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Securities Code: 3050

May 8, 2024

Start date of measures for electronic provision: May 7, 2024

Dear Shareholders,

Yasunori Ishiguro
Representative Director and President, COO
DCM Holdings Co., Ltd.
6-22-7 Minamioi, Shinagawa-ku, Tokyo

Notice of the 18th Ordinary General Meeting of Shareholders

We are pleased to announce the 18th Ordinary General Meeting of Shareholders of DCM Holdings Co., Ltd. (the “Company”). The meeting will be held as described below.

We have adopted measures for electronic provision of information contained in the reference documents for the general meeting of shareholders, etc. (excluding the Voting Card) for this Ordinary General Meeting of Shareholders (the matters subject to measures for electronic provision). Please access one of the websites shown below to review the information.

[The Company’s website]

<https://www.dcm-hldgs.co.jp/grp/ir/ir-library/general-meeting.html> (in Japanese)

[General Meeting of Shareholders information website]

<https://d.sokai.jp/3050/teiji/> (in Japanese)

[Tokyo Stock Exchange (TSE) website]

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

(Please access the TSE website (Listed Company Search) shown above, enter “DCM” in the “Issue name (company name)” box or “3050” (in half-width characters) in the securities “Code” box to search. Click on “Basic Information” then “Documents for public inspection/PR information” to view the documents.)

Instead of attending the meeting in person, you may exercise your voting rights on the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders and indicate your approval or disapproval for each proposal on the Voting Card, and post it so as to arrive no later than 6:00 p.m. on Wednesday, May 29, 2024 (JST), or vote via the Exercise of Voting Rights Website designated by the Company (<https://vote.tr.mufg.jp/>).

- 1. Date and Time:** Thursday, May 30, 2024, at 10:00 a.m. (JST) (Reception for attendees begins at 9:00 a.m.)
- 2. Venue:** Providence Hall (2F), Tokyo Prince Hotel
3-3-1 Shiba-koen, Minato-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 18th Fiscal Year (from March 1, 2023 to February 29, 2024), as well as the Audit Reports of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-consolidated Financial Statements for the 18th Fiscal Year (from March 1, 2023 to February 29, 2024)

Matters to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 3:** Election of Five (5) Directors Who Are Audit and Supervisory Committee Members

4. Matters Decided for Convocation

- (1) If the voting rights are exercised multiple times both in writing (by postal mail) and via the Internet:**
Your voting via the Internet shall prevail, if you exercise your voting rights both in writing (by postal mail) and via the Internet.
- (2) If the voting rights are exercised multiple times via the Internet:**
If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed effective.
- (3) If no vote is indicated on the Voting Card**
If you do not indicate your approval or disapproval of a proposal, you shall be deemed to have voted in approval of that proposal.

If you attend the meeting in person, please submit the Voting Card at the venue's reception.

At this General Meeting of Shareholders, shareholders who are not able to attend in person will be able to view the proceedings of the meeting on the day via live streaming over the Internet.

Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Article 15, Paragraph 2 of the Articles of Incorporation of the Company, the following matters are posted on the Company's website and the General Meeting of Shareholders information website or the TSE website on the Internet, and are therefore not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents.

- "System to ensure the appropriateness of business operations"
- "Status of operation of the system to ensure the appropriateness of business operations"
- "Consolidated statement of changes in equity"
- "Significant basic matters for the preparation of Consolidated Financial Statements and other notes"
- "Non-consolidated statement of changes in equity"
- "Significant accounting policies and other notes"

The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the above matters.

If we need to revise the matters subject to measures for electronic provision, we will post the revised content on the Company's website and the General Meeting of Shareholders information website or the TSE website on the Internet.

Guidance for Exercising Voting Rights

Voting rights for a general meeting of shareholders are important rights for our shareholders. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

There are three ways to exercise your voting rights.

If you are attending the General Meeting of Shareholders

Please submit the enclosed Voting Card at the venue's reception.

Date and Time: Thursday, May 30, 2024, at 10:00 a.m. (JST) (Reception for attendees begins at 9:00 a.m.)

If you are exercising voting rights in writing (by postal mail)

Please indicate your approval or disapproval of each proposal in the enclosed Voting Card, and mail it back to the Company without postage.

Deadline for the exercise of voting rights The Voting Card must arrive no later than 6:00 p.m.
on Wednesday, May 29, 2024 (JST)

If you are exercising voting rights via the Internet

Please follow the instructions on the next page to indicate your approval or disapproval of each proposal.

Deadline for the exercise of voting rights 6:00 p.m. on Wednesday, May 29, 2024 (JST)

Your voting via the Internet shall prevail, if you exercise your voting rights both in writing (by postal mail) and via the Internet. In addition, when voting rights are exercised via the Internet more than once, the last vote shall be deemed effective. If you do not indicate your approval or disapproval of a proposal, you shall be deemed to have voted in approval of that proposal.

Guidance for Exercising Voting Rights via the Internet

How to read QR codes

You may log in to the voting website without entering the log-in ID and temporary password shown on the Voting Card.

1. Please read the QR code on the Voting Card.
*“QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Please follow on-screen instructions to indicate your approval or disapproval of each proposal.

How to enter log-in ID and temporary password

Voting website: <https://evote.tr.mufg.jp/>

1. Please access the voting website.
2. Please enter the “log-in ID and temporary password” shown on the Voting Card and click Login.
3. Please follow on-screen instructions to indicate your approval or disapproval of each proposal.

