development strategies and initiatives. Going forward, we will continue to accurately capture changes in the business environment and dramatic shifts in customer needs. Through active discussions at the Board of Directors and the Nomination and Compensation Committee, we will pursue greater management transparency and improved strategic effectiveness, thereby contributing to sustainable growth and the enhancement of corporate value.</p>			

- Notes:
1. There is no special interest between any of the candidates for Directors and the Company.
 2. Candidates for Outside Directors
At the conclusion of this meeting, Kiyoshi Ido's tenure as Outside Director of the Company will have been 8 years.
 3. Conclusion of Liability Limitation Agreement
Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Kiyoshi Ido to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations, and if the reelection of Kiyoshi Ido is approved, the Company plans to renew the aforementioned agreement with him.
 4. Independent Officer
The Company has submitted notification to Tokyo Stock Exchange that Kiyoshi Ido has been appointed as an independent officer as provided for by the aforementioned exchange. If Mr. Ido is reelected, the Company plans for his appointment as an independent officer to continue.
Mr. Ido is Representative Director, Chairman, and CEO of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD. and Director and Chairman of JAPAN POST INSURANCE DIGITAL SYSTEMS Co., LTD. There is no transaction relationship between JAPAN POST INSURANCE SYSTEM SOLUTIONS and the Group or JAPAN POST INSURANCE DIGITAL SYSTEMS and the Group.
 5. Conclusion of a Directors and Officers Liability Insurance Agreement
The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The outline of the insurance agreement is provided under item (4) "Outline, etc. of the directors and officers liability insurance agreement" on page 34 of the Business Report (in Japanese only). All the candidates for Directors are included as insured persons in the insurance agreement.
The insurance agreement is scheduled to be renewed with the same terms and conditions at the next renewal.

Proposal No. 2 Election of 3 Directors Who Are Audit and Supervisory Committee Members

The terms of office of all 3 Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of 3 Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

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

Candidate No.	Name	Position in the Company	Responsibility	Candidate attributes
1	Takeshi Yamazaki	Director, full-time Audit and Supervisory Committee Member	—	Reelection
2	Yoshiko Watanabe	Outside Director, Audit and Supervisory Committee Member	—	Reelection Outside Independent
3	Yuko Chiyoda	—	—	New election Outside Independent

Note: Reelection: candidate for Director who is an Audit and Supervisory Committee Member, to be reelected

New election: candidate for Director who is an Audit and Supervisory Committee Member, to be newly elected

Outside: candidate for Outside Director who is an Audit and Supervisory Committee Member

