

Note: This document has been translated from 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.

Notice of Meeting of Shareholders

May 29, 2024
(Commencement Date of Measures for Electronic Provision: May 23, 2024)

Dear shareholders:

16-17 Nampeidai-cho, Shibuya-ku, Tokyo

TSUBURAYA FIELDS HOLDINGS INC.

President and Group CEO:
Hidetoshi Yamamoto

NOTICE OF THE 36TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

First of all, we would like to express our deepest condolences and sympathy towards all those affected by the 2024 Noto Peninsula Earthquake and sincerely hope for the earliest possible recovery and restoration of the affected region.

This notice is to inform you of the holding of the 36th Annual General Meeting of Shareholders (the “**Meeting**”) of TSUBURAYA FIELDS HOLDINGS INC. (the “**Company**,” or “**we**”). The Meeting will be held as follows:

For convocation of the Meeting, we will be taking measures for electronic provision of the information corresponding to the contents of the Shareholders Meeting Reference Documents (Measures for Electronic Provision), which is available on our website. Please visit our website as follows to access the same:

Our Website (English):

<https://www.tsuburaya-fields.co.jp/ir/e/investor/stock/meeting/>

Moreover, the Measures for Electronic Provision are also specified on the Tokyo Stock Exchange website. To access the same, please visit the Tokyo Stock Exchange website below (Listed Company Search), enter “TSUBURAYA FIELDS HOLDINGS” in the “Issue name (company name)” box or the Company’s securities code “2767” in the “Code” box and search, and select “Basic Information” and then “Documents for public inspection/PR information.”

Tokyo Stock Exchange website (Listed Company Search)

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

1. **Date and time:** Wednesday, June 19, 2024, at 1:00 p.m.
(Doors will open at 12:15 p.m.)

2. **Venue:** Ballroom, B2F, Cerulean Tower Tokyu Hotel
26-1 Sakuragaoka-cho, Shibuya-ku, Tokyo

3. **Objectives of Meeting:**

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 36th fiscal period (from April 1, 2023 to March 31, 2024), and the Audit Report from the Accounting Auditor and the Audit & Supervisory Board on the Consolidated Financial Statements
2. Financial statements for the 36th fiscal period (from April 1, 2023 to March 31, 2024)

Matters to be resolved:

Proposal 1: Disposition of Surplus

Proposal 2: Election of Fourteen (14) Directors

Proposal 3: Election of Three (3) Audit & Supervisory Board Members

Proposal 4: Decision Regarding Restricted Stock Compensation for Directors (Excluding Outside Directors)

4. **Determined Matters, etc. in Relation to Convocation of the Meeting:**

Please refer to “How to Exercise your Voting Rights” below with regard to the exercise of your voting rights.

5. **Matters to Note Concerning the Meeting**

- Any revisions made to the Measures for Electronic Provision will be posted on each website carrying the same.
 - English translations of this notice and the reference materials for the Meeting are available on the Company’s English-language website and the Tokyo Stock Exchange website.
 - The results of the resolutions from the Meeting will be posted on the Company’s website after the Meeting is closed, instead of sending a written notice of resolutions.
 - Other Measures for Electronic Provision (matters omitted from the written materials)
- The following items are not contained in the written materials sent to the shareholders in accordance with the laws and regulations and the Company’s Articles of Incorporation. Accordingly, the documents provided here are a subset of those audited by the Audit & Supervisory Board Members and the Accounting Auditor when preparing their audit report and accounting audit report.

■ **Business Report**

Matters related to the current situation of the Company’s Group

Business progress and results

Issues to be addressed

Major offices, etc., of the Company and its subsidiaries, etc.

Matters regarding specified wholly owned subsidiaries

Details of the major businesses

Situation of the employees

Major creditors

Matters regarding shares

Matters regarding the Company’s share acquisition rights

Matters regarding the Company's Officers

Outline of the contents of liability limitation agreements

Outline of the contents of directors' and officers' liability insurance agreements

Situation of the Accounting Auditor

Structure and policies of the Company

■ Consolidated Financial Statements, etc.

Consolidated statement of changes in equity

Notes to consolidated financial statements

Balance sheet

Statement of income

Non-consolidated statement of changes in equity

Notes to non-consolidated financial statements

■ Audit Report

Information on Exercise of Voting Rights

Please refer to the reference materials for the Meeting listed in the Measures for Electronic Provision, and exercise your voting rights by using one of the methods detailed below.

Exercising your Voting Rights by Attending the Meeting

Attending the General Meeting of Shareholders

Date and time of the General Meeting of Shareholders: 1:00 p.m. on Wednesday, June 19, 2024
(Doors will open at 12:15 p.m.)