If you have any questions concerning how to exercise your voting rights via the Internet, please address inquiries to the following point of contact.

Help Desk, Stock Transfer Agency, Mitsubishi UFJ Trust and Banking Corporation

Phone: 0120-173-027

(toll free within Japan; 9:00 a.m. to 9:00 p.m. (JST))

Institutional investors may use the Electronic Proxy Voting Platform for Institutional Investors operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

Matters regarding Year-end Dividend

The Company proposes the year-end dividend for the 18th Fiscal Year as follows, after consideration of the year's operating results, the future business development and other factors.

- Type of dividend property:
Cash
- Dividend property allotment to shareholders and total amount thereof
Dividends per common share of the Company: ¥22
Total amount of dividends: ¥3,054,268,536
- Date of effectiveness of dividends:
May 31, 2024

Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire upon the conclusion of this Ordinary General Meeting of Shareholders.

Accordingly, the Company requests the election of seven (7) Directors.

The Audit and Supervisory Committee has expressed the opinion that all of the candidates for Directors are suitable for this proposal.

The candidates for Directors to be elected are as follows:

No.	Name	Positions and areas of responsibility in the Company	
1	Toshihiro Hisada	Chairman and Representative Director, CEO	Reelection
2	Yasunori Ishiguro	Representative Director and President, COO	Reelection
3	Keizo Honda	Director Executive Officer	Reelection
4	Toshimitsu Shimizu	Director Executive Officer In charge of Internal Control, General Affairs, and Stocks	Reelection
5	Masayuki Nakagawa	Director Executive Officer In charge of Corporate Strategy and Public Relations	Reelection
6	Hiroshi Ogame	Director	Reelection
7	Koji Jitsukawa	Director	Reelection

Reelection: Director candidate for reelection

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
1	Toshihiro Hisada (December 19, 1946) Reelection	<p>July 2001 Joined Kahma Co., Ltd. (current DCM Co., Ltd.), Advisor</p> <p>June 2002 Representative Director and Vice President, Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>Sept. 2002 Representative Director and President, Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2006 Representative Director and President, DCM Japan Co., Ltd.</p> <p>Sept. 2006 Representative Director and Vice President, the Company</p> <p>May 2007 Representative Director and President, the Company</p> <p>Mar. 2012 Representative Director and President Executive Officer, the Company</p> <p>May 2017 Representative Director and President, CEO, the Company</p> <p>Mar. 2020 Chairman and Representative Director, CEO, the Company (current position)</p>	187,326 shares
<p>Reasons for Nomination as Director</p> <p>Mr. Toshihiro Hisada has been Chairman and Representative Director, CEO of the Company and has extensive experience, proven track record and insights as a business manager. We have nominated him as a candidate for Director as we believe he is well qualified to lead the business management of the Group with his strong leadership and determination demonstrated toward the realizing of "Do Create Mystyle," which is the management philosophy of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
2	<p data-bbox="347 1016 528 1137">Yasunori Ishiguro (January 20, 1963)</p> <p data-bbox="384 1115 491 1137">Reelection</p>	<p data-bbox="612 264 1241 322">Sept. 1991 Joined Ishiguro Homa Corp. (current DCM Co., Ltd.)</p> <p data-bbox="612 331 1193 389">Feb. 2003 Managing Executive Officer, Homac Corp. (current DCM Co., Ltd.)</p> <p data-bbox="612 398 1230 456">Feb. 2006 Director and Senior Managing Executive Officer, Homac Corp. (current DCM Co., Ltd.)</p> <p data-bbox="612 465 1185 524">Dec. 2007 Director and Vice President, Homac Corp. (current DCM Co., Ltd.)</p> <p data-bbox="612 533 995 568">May 2008 Director, the Company</p> <p data-bbox="612 577 1225 636">Mar. 2011 Representative Director and President, Homac Corp. (current DCM Co., Ltd.)</p> <p data-bbox="612 645 1238 725">Mar. 2012 Director Executive Officer in charge of Product Development and New Business Development, the Company</p> <p data-bbox="612 734 1235 815">Mar. 2012 Representative Director and President Executive Officer, Homac Corp. (current DCM Co., Ltd.)</p> <p data-bbox="612 824 1241 904">Sept. 2012 Director Executive Officer in charge of Product Development and New Business Promotion, the Company</p> <p data-bbox="612 913 1158 972">Mar. 2013 Director Executive Officer in charge of Merchandising, the Company</p> <p data-bbox="612 981 1222 1039">May 2014 Director and Vice President Executive Officer in charge of Merchandising, the Company</p> <p data-bbox="612 1048 1225 1128">May 2016 Representative Director and Vice President Executive Officer in charge of Merchandising, the Company</p> <p data-bbox="612 1137 1225 1263">Dec. 2016 Representative Director and Vice President Executive Officer in charge of Merchandising, Executive Manager, Merchandising Headquarters, the Company</p> <p data-bbox="612 1272 1206 1397">May 2017 Representative Director and Vice President, COO in charge of Merchandising, Executive Manager, Merchandising Headquarters, the Company</p> <p data-bbox="612 1406 1209 1464">May 2017 Representative Director and President, DCM Homac Co., Ltd. (current DCM Co., Ltd.)</p> <p data-bbox="612 1473 1222 1599">Mar. 2018 Representative Director and President, Executive Manager, Business Operating Headquarters, DCM Homac Co., Ltd. (current DCM Co., Ltd.)</p> <p data-bbox="612 1608 1214 1666">Mar. 2020 Representative Director and President, COO, the Company (current position)</p> <p data-bbox="612 1675 1150 1756">Mar. 2021 Representative Director and President, Executive Manager, Merchandising Headquarters, DCM Co., Ltd.</p> <p data-bbox="612 1765 1209 1823">Mar. 2022 Representative Director and President, DCM Co., Ltd. (current position)</p> <p data-bbox="612 1832 1142 1890">Important Concurrent Position(s) Representative Director and President, DCM Co., Ltd.</p>	4,193,262 shares
<p data-bbox="277 1901 632 1924">Reasons for Nomination as Director</p> <p data-bbox="277 1933 1437 2049">Mr. Yasunori Ishiguro has been Representative Director and President, COO of the Company and has extensive experience, proven track record and insights as a business manager. We have nominated him as a candidate for Director as we believe he is well qualified to develop and promote the growth strategies of the Group with his strong leadership as a person responsible for business execution of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
3	Keizo Honda (October 21, 1961) Reelection	<p>Apr. 1985 Joined Oscar Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2007 General Manager, Store Development Department, Oscar Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2009 Division Senior Manager, Store Development Division and General Manager, Store Develop Division I, Oscar Co., Ltd. (current DCM Co., Ltd.)</p> <p>Nov. 2009 Division Senior Manager, Store Development Division and General Manager, Store Development Department and Construction Facility and Contract Management Department, the Company</p> <p>Mar. 2012 Executive Officer, Division Senior Manager, Store Development Division, Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2013 Division Senior Manager, Store Development Division and General Manager, Store Development and Planning Department, the Company</p> <p>Mar. 2015 General Manager, Hodaka Division, DCM Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2015 Executive Officer, General Manager, Hodaka Division and Store Development Department, DCM Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2016 Director Executive Officer, General Manager, Hodaka Division and Store Development Department, DCM Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2016 Director, Hodaka Co., Ltd.</p> <p>May 2018 Director Executive Officer, Vice General Manager, Sales Headquarters, and General Manager, Hodaka Division, DCM Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2019 Representative Director and President, Hodaka Co., Ltd. (current position)</p> <p>May 2019 Director Executive Officer, the Company</p> <p>May 2019 Representative Director and President, Executive Manager, Business Operating Headquarters, DCM Kahma Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2020 Director Executive Officer, General Manager, Store Development Strategy Office, the Company</p> <p>Mar. 2021 Director Executive Officer, the Company (current position)</p> <p>Mar. 2021 Director and Vice President, Executive Manager, Sales Headquarters, DCM Co., Ltd.</p> <p>Mar. 2022 Director and Vice President, Executive Manager, Business Operating Headquarters, DCM Co., Ltd.</p> <p>Important Concurrent Position(s) Representative Director and President, Hodaka Co., Ltd.</p>	11,830 shares