Independent: independent officer registered with the securities exchange

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Takeshi Yamazaki (September 30, 1962)</p> <p style="text-align: center;">Reelection</p> <p>[Tenure as Director (Audit and Supervisory Committee Member)] 4 years</p> <p>[Attendance at Board of Directors meetings] 100% (12/12)</p>	<p>Apr. 1985 Joined the Company</p> <p>Apr. 2001 General Manager of the Sales Business Unit 3, the Industry Business Division</p> <p>Apr. 2008 General Manager of the Sales Department, the Enterprise Business System Division</p> <p>Apr. 2010 Senior General Manager of Manufacturing and Sales Department, Enterprise Business Division I of JB Enterprise Solutions Corporation</p> <p>Apr. 2011 Executive Officer, Sales Supervisor and General Manager of Enterprise Business Division I of JB Enterprise Solutions Corporation</p> <p>Apr. 2012 Sales Supervisor and General Manager of the Enterprise Business Division I of JBCC Corporation</p> <p>Aug. 2012 Executive Officer, Sales Supervisor and General Manager of the West Japan Division of JBCC Corporation</p> <p>Oct. 2013 Executive Officer, Sales Supervisor and General Manager of the Enterprise Business Division I of JBCC Corporation</p> <p>Apr. 2014 Executive Officer, East Japan Sales Supervisor and General Manager of the Business Division I of JBCC Corporation</p> <p>Apr. 2016 Executive Officer and General Manager of the Cloud Service Business Department, the Service Division of JBCC Corporation</p> <p>Apr. 2017 Executive Officer and General Manager of the Health Care Business Department, the Solution Business Division of JBCC Corporation</p> <p>Apr. 2019 Senior Executive Officer and General Manager of the Health Care Business Department, the Solution Business Division of JBCC Corporation</p> <p>Apr. 2022 Auditor of JBCC Corporation (current position)</p> <p>June 2022 Director, full-time Audit and Supervisory Committee Member of the Company (current position)</p>	25,096
<p>[Reasons for nomination as candidate for Director]</p> <p>As a full-time Audit and Supervisory Committee Member, he has provided highly effective supervision and audits of the execution of duties by Directors. Under the Medium-Term Business Plan “CHALLENGE 2026,” as further business structure reforms progress, there is a need to achieve both the supervisory function of the Board of Directors and the effectiveness of the internal control system, thereby realizing flexible and advanced governance. As he can be expected to leverage both his expertise and abundant business experience cultivated at the Company to accurately manage this difficult helming, the Company has nominated him for another term as a Director who is an Audit and Supervisory Committee Member.</p> <p>[To our shareholders] (from the candidate)</p> <p>With a background of many years of operational experience within the Group and a comprehensive understanding of the overall business, I have worked to enhance the effectiveness of supervision and audits of the execution of duties by Directors as a full-time Audit and Supervisory Committee Member. Under the Medium-Term Business Plan “CHALLENGE 2026,” taking into account the steady progress of business structure reforms, I intend to continue enhancing the effectiveness of the Board of Directors’ supervision and the internal control system from a fair and neutral standpoint. I will also continue to pursue self-improvement and contribute to the sustainable growth of the Group and the enhancement of its corporate value.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p data-bbox="331 483 544 544">Yoshiko Watanabe (December 13, 1948)</p> <p data-bbox="376 577 499 669">Reelection Outside Independent</p> <p data-bbox="300 703 576 831">[Tenure as Outside Director (Audit and Supervisory Committee Member)] 8 years</p> <p data-bbox="320 864 555 956">[Attendance at Board of Directors meetings] 100% (12/12)</p>	<p data-bbox="612 264 1002 293">Apr. 1971 Joined IBM Japan, Ltd.</p> <p data-bbox="612 300 1209 392">Apr. 1992 General Manager of SE Division supervising Manufacturing I Sales Headquarters of IBM Japan, Ltd.</p> <p data-bbox="612 398 1241 490">Jan. 1994 General Manager of Client Server Development Center, Solution Headquarters of IBM Japan, Ltd.</p> <p data-bbox="612 497 1209 557">Sept. 1995 Project Executive of IBM Corporation (New York)</p> <p data-bbox="612 564 1134 624">Apr. 2001 Director of IBM Asia Pacific Service Corporation</p> <p data-bbox="612 631 1209 692">Jan. 2003 Administrative Officer in charge of System Technical Service Center of IBM Japan, Ltd.</p> <p data-bbox="612 698 1134 728">Mar. 2006 Statutory Auditor of IBM Japan, Ltd.</p> <p data-bbox="612 734 1177 826">Oct. 2007 Executive Director of Public Interest Incorporated Association Japan Audit & Supervisory Board Members Association</p> <p data-bbox="612 833 1043 862">July 2012 Advisor of IBM Japan, Ltd.</p> <p data-bbox="612 869 1070 898">Jan. 2014 Auditor of PMI Japan Chapter</p> <p data-bbox="612 904 1214 960">June 2014 External Executive Director of Japan Finance Corporation</p> <p data-bbox="612 967 1214 1059">June 2018 Outside Director, Audit and Supervisory Committee Member of the Company (current position)</p> <p data-bbox="612 1066 1187 1158">Apr. 2020 Executive Director of Tokyo University of Marine Science and Technology (current position)</p> <p data-bbox="612 1164 1142 1193">Dec. 2021 Director of JIPDEC (current position)</p>	-
<p data-bbox="276 1182 1074 1211">[Reasons for nomination as candidate for Outside Director and expected role, etc.]</p> <p data-bbox="276 1218 1426 1467">In addition to her extensive operational experience at an IT company, she has utilized the practical knowledge she cultivated as a manager and her broad experience as a director and auditor at other companies to provide accurate advice on management and supervise the execution of duties by Directors as an Outside Director who is an Audit and Supervisory Committee Member. She has also grasped the voices from the front lines through regular employee hearings and has contributed to enhancing the effectiveness of the Board of Directors and strengthening internal controls by providing advice from both internal and external perspectives. Based on these achievements, the Company expects that she will contribute to the future strengthening of governance, and thus has nominated her for another term as an Outside Director who is an Audit and Supervisory Committee Member.</p> <p data-bbox="276 1473 703 1503">[To our shareholders] (from the candidate)</p> <p data-bbox="276 1509 1426 1695">As a Director who is an Audit and Supervisory Committee Member, I have carried out my activities while keeping in mind whether they contribute to the sound and sustainable growth of the Group and the enhancement of its corporate value. While the business structure reforms that we have continued to pursue have produced results exceeding the plan, the environment surrounding us is constantly undergoing major changes due to technological innovations represented by AI and tense social conditions. I will continue to make every effort to meet the expectations of many stakeholders while working on reforms that leverage the strengths of the Group.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
	<p>Yuko Chiyoda (January 14, 1961)</p> <p>New election Outside Independent</p> <p>[Tenure as Outside Director (Audit and Supervisory Committee Member)]</p> <p>—</p> <p>[Attendance at Board of Directors meetings]</p> <p>—</p>	<p>Apr. 1992 Entered the Legal Training and Research Institute of Japan</p> <p>Apr. 1994 Registered as an attorney-at-law</p> <p>Jan. 2002 Representative of CHIYODA Law Office (current position)</p> <p>June 2016 Outside Director of Cleanup Corporation (current position)</p> <p>June 2018 Outside Director of Kosaido Co., Ltd.</p> <p>June 2020 Outside Director of TBK Co., Ltd. (current position)</p>	—
3	<p>[Reasons for nomination as candidate for Outside Director and expected role, etc.]</p> <p>As an attorney, she has long been involved in all aspects of corporate legal affairs. In addition, through her practical experience and studies overseas, she has acquired broad insight into domestic and international legal systems and corporate practices. Moreover, through her management experience as the representative of a law firm and her experience as an Outside Director at multiple listed companies, she possesses a high level of expertise in governance and management oversight. Although she has not been directly involved in corporate management as a Director, the Company expects that she will leverage this knowledge to provide appropriate supervision and advice regarding the Directors' business execution from an independent standpoint, thereby contributing to the strengthening of the Group's governance and the ensuring of sound management, and thus has nominated her as an Outside Director who is an Audit and Supervisory Committee Member.</p> <p>[To our shareholders] (from the candidate)</p> <p>As an attorney, I have long been involved in all aspects of corporate legal affairs. In addition, utilizing my knowledge of domestic and international legal systems and corporate practices, I have served as an Outside Director at other companies, providing supervision and advice on the execution of duties by Directors from an independent standpoint. Going forward, through further enhancement of governance and compliance, I will support the improvement of the effectiveness of the Board of Directors and the establishment of a sound management foundation, while contributing to the sustainable growth of the Group and the enhancement of its medium- to long-term corporate value.</p>		