Please bring the enclosed voting form and submit it to the front desk.

*The exercise of voting rights by proxy is limited to the delegation of one shareholder with voting rights, and you will be required to submit a document proving your representation right.

Exercising your Voting Rights without Attending the Meeting

Voting in Writing

Deadline for voting: Voting forms must be returned by 6:00 p.m. on Tuesday, June 18, 2024.

Please state your approval or disapproval for each proposal in the enclosed voting form and return it to the administrator of the shareholder registry by the deadline set forth above.

*Please note that if you submit a voting form without indicating your approval or disapproval, we will deem your vote to be in favor of the respective proposals.

Online Voting

Deadline for voting: 6:00 p.m. on Tuesday, June 18, 2024

1. Access the voting website through your computer, smartphone or mobile device

<https://www.web54.net>

2. Log into the website.

Enter the voting code stated in the enclosed voting form.

3. Enter the password.

Enter the password stated in the enclosed voting form.

Follow the onscreen instructions to register your approval or disapproval.

*After registering your approval or disapproval, we ask for your cooperation in answering the questionnaire.

Smart Voting

Deadline for voting: 6:00 p.m. on Tuesday, June 18, 2024

Access the smartphone voting website.

Scan the “QR Code® for logging into the Voting Website for Smartphones” located at the bottom right of the enclosed voting form by your smartphone or tablet.

*“QR Code®” is a registered trademark of DENSO WAVE INCORPORATED.

Follow the onscreen instructions to register your approval or disapproval.

Note: To make changes to your vote after registering, please scan the QR Code® again and enter your voting code and password as stated in the enclosed voting form (or by directly accessing the voting website from your PC at: <https://www.web54.net>).

* The shareholder is responsible for any connection fees and telecommunications fees, etc., which may arise when using the voting website.

* Depending on your Internet environment, the service you subscribe to, or your device, you may not be able to use the voting website.

If you exercise your voting rights more than once:

- (i) If you exercise your voting rights both by using the voting form and online voting (including “Smart Voting”), the online vote (including “Smart Voting”) will be treated as effective.
- (ii) If you exercise your voting rights more than once through the Internet (including “Smart Voting”), the last exercise of your vote will be treated as effective.

If you have any inquiries, please contact us at:

Administrator of Shareholder Registry, Sumitomo Mitsui Trust Bank, Limited., Securities Agent Division
Inquiries concerning voting: 0120-652-031 (9.00 a.m. to 9.00 p.m.)
Other inquiries: 0120-782-031 (9.00 a.m. to 5.00 p.m. on weekdays)

To Institutional Investors:

Voting rights may be exercised through the “Electronic Voting Platform” operated by ICJ, Inc., if you have signed up for the use of the platform in advance.

Outline of Matters to be Resolved

The outline of the proposals is as follows. For more information, please access the Company website or the Measures for Electronic Provision on the Tokyo Stock Exchange website:

Proposal 1: Disposition of Surplus

The amount of year-end dividends will be 40 yen per common share of the Company.

Proposal 2: Election of Fourteen (14) Directors

The terms of offices of all of the fourteen (14) Directors will expire as of the closing of this Annual General Meeting of Shareholders. Accordingly, the company proposes that fourteen (14) Directors be elected as follows:

Candidate No.	Name		Candidate No.	Name
1 (Re-elected)	Hidetoshi Yamamoto (Male Officer)		8 (Re-elected)	Hiroyuki Yamanaka (Male Officer)
2 (Re-elected)	Takayuki Tsukagoshi (Male Officer)		9 (Re-elected)	Shigesato Itoi (Outside, Independent Officer, Male Officer)
3 (Re-elected)	Ei Yoshida (Male Officer)		10 (Re-elected)	Yoriko Aelvoet (Female Officer)
4 (Re-elected)	Kenichi Ozawa (Male Officer)		11 (Re-elected)	Katsuya Shirai (Outside, Independent Officer, Male Officer)
5 (Re-elected)	Takashi Yamamoto (Male Officer)		12 (Re-elected)	Tetsuo Komori (Outside, Independent Officer, Male Officer)
6 (Re-elected)	Masayuki Nagatake (Male Officer)		13 (Re-elected)	Keiichi Maeda (Outside, Independent Officer, Male Officer)
7 (Re-elected)	Yusaku Toyoshima (Male Officer)		14 (Newly Elected)	Kimie Morishita (Outside, Independent Officer, Female Officer)

(Note) If this Proposal 2 is fully approved by the shareholders as proposed, the number of Independent Officers / Outside Directors will be five (5) (35.71%).