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
		<p>Reasons for Nomination as Director</p> <p>Mr. Keizo Honda has appropriately fulfilled his role as Director in making decisions over important business matters and overseeing business execution, and he is also responsible for the management of the Company's subsidiary, Hodaka Co., Ltd., as its Representative Director and President. We have nominated him as a candidate for Director as we believe he is well qualified to formulate and promote strategies to strengthen the management of the Group with his extensive experience, proven track record and insights.</p>	

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
4	Toshimitsu Shimizu (November 1, 1963) Reelection	<p>Mar. 1986 Joined Ishiguro Store Co., Ltd. (current DCM Co., Ltd.)</p> <p>Feb. 2001 General Manager, Store Operations IV Division, Hokkaido Division, Homac Corp. (current DCM Co., Ltd.)</p> <p>July 2003 General Manager, Sales Planning Promotion Division, Hokkaido Region, Homac Corp. (current DCM Co., Ltd.)</p> <p>Feb. 2005 General Manager in charge of New Business Development Team, Homac Corp. (current DCM Co., Ltd.)</p> <p>Feb. 2006 General Manager in charge of Ben & Lee Business Promotion Division, Homac Corp. (current DCM Co., Ltd.)</p> <p>Mar. 2007 Zone Manager, Hokkaido Zone, 1st Division, Homac Corp. (current DCM Co., Ltd.)</p> <p>Sept. 2008 General Manager, Personnel and Human Resources Development Division, Homac Corp. (current DCM Co., Ltd.)</p> <p>Mar. 2010 Division Senior Manager, Personnel Division, the Company</p> <p>May 2011 Director, Homac Corp. (current DCM Co., Ltd.)</p> <p>Mar. 2012 Executive Officer, Division Senior Manager, Personnel Division, the Company</p> <p>Mar. 2013 Executive Officer, Division Senior Manager, General Affairs and Personnel Division, the Company</p> <p>May 2015 Director Executive Officer in charge of General Affairs and Personnel, Division Senior Manager, General Affairs and Personnel Division, the Company</p> <p>May 2015 Director (with Managing-Director status), DCM Homac Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2016 Director Executive Officer in charge of General Affairs and Personnel, Division Senior Manager, General Affairs and Personnel Division, General Manager, Personnel Department, the Company</p> <p>May 2016 Director Executive Officer in charge of General Affairs and Personnel, Division Senior Manager, General Affairs and Personnel Division, General Manager, Personnel Department, in charge of Internal Control and Compliance, General Manager, Internal Control Office, the Company</p> <p>Mar. 2017 Director Executive Officer in charge of General Affairs and Personnel, Division Senior Manager, General Affairs and Personnel Division, in charge of Internal Control and Compliance, General Manager, Internal Control Office, the Company</p>	11,240 shares