- Notes:
1. There is no special interest between any of the candidates for Directors who are Audit and Supervisory Committee Members and the Company.
 2. Candidate for Outside Director who is an Audit and Supervisory Committee Member
At the conclusion of this meeting, Yoshiko Watanabe's tenure as Outside Director of the Company will have been 8 years. Yuko Chiyoda is a new candidate for Outside Director who is an Audit and Supervisory Committee Member.
 3. Conclusion of Liability Limitation Agreement
Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Takeshi Yamazaki and Yoshiko Watanabe to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under these agreements is the minimum liability amount provided for under laws and regulations, and if the reelection of Takeshi Yamazaki and Yoshiko Watanabe is approved, the Company plans to renew the aforementioned agreements with each one of them. If the election of Yuko Chiyoda is approved, the Company plans to enter into an agreement with her to limit her liability for damages under Article 423, paragraph (1) of the Companies Act pursuant to the provisions of Article 427, paragraph (1) of the same act.
 4. Independent Officer
The Company has submitted notification to Tokyo Stock Exchange that Yoshiko Watanabe has been appointed as an independent officer as provided for by the aforementioned exchange. If Ms. Watanabe is reelected, the Company plans for her appointment as an independent officer to continue. If Ms. Chiyoda is elected, the Company plans to submit notification to Tokyo Stock Exchange concerning her appointment as an independent officer as provided for by the aforementioned exchange.
Ms. Watanabe was an executive at IBM Japan, Ltd. in the past, but it has been more than 20 years since she left the position. In addition, as more than 13 years have passed since she retired from her office at IBM Japan on September 30, 2012, the Company judges that this does not affect her independence.
There is a transaction relationship between IBM Japan and JB Group companies, and the transaction amount is less than 0.3% of the Company's consolidated sales in FY2025.
Yuko Chiyoda is currently Representative of CHIYODA Law Office, Outside Director of Cleanup Corporation, and Outside Director of TBK Co., Ltd. There is no transaction relationship between any of these three companies and the Group.
 5. Conclusion of a Directors and Officers Liability Insurance Agreement
The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The outline of the insurance agreement is provided under item (4) "Outline, etc. of the directors and officers liability insurance agreement" on page 34 of the Business Report (in Japanese only). All the candidates for Directors who are Audit and Supervisory Committee Members are included as insured persons in the insurance agreement.
The insurance agreement is scheduled to be renewed with the same terms and conditions at the next renewal.
 6. Major Reorganization in the Group
In April 2006, Japan Business Computer Corporation changed its trade name to JBCC Holdings Inc. following the shift to a pure holding company structure, and Japan Business Computer Corporation was established as a new operating company.
In April 2012, JB Enterprise Solutions Corporation absorbed and merged with Japan Business Computer Corporation and took over part of the business of JB Service Corporation through an absorption-type company split with JB Service Corporation. Accordingly, JB Enterprise Solutions Corporation changed its trade name to JBCC Corporation.