Expertise and Experience of Directors (skill matrix)

In the event of Proposal 2 being approved by the shareholders as proposed, the Directors' skill matrix after the closing of this Annual General Meeting of Shareholders will be as follows.

In addition, in this matrix, only the items for which the Directors have particularly demonstrated their abilities are marked, and not all of the abilities of each Director are shown therein.

Positions and Duties at the Company	Name	Business Development and Corporate Management	Content Business	Global Business	Marketing	Digital Business	Finance and Accounting	Organization and Human Resources	Legal Affairs and Risk Management
President and Group CEO	Hidetoshi Yamamoto	●						●	
Senior Managing Director	Takayuki Tsukagoshi		●		●				
Director	Ei Yoshida	●			●				

Director; Group CFO; Division Manager, Group Business Strategy Division	Kenichi Ozawa						●	●	
Director; in Charge of Group Business Planning; Deputy Division Manager, Group Business Strategy Division	Takashi Yamamoto		●				●		
Director	Masayuki Nagatake	●		●					
Director	Yusaku Toyoshima		●				●		
Director; Division Manager, Administration Control Division	Hiroyuki Yamanaka						●		●
Outside Director	Shigesato Itoi		●					●	
Director	Yoriko Aelvoet			●	●				
Outside Director	Katsuya Shirai		●						●
Outside Director	Tetsuo Komori	●		●					
Outside Director	Keiichi Maeda							●	●
Outside Director	Kimie Morishita				●	●			

Proposal 3: Election of Three (3) Audit & Supervisory Board Members

As of the closing of this Annual General Meeting of Shareholders, the term of office of all three (3) Audit & Supervisory Board Members will expire. Accordingly, we propose that three (3) Audit & Supervisory Board Members be elected as follows:

Candidate No.	Name		
1 (Re-elected)	Kenichi	Ikezawa	(Outside) (Independent Officer)
2 (Re-elected)	Yoshika	Furuta	(Outside) (Independent Officer)
3 (Re-elected)	Masakazu	Kurihara	

Proposal 4: Decision Regarding Restricted Stock Compensation for Directors (Excluding Outside Directors)

At the 26th Annual General Meeting of Shareholders of the Company held on June 18, 2014, it was approved that the amount of the compensation, etc., for the current Directors of the Company would be within the maximum annual compensation amount of not more than 1,100,000,000 yen (including not more than 50,000,000 yen for Outside Directors), and at the 35th Annual General Meeting of Shareholders of the Company held on June 21, 2023, it was approved that the share acquisition rights would be allotted as stock options within the scope of the aforementioned amount of compensation of the Directors and that the maximum number of each Share Option to be allotted each business year would be 1,160 units (including 52 units for the Outside Directors) (and the number of shares to be delivered upon the exercise of such share

acquisition rights would be 116,000 shares, including 5,200 shares for Outside Directors).

For the purpose of more strongly incentivizing the Company's Directors (excluding Outside Directors; hereinafter, the "Eligible Directors") to contribute to improving the mid- and long-term performance and to sustainably improving corporate value, as well as further enhancing value sharing with shareholders over the long term, the Company wishes to allot the Company's common stock that will be subject to a certain transfer restriction period and to provisions concerning the grounds, etc. for the Company to acquire the same without consideration (the "Restricted Stock").

Accordingly, after having taken various matters into comprehensive consideration, including the contribution of the Eligible Directors to the Company, the Company hereby asks the shareholders to approve that monetary compensation claims appropriated to be paid for the Restricted Stock, added to the monetary compensation (fixed compensation) and monetary compensation claims granted to be paid for the stock options, will be granted to the Eligible Directors within the scope of the aforementioned amount of compensation for the Directors. The specific period of granting and allotment to each Eligible Director will be determined by the Board of Directors.

Based on a resolution of the Board of Directors, the Eligible Directors shall contribute all of the monetary compensation claims granted in accordance with this Proposal to the Company in the form of property contributed in-kind. Shares of the Company's common stock will be issued or disposed of to each Eligible Director, thereby causing the total number of shares of the Company's common stock to be issued or disposed of not to exceed 240,000 shares in any given year.

The Company has decided to allot the Restricted Stock to its Directors after having taken various matters into comprehensive consideration, including the contributions of the Eligible Directors to the Company, and the Company considers the contents thereof to be reasonable since the ratio of the Maximum Total Number of Shares of Restricted Stock to be allotted each business year, out of the total number of issued and outstanding shares, is approximately 0.35%, thereby showing only a minor dilution rate.

The Company currently has fourteen (14) Directors (including five (5) Outside Director), and such number of Directors will remain as fourteen (14) Directors (including five (5) Outside Directors) if Proposal 2 is approved as proposed. Therefore, the number of Eligible Directors will be nine (9).