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
		<p>Mar. 2018 Director Executive Officer in charge of General Affairs and Personnel, Division Senior Manager, General Affairs and Personnel Division, in charge of Internal Control and Compliance, General Manager, Corporate Strategy Office, the Company</p> <p>Sept. 2019 Director Executive Officer in charge of General Affairs and Personnel, Division Senior Manager, General Affairs and Personnel Division, in charge of Internal Control and Compliance, the Company</p> <p>Mar. 2020 Director (with Senior Managing-Director status), DCM Homac Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2020 Director, DCM Sanwa Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2021 Director Executive Officer in charge of Internal Control, General Affairs, Stocks, and Public Relations, the Company</p> <p>Mar. 2021 Director and Vice President, Executive Manager, Administration Headquarters, Division Senior Manager, General Affairs and Personnel Division, DCM Co., Ltd.</p> <p>Jan. 2022 Representative Director and President, DCM Advanced Technologies, Co., Ltd.</p> <p>Mar. 2022 Director and Vice President, Executive Manager, Administration Headquarters, DCM Co., Ltd.</p> <p>May 2022 Director, Keiyo Co., Ltd.</p> <p>Mar. 2023 Director Executive Officer in charge of Internal Control, General Affairs, and Stocks, the Company (current position)</p> <p>Mar. 2023 Representative Director and President, XPRICE Inc. (current position)</p> <p>Important Concurrent Position(s) Representative Director and President, XPRICE Inc.</p>	
<p>Reasons for Nomination as Director</p> <p>Mr. Toshimitsu Shimizu has appropriately fulfilled his role as Director in making decisions over important business matters and overseeing business execution, and he is also responsible for the management of the Company's subsidiary, XPRICE Inc., as its Representative Director and President. He supervises matters concerning governance system and human resources policy of the Group. We have nominated him as a candidate for Director as we believe he is well qualified to strengthen the management and the corporate governance of the Group.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
5	Masayuki Nakagawa (April 15, 1968) Reelection	<p>Mar. 1991 Joined Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2010 General Manager, Personnel Division, Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>Sept. 2012 General Manager, Personnel Division, the Company</p> <p>Mar. 2013 General Manager, Personnel Corporate Planning Division, the Company</p> <p>Mar. 2014 General Manager, General Affairs and Personnel Division, Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2014 Executive Officer and General Manager, General Affairs and Personnel Division, Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>Sept. 2016 Executive Officer, Division Senior Manager, Management Division and General Manager, General Affairs and Personnel Division, DCM Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2017 Director and Executive Officer, Division Senior Manager, Management Division and General Manager, General Affairs and Personnel Division, DCM Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>Sept. 2017 Director, Executive Officer and Division Senior Manager, Management Division, DCM Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2019 Director, Managing Executive Officer and Division Senior Manager, Management Division, DCM Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2020 Director Executive Officer, the Company</p> <p>May 2020 Representative Director and President, Executive Manager, Business Operating Headquarters, DCM Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>Mar. 2021 Director, Managing Executive Officer and Division Senior Manager, Western Japan Sales Division, Sales Headquarters, DCM Co., Ltd.</p> <p>Mar. 2022 Director, Managing Executive Officer and Division Senior Manager, Western Japan Sales Division, Business Operating Headquarters, DCM Co., Ltd.</p> <p>Mar. 2023 Director Executive Officer in charge of Corporate Strategy and Public Relations, the Company (current position)</p> <p>Mar. 2023 Director, Managing Executive Officer and General Manager, Corporate Strategy Office, DCM Co., Ltd.</p> <p>Mar. 2023 Director, XPRICE Inc.</p> <p>Mar. 2024 Director, Managing Executive Officer and Senior General Manager, Corporate Strategy Office, DCM Co., Ltd. (current position)</p> <p>Mar. 2024 Director, DCM Advanced Technologies, Co., Ltd. (current position)</p> <p>Important Concurrent Position(s)</p>	10,000 shares

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
		Director, Managing Executive Officer and Senior General Manager, Corporate Strategy Office, DCM Co., Ltd. Director, DCM Advanced Technologies, Co., Ltd.	
	<p>Reasons for Nomination as Director</p> <p>Mr. Masayuki Nakagawa has appropriately fulfilled his role as Director in making decisions over important business matters and overseeing business execution. We have nominated him as a candidate for Director as we believe he is well qualified to formulate and promote strategies to strengthen the management of the Group with his extensive experience, proven track record and insights.</p>		