Proposal No. 3 Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member

At the 60th Annual General Meeting of Shareholders held on June 18, 2024, Hideshige Seo was elected as substitute Director who is an Audit and Supervisory Committee Member, and the validity of the election will expire at the commencement of this annual general meeting of shareholders. Therefore, the Company proposes the election of 1 substitute Director who is an Audit and Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

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

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
<p style="text-align: center;">Hideshige Seo (October 10, 1951)</p> <p style="text-align: center;">Outside</p>	<p>Mar. 1974 Joined Maspro Denkoh Corp.</p> <p>June 2005 President & Representative Director of Maspro Denkoh Corp.</p> <p>June 2009 Representative Director and Chairman of Maspro Denkoh Corp.</p> <p>June 2012 Advisor of Maspro Denkoh Corp.</p> <p>June 2012 Outside Director of the Company</p> <p>June 2014 Outside Director of CHUO MALLEABLE IRON CO., LTD. (scheduled to retire)</p> <p>June 2019 Outside Director of AICHI ELECTRIC Co., Ltd.</p> <p>Oct. 2021 Trustee of CHUBU UNIVERSITY EDUCATIONAL CORPORATION (current position)</p>	2,000
<p>[Reasons for nomination as candidate for substitute Outside Director and expected role, etc.] The Company nominates him to have him contribute to the appropriate decision-making and management oversight of the Directors of the Company from a practical viewpoint based on his many years of experience as a corporate manager.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Hideshige Seo is a candidate for substitute Outside Director.
 3. Details of Liability Limitation Agreement
If Hideshige Seo assumes the office as Director, 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 under Article 423, paragraph (1) of the same Act. Pursuant to this agreement, the maximum amount of liability for damages will be the minimum liability amount provided for under laws and regulations.
 4. Independent Officer
Hideshige Seo retired as an Outside Director of the Company in June 2014.
If Mr. Seo assumes the office, the Company plans to submit a notification to Tokyo Stock Exchange concerning his designation as an independent officer as provided for by the aforementioned Exchange.
Hideshige Seo is an Outside Director of CHUO MALLEABLE IRON CO., LTD. and Trustee of CHUBU UNIVERSITY EDUCATIONAL CORPORATION. There is a transaction relationship between CHUO MALLEABLE IRON CO., LTD. and the Group. The transaction amounts are less than 0.1% of the Company's consolidated sales in FY2025 and the Company deems that there are no concerns over his independence.
 5. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The outline of the insurance agreement is provided under item (4) "Outline, etc. of the directors and officers liability insurance agreement" on page 34 of the Business Report (in Japanese only). If Hideshige Seo assumes the office as Director, he will be included as insured persons in the insurance agreement.
The insurance agreement is scheduled to be renewed with the same terms and conditions at the next renewal.