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
6	Hiroshi Ogame (May 26, 1960) Reelection	<p>Sept. 1988 Joined DIK Co., Ltd. (current DCM Co., Ltd.)</p> <p>Feb. 1989 General Manager, Corporate Planning Department, Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>June 1995 Director, Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>Apr. 2004 Representative and Senior Managing Director, Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>July 2005 Representative Director and President, Daiki Axis Co., Ltd.</p> <p>Sept. 2006 Director, the Company</p> <p>Dec. 2011 Representative Director and CEO, LEC Industries Co., Ltd.</p> <p>Apr. 2012 Representative Director and President, Sylfid Inc.</p> <p>Oct. 2013 Representative Director and President, PT. BESTINDO AQUATEK SEJAHTERA (current PT. DAIKI AXIS INDONESIA)</p> <p>May 2015 Director, DCM Daiki Co., Ltd. (current DCM Co., Ltd.)</p> <p>May 2016 Director, the Company (current position)</p> <p>Jan. 2017 Chairman and Director, PT. DAIKI AXIS INDONESIA (current position)</p> <p>Mar. 2017 Representative Director and President, Executive Manager, Global Business Division, Daiki Axis Co., Ltd.</p> <p>Mar. 2017 Chairman and Director, Kishimoto Design and Engineering Co., Ltd. (current DAD Co., Ltd.)</p> <p>May 2017 Chairman and Director, Sylfid Inc. (current Daiki Axis Sustainable Power Co., Ltd.) (current position)</p> <p>Feb. 2018 Chairman and Director, DA INVENT Co., Ltd. (current Daiki Axis Sustainable Power Co., Ltd.)</p> <p>Mar. 2019 Representative Director and President, CEO and CGO, Daiki Axis Co., Ltd.</p> <p>Mar. 2021 Representative Director and President, CEO, Daiki Axis Co., Ltd.</p> <p>Feb. 2023 Director and Chairman, ADA System Co., Ltd. (current position)</p> <p>Feb. 2023 Director and Chairman, Medea Co., Ltd. (current position)</p> <p>May 2023 Representative Director and President, Daiki Axis Venture Partners Co., Ltd. (current position)</p> <p>Jan. 2024 Chairman and Representative Director, CEO Daiki Axis Co., Ltd. (current position)</p> <p>Important Concurrent Position(s) Chairman and Representative Director, CEO Daiki Axis Co., Ltd. Representative Director and President, Daiki Axis Venture Partners Co., Ltd.</p>	443,400 shares

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
		<p>Reasons for Nomination as Director</p> <p>Mr. Hiroshi Ogame has appropriately fulfilled his role as Director in making decisions over important business matters and overseeing business execution. We have nominated him as a candidate for Director as we believe he is well qualified to strengthen the management of the Group with his extensive experience, proven track record and insights as a corporate business manager.</p>	

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
7	Koji Jitsukawa (October 1, 1959) Reelection	<p>Apr. 1984 Joined Keiyo Co., Ltd.</p> <p>Jan. 2009 Executive Officer and General Manager, Development Division, Keiyo Co., Ltd.</p> <p>Jan. 2010 Executive Officer and General Manager, Corporate Planning Department, Keiyo Co., Ltd.</p> <p>May 2010 Director and General Manager, Corporate Planning Department, Keiyo Co., Ltd.</p> <p>June 2011 Director, General Manager, Office of the President, and General Manager, Public Relations Department, Keiyo Co., Ltd.</p> <p>May 2012 Managing Director, General Manager, Office of the President, and General Manager, Public Relations Department, Keiyo Co., Ltd.</p> <p>Aug. 2012 Managing Director and General Manager, Office of the President, Keiyo Co., Ltd.</p> <p>Jan. 2014 Managing Director, General Manager, Office of the President, and in charge of financial affairs, Keiyo Co., Ltd.</p> <p>Feb. 2015 Managing Director, General Manager, Office of the President, and in charge of financial affairs and compliance, Keiyo Co., Ltd.</p> <p>Mar. 2017 Representative Director and Senior Managing Director, General Manager, Office of the President, and in charge of compliance, Keiyo Co., Ltd.</p> <p>Feb. 2018 Representative Director and Senior Managing Director, and General Manager, Sales Division, Keiyo Co., Ltd.</p> <p>May 2022 Director, the Company (current position)</p> <p>May 2022 Representative Director and President, Keiyo Co., Ltd.</p> <p>Mar. 2024 Representative Director and President, General Manager, Sales Division, General Manager, Store Development Department, and General Manager, Merchandising Department, Keiyo Co., Ltd. (current position)</p> <p>Important Concurrent Position(s) Representative Director and President, General Manager, Sales Division, General Manager, Store Development Department, and General Manager, Merchandising Department, Keiyo Co., Ltd.</p>	– shares
<p>Reasons for Nomination as Director</p> <p>Mr. Koji Jitsukawa is responsible for the management of the Company's subsidiary, Keiyo Co., Ltd., as its Representative Director and President. We have nominated him as a candidate for Director as we believe he is well qualified to strengthen the management of the Group with his extensive experience, proven track record and insights.</p>			

- (Notes)
1. No special interest exists between any of the above candidates for Directors and the Company.
 2. The Company has concluded agreements with Mr. Hiroshi Ogame and Mr. Koji Jitsukawa to limit their liability to compensate for damages prescribed in Article 423, Paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, Paragraph (1) of the same Act. The maximum amount of the liability for damages based on the said agreements shall be the minimum amount prescribed under Article 425, Paragraph (1) of the same Act. If the election of Mr. Hiroshi Ogame is approved, the Company intends to extend these liability agreements with him.
 3. The Company has concluded indemnity agreements with Directors (excluding Directors who are Audit and Supervisory Committee Members) Mr. Toshihiro Hisada, Mr. Yasunori Ishiguro, Mr. Keizo Honda, Mr. Toshimitsu Shimizu, Mr. Masayuki Nakagawa, Mr. Hiroshi Ogame, and Mr. Koji Jitsukawa in accordance with the provisions of Article 430-2, Paragraph (1) of the Companies Act. The Company indemnifies the above-mentioned persons for the expenses designated in item 1 of the above paragraph and the losses designated in item 2 of the above paragraph, within the limits prescribed

by laws and regulations. However, to prevent any impediment to the appropriate execution of duties by the Company's officers, these agreements stipulate Directors' obligations regarding reporting, mitigating losses, and providing information, and Directors who violate these obligations will not be eligible for indemnity. If the reelection of each candidate is approved, the Company intends to extend these liability agreements with them.

4. The Company has entered into a directors and officers liability insurance policy with an insurance company in accordance with the provisions of Article 430-3, Paragraph (1) of the Companies Act. The insurance policy covers damages that may arise when the insured persons, including the Company's Directors, become liable in connection with the execution of their duties or receive claims related to the pursuit of such liability (however, those that fall under the exclusions stipulated in the insurance policy are excluded). Insurance premiums for the above insurance policy are fully paid for by the Company. In addition, when the above insurance policy is renewed next time, the Company plans to renew it with the same details.

Proposal 3: Election of Five (5) Directors Who Are Audit and Supervisory Committee Members

The terms of office of all five (5) Directors who are Audit and Supervisory Committee Members will expire upon conclusion of this Ordinary General Meeting of Shareholders.

Accordingly, the Company requests the election of five (5) Directors who are Audit and Supervisory Committee Members.

The Company's Audit and Supervisory Committee has consented to this proposal.

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

No.	Name	Positions and areas of responsibility in the Company	
1	Kenjiro Terada	–	New candidate
2	Michio Masukawa	Director who is an Audit and Supervisory Committee Member	Reelection Outside Independent
3	Naoki Uno	Director who is an Audit and Supervisory Committee Member	Reelection Outside Independent
4	Hikaru Oguchi	Director who is an Audit and Supervisory Committee Member	Reelection Outside Independent
5	Hitomi Iba	Director who is an Audit and Supervisory Committee Member	Reelection Outside Independent