(Reference) Skills matrix of Directors

The Company aims to achieve a balanced Board by appointing Internal Directors with abundant experience and advanced expertise in corporate management and business areas under the pure holding company structure and who will contribute to corporate development as well as selecting Outside Directors that have extensive knowledge and experience in corporate management, accounting, legal affairs, the IT industry and other areas and can play a supervising role by proactively sharing their feedback with the Board of Directors.

The skills matrix requirements are defined as follows based on this. If the Proposal No. 1 and Proposal No. 2 are approved as originally proposed, the skills matrix of Directors of the Company will be as follows.

The positions will be officially confirmed during the Board of Directors meeting after this Annual General Meeting of Shareholders.

Name	Gender	Position	Corporate management	Innovation/ Technology	Finance/ Accounting	Legal affairs/ Compliance	Human resources development	Sustainability
Seiji Higashiue	Male	Representative Director	●	●				
Nobuharu Asari	Male	Director			●		●	
Kiyoshi Ido	Male	Director (Independent Outside Director)	●	●			●	
Takeshi Yamazaki	Male	Director, Audit and Supervisory Committee Member		●		●		
Yoshiko Watanabe	Female	Director, Audit and Supervisory Committee Member (Independent Outside Director)			●	●		●
Yuko Chiyoda	Female	Director, Audit and Supervisory Committee Member (Independent Outside Director)				●		●

Note: This list does not exclusively include all knowledge and experience of the individuals. Rather, it represents the individuals' key expertise and experience.

Skill items	Selection criteria	Criteria
Corporate management	Requirements necessary for supervision of management	Has experience in corporate management as a manager (at the level of director or higher at a listed company or equivalent), and possesses insight into achieving medium- to long-term management strategies and sustainable growth, as well as the knowledge of governance associated with them
Innovation/ Technology	Core and key to CHALLENGE and continuous growth	Has knowledge to anticipate changes in the business environment and technological innovation, and to create new businesses, transform business models, and establish competitive advantages
Finance/ Accounting	Foundation of corporate management and structure	Has knowledge in finance, accounting, taxation, and other areas necessary for building a sound and robust financial foundation, promoting investments in growth strategies, and implementing financial strategies to achieve shareholder returns
Legal affairs/ Compliance	Foundation of sound management	Has specialized legal knowledge and knowledge to monitor and check management, as well as to identify and control risks, through rules and ethics generally accepted in society
Human resources development	Enhancement of initiatives for human capital management	Has deep knowledge regarding human capital investment and overall human resources strategy, which are the lifeline for the perpetual growth of a company under human capital management
Sustainability	Social responsibility and enhancement of corporate value	Has knowledge to identify and resolve materiality (key issues) from the ESG (environment, society, and governance) perspective, aiming to realize a sustainable society and the Company's sustainable growth