New candidate: Candidate for new Director

Reelection: Director candidate for reelection

Outside: Candidate for Outside Director

Independent: Candidate for Independent Officer

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
1	<p style="text-align: center;">Kenjiro Terada (December 4, 1963)</p> <p style="text-align: center;">New candidate</p>	<p>Apr. 1986 Joined Keiyo Co., Ltd.</p> <p>Jan. 2009 General Manager, Personnel Department, Keiyo Co., Ltd.</p> <p>June 2009 Executive Officer, General Manager, Personnel Department, Keiyo Co., Ltd.</p> <p>May 2011 Director, General Manager, Personnel Division, General Manager, Personnel Department, Keiyo Co., Ltd.</p> <p>Aug. 2012 Director in charge of personnel and general affairs, and General Manager of Recruitment Department, Keiyo Co., Ltd.</p> <p>Aug. 2013 Director in charge of personnel, general affairs, and system, and General Manager, Recruitment Department, Keiyo Co., Ltd.</p> <p>Jan. 2015 Director in charge of personnel, general affairs, and system, Keiyo Co., Ltd.</p> <p>May 2016 Director, General Manager, Sales Planning Office, Keiyo Co., Ltd.</p> <p>Mar. 2017 Managing Director in charge of management, and General Manager, Personnel Department, Keiyo Co., Ltd.</p> <p>Feb. 2018 Managing Director, General Manager, Office of the President, and General Manager, Administration Division, Keiyo Co., Ltd.</p> <p>Feb. 2019 Managing Director, General Manager, Administration Division, Keiyo Co., Ltd.</p> <p>Feb. 2020 Managing Director, General Manager, Administration Division, and in charge of compliance, Keiyo Co., Ltd.</p> <p>May 2022 Managing Director, General Manager, Personnel Division, and in charge of compliance and affiliated companies, Keiyo Co., Ltd.</p> <p>Mar. 2023 Director in charge of compliance and affiliated companies, Keiyo Co., Ltd.</p> <p>May 2023 Director, Standing Audit and Supervisory Committee Member, Keiyo Co., Ltd.</p> <p>Feb. 2024 Auditor, Keiyo Co., Ltd. (current position)</p> <p>Important Concurrent Position(s) Auditor, Keiyo Co., Ltd.</p>	100 shares
<p>Reasons for Nomination as Director Who Is an Audit and Supervisory Committee Member</p> <p>Mr. Kenjiro Terada has long been engaged in the personnel affairs, general affairs, and systems divisions, which are the administrative divisions of Keiyo Co., Ltd. After serving as an Audit and Supervisory Committee Member, he is currently an Auditor. He is nominated as a candidate for Director who is an Audit and Supervisory Committee Member because of his abundant business experience and knowledge of management and compliance. We believe that he will be able to fulfill his role appropriately in supervising the Company's business execution.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
2	<p style="text-align: center;">Michio Masukawa (September 16, 1952)</p> <p style="text-align: center;">Reelection Outside Independent</p>	<p>Apr. 1977 Joined the Bank of Japan</p> <p>Apr. 2003 Head, Deposit Insurance Department, Deposit Insurance Corporation of Japan</p> <p>Aug. 2006 Special Advisor, Financial System and Bank Examination Department, the Bank of Japan</p> <p>May 2008 Director-General, Administration Department, the Bank of Japan</p> <p>Apr. 2009 Auditor, the Bank of Japan</p> <p>June 2013 President COO, CRD Association (a general incorporated association)</p> <p>May 2014 Outside Director, the Company</p> <p>June 2014 Chairman CEO, CRD Association (a general incorporated association)</p> <p>Feb. 2015 Outside Director, Kanaya Hotel</p> <p>June 2015 Outside Director, The Yamanashi Chuo Bank, Ltd. (current position)</p> <p>May 2022 Director (Audit and Supervisory Committee Member), the Company (current position)</p> <p>Important Concurrent Position(s) Outside Director, The Yamanashi Chuo Bank, Ltd.</p>	8,400 shares
<p>Reasons for Nomination as Outside Director Who Is an Audit and Supervisory Committee Member and Expected Roles to Be Played</p> <p>Mr. Michio Masukawa has appropriately fulfilled his role as Outside Director in overseeing business execution of the Company, making constructive statements at the meeting of Board of Directors from an independent and fair standpoint by utilizing his extensive experience, proven track record and insights as an Auditor of the Bank of Japan. Further, he has been Chairperson of the Nomination Committee and the Compensation Committee, improving transparency and objectivity in decision-making procedures. For the reasons stated above, the Company believes he is well qualified to act as an Outside Director who is an Audit and Supervisory Committee Member and we have therefore nominated him as a candidate for this position.</p> <p>Note that his tenure as Outside Director at the conclusion of this General Meeting of Shareholders will be ten (10) years.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
3	<p style="text-align: center;">Naoki Uno (June 27, 1953)</p> <p style="text-align: center;">Reelection Outside Independent</p>	<p>Apr. 1977 Joined Tokio Marine and Fire Insurance Co., Ltd.</p> <p>June 2002 General Manager, Service Arrangement Division, Tokio Marine Life Insurance Co., Ltd.</p> <p>June 2009 Managing Director, Tokio Marine & Nichido Fire Insurance Co., Ltd.</p> <p>June 2013 Representative Director, President, Tokio Marine & Nichido Systems Co., Ltd.</p> <p>May 2017 Outside Director, TerraSky Co., Ltd. (current position)</p> <p>May 2020 Outside Director, the Company</p> <p>May 2022 Director (Audit and Supervisory Committee Member), the Company (current position)</p> <p>Important Concurrent Position(s) Outside Director, TerraSky Co., Ltd.</p>	5,700 shares
<p>Reasons for Nomination as Outside Director Who Is an Audit and Supervisory Committee Member and Expected Roles to Be Played</p> <p>Mr. Naoki Uno has appropriately fulfilled his role as Outside Director in overseeing business execution of the Company, making constructive statements at the meeting of Board of Directors from an independent and fair standpoint by utilizing his extensive experience, proven track record and insights as a company business manager. Further, he chairs the Audit and Supervisory Committee and serves as a member of the Nomination Committee and Compensation Committee, improving transparency and objectivity in decision-making procedures. For the reasons stated above, the Company believes he is well qualified to act as an Outside Director who is an Audit and Supervisory Committee Member and we have therefore nominated him as a candidate for this position.</p> <p>Note that his tenure as Outside Director at the conclusion of this General Meeting of Shareholders will be four (4) years.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
4	<p>Hikaru Oguchi (May 19, 1972)</p> <p>Reelection Outside Independent</p>	<p>Mar. 1998 Registered as an attorney at law with the Dai-Ichi Tokyo Bar Association</p> <p>Dec. 2004 Legal Adviser for the Legal and Judicial Development Project in the Lao PDR, Japan International Cooperation Agency</p> <p>Dec. 2005 Admitted to Practice in New York State</p> <p>May 2006 Legal Adviser for the Technical Assistance Seminar (Competition Law) in Vietnam, Japan International Cooperation Agency</p> <p>July 2006 Deputy Director, The Ministry of Foreign Affairs, Aid Policy Division, International Cooperation Bureau</p> <p>Apr. 2007 Lecturer, The University of Tokyo Faculty of Law</p> <p>Oct. 2010 Nishimura & Asahi Ho Chi Minh City Office Partner</p> <p>Jan. 2011 Partner, Nishimura & Asahi (current Nishimura & Asahi (Gaikokuho Kyodo Jigyo)) (current position)</p> <p>Sept. 2012 Nishimura & Asahi Hanoi Office Partner</p> <p>June 2015 Outside Audit & Supervisory Board Member, Infoteria Corporation (current Asteria Corporation)</p> <p>Jan. 2016 Nishimura & Asahi Partner for Vietnam Offices</p> <p>May 2018 Outside Auditor, the Company</p> <p>Sept. 2018 Part-time Lecturer, Faculty of International Social Sciences, Gakushuin University</p> <p>May 2022 Director (Audit and Supervisory Committee Member), the Company (current position)</p> <p>Important Concurrent Position(s) Partner, Nishimura & Asahi (Gaikokuho Kyodo Jigyo)</p>	<p>– shares</p>
<p>Reasons for Nomination as Outside Director Who Is an Audit and Supervisory Committee Member and Expected Roles to Be Played</p> <p>Ms. Hikaru Oguchi has appropriately fulfilled her role as Outside Director in overseeing business execution of the Company, making constructive statements at the meeting of Board of Directors from an independent and fair standpoint by utilizing her extensive experience, proven track record and insights in all aspects of legal affairs as an attorney at law. Further, she has been a member of the Nomination Committee and the Compensation Committee, improving transparency and objectivity in decision-making procedures. For the reasons stated above, the Company believes she is well qualified to act as an Outside Director who is an Audit and Supervisory Committee Member and we have therefore nominated her as a candidate for this position.</p> <p>Note that her tenure as Outside Director at the conclusion of this General Meeting of Shareholders will be two (2) years, and her total tenure, including Outside Auditor, is six (6) years.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company	Number of the Company's shares held
5	Hitomi Iba (July 15, 1961) Reelection Outside Independent	1984 Joined Mutsupuro Co., Ltd. 1988 New York Headquarters of JTB (Japan Travel Bureau) International, Inc. Consultant (new project planning) 1993 New York Headquarters of Colgate-Palmolive Company (New project development, marketing, Asia- Pacific strategy) 1995 Joined New York Headquarters of KRAFT FOODS Associate Product Manager, Jell-O (New product development and marketing of refrigerated products) 1997 Manila Office and New York Headquarters of Colgate-Palmolive Company (Senior Product Manager, Asia-Pacific Division) 2000 Director, New York Headquarters of American Express Company (Digital Division and Prepaid Gift Card Development Division) 2005 Managing Director, FILA Japan 2007 Vice President, Marketing Division, Coca-Cola (Japan) Company, Limited (Senior Vice President) (New development project / innovation) Aug. 2009 President, IBA Company (current position) May 2022 Director (Audit and Supervisory Committee Member), the Company (current position) Important Concurrent Position(s) President, IBA Company	– shares
<p>Reasons for Nomination as Outside Director Who Is an Audit and Supervisory Committee Member and Expected Roles to Be Played</p> <p>Ms. Hitomi Iba has appropriately fulfilled her role as Outside Director in overseeing the Company's business execution, etc., making constructive statements at the meeting of Board of Directors from an independent and fair standpoint through the extensive experience, proven track record and insights in company management and global fields. For the reasons stated above, the Company believes she is well qualified to act as an Outside Director who is an Audit and Supervisory Committee Member and we have therefore nominated her as a candidate for this position.</p> <p>Note that her tenure as Outside Director at the conclusion of this General Meeting of Shareholders will be two (2) years.</p>			

- (Notes)
- No special interest exists between any of the above candidates for Directors and the Company.
 - Mr. Michio Masukawa, Mr. Naoki Uno, Ms. Hikaru Oguchi, and Ms. Hitomi Iba are candidates for Outside Directors who are Audit and Supervisory Committee Members.
 - The Company has concluded agreements with Mr. Michio Masukawa, Mr. Naoki Uno, Ms. Hikaru Oguchi, and Ms. Hitomi Iba to limit their liability to compensate for damages prescribed in Article 423, Paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, Paragraph (1) of the same Act. The maximum amount of the liability for damages based on the said agreements shall be the minimum amount prescribed under Article 425, Paragraph (1) of the same Act. If the elections of the above four (4) members are approved, the Company intends to extend these liability agreements with them.
If the election of Mr. Kenjiro Terada is approved, the Company will enter into a similar limited liability agreement with him.
 - The Company has concluded indemnity agreements with Mr. Michio Masukawa, Mr. Naoki Uno, Ms. Hikaru Oguchi, and Ms. Hitomi Iba in accordance with the provisions of Article 430-2, Paragraph (1) of the Companies Act. The Company indemnifies the above-mentioned persons for the expenses designated in item 1 of the above paragraph and the losses designated in item 2 of the above paragraph, within the limits prescribed by laws and regulations. However, to prevent any impediment to the appropriate execution of duties by the Company's officers, these agreements stipulate Directors' obligations regarding reporting, mitigating losses, and providing information, and Directors who violate these obligations will not be eligible for indemnity. If the reelection of each candidate is approved, the Company intends to extend these liability agreements with them.

- If the election of Mr. Kenjiro Terada is approved, the Company will enter into a similar compensation agreement with him.
5. The Company has entered into a directors and officers liability insurance policy with an insurance company in accordance with the provisions of Article 430-3, Paragraph (1) of the Companies Act. The insurance policy covers damages that may arise when the insured persons, including the Company's Directors, become liable in connection with the execution of their duties or receive claims related to the pursuit of such liability (however, those that fall under the exclusions stipulated in the insurance policy are excluded). Insurance premiums for the above insurance policy are fully paid for by the Company. In addition, when the above insurance policy is renewed next time, the Company plans to renew it with the same details.
 6. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Michio Masukawa, Mr. Naoki Uno, Ms. Hikaru Oguchi, and Ms. Hitomi Iba have been designated as Independent Officers as provided for by the aforementioned exchange. If the reelection of the four (4) candidates is approved, the Company intends to continuously appoint them as Independent Officers.

[Reference] Knowledge, experience, and skills to be represented by Directors after this General Meeting of Shareholders (Skill matrix)

The below table shows knowledge, experience, and skills to be represented by Directors after this General Meeting of Shareholders if Proposal 2 and Proposal 3 for this General Meeting of Shareholders are approved and adopted as originally proposed.

Name	Title		Knowledge, experience, and skills held by Directors of the Company							
			General Management	Finance and Accounting	Legal and Compliance	IT DX	HR Talent Development	Sales and Marketing	International	ESG
Toshihiro Hisada		Chairman and Representative Director, CEO	●	●						
Yasunori Ishiguro		Representative Director and President, COO	●	●		●		●	●	
Keizo Honda		Director Executive Officer	●				●	●		
Toshimitsu Shimizu		Director Executive Officer	●		●	●	●			
Masayuki Nakagawa		Director Executive Officer	●		●		●	●		●
Hiroshi Ogame		Director	●		●				●	●
Koji Jitsukawa		Director	●	●				●		
Kenjiro Terada		Director (Audit and Supervisory Committee Member)	●		●	●	●			
Michio Masukawa	Outside, Independent	Director (Audit and Supervisory Committee Member)	●	●			●	●		
Naoki Uno	Outside, Independent	Director (Audit and Supervisory Committee Member)	●			●		●		
Hikaru Oguchi	Outside, Independent	Director (Audit and Supervisory Committee Member)			●		●		●	●
Hitomi Iba	Outside, Independent	Director (Audit and Supervisory Committee Member)	●			●	●	●	●	