

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities code: 5261

Date of issuance: June 10, 2024

Start date of measures for electronic provision: June 5, 2024

To All Shareholders:

Masaru Osawa, President and Representative Director
RESOL HOLDINGS Co., Ltd.
6-24-1 Nishi-shinjuku, Shinjuku-ku, Tokyo

Notice of Convocation of the 131st Annual General Meeting of Shareholders

We are pleased to announce the 131st Annual General Meeting of Shareholders of RESOL HOLDINGS Co., Ltd. (the “Company”), which will be held as indicated below.

Please review the Reference Documents for the General Meeting of Shareholders, refer to the “Instructions Concerning the Exercise of Voting Rights” on pages 3 to 4 (available in Japanese only), and if you are not attending on the day, exercise your voting rights via the Internet, etc. or in writing (postal mail) by no later than Wednesday, June 26, 2024, at 6:00 p.m. (JST).

- 1. Date and time:** Thursday, June 27, 2024, at 10:00 a.m. (JST) (reception opens at 9:30 a.m.)
- 2. Venue:** Room 5, Shinjuku Sumitomo SkyRoom, 47th floor, Shinjuku Sumitomo Building
2-6-1 Nishi-shinjuku, Shinjuku-ku, Tokyo

3. Agenda:

Reports:

1. The Business Report and the Consolidated Financial Statements for the 131st fiscal year (from April 1, 2023 to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board.
2. The Non-consolidated Financial Statements for the 131st fiscal year (from April 1, 2023 to March 31, 2024)

Resolutions:

- Proposal** Election of Six Directors

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which the measures for providing information in electronic format will be taken) in electronic format, and posts this information as “Notice of Convocation of the 131st Annual General Meeting of Shareholders” on the Company’s website. Please access any of the following websites by using the Internet addresses shown below to review the information.

The Company’s IR website:

<https://www.resol.jp/ir/share/meeting/> (in Japanese)

TSE website (Listed Company Search):

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

Access the URL above, enter “RESOL HOLDINGS” in “Issue name (company name)” or the Company’s securities code “5261” 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].”

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/5261/teiji/> (in Japanese)

© If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the websites stated above.

© For the General Meeting of Shareholders, a document stating all of the items subject to measures for electronic provision will be sent regardless of whether or not a request for delivery of paper-based documents has been made. It should be noted that in accordance with the provisions of laws and regulations and Article 14 of the Company's Articles of Incorporation, the following items shall not be included in the document to be sent.

- “Consolidated statement of changes in equity” in the Consolidated Financial Statements
- “Notes to consolidated financial statements” in the Consolidated Financial Statements
- “Statement of changes in equity” in the Non-consolidated Financial Statements
- “Notes to non-consolidated financial statements” in the Non-consolidated Financial Statements

Accordingly, the Consolidated Financial Statements and Non-consolidated Financial Statements included in this paper-based document constitute a part of the documents audited by the Financial Auditor in preparing the financial audit report and by the Audit & Supervisory Board in preparing the audit report.

Reference Documents for the General Meeting of Shareholders

Proposal Election of Six Directors

The terms of office of all six Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of six Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	
1	Hideaki Hirata	Chairperson	Reelection
2	Masaru Osawa	President and Representative Director	Reelection
3	Tadashi Hoshino	Director	Reelection
4	Yasuji Kojima	Director	Reelection
5	Akiko Kaito	-	New Outside
6	Kimihiko Higashio	Director	Reelection Outside

Reelection Candidate for reelection as Director

New Candidate for new election as Director

Outside Candidate for outside Director

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company Significant concurrent positions outside the Company	Number of the Company's shares owned
1	Hideaki Hirata (July 12, 1946)	<p>Oct. 1973 Joined MISAWA HOMES CO., LTD.</p> <p>June 1989 Director, General Manager of Affiliated Companies Department of MISAWA HOMES CO., LTD.</p> <p>July 1992 Managing Director, General Manager of Affiliated Companies Department of MISAWA HOMES CO., LTD.</p> <p>June 1994 President and Representative Director of the Company</p> <p>June 2012 Chairperson of the Company</p> <p>June 2014 Chairperson and Representative Director of the Company</p> <p>June 2017 Chairperson and Representative Director, Executive Officer and President of the Board of the Company</p> <p>Dec. 2017 Chairperson and Representative Director, Chairperson of the Board of the Company</p> <p>June 2022 Chairperson and Chairperson of the Board of the Company (current position)</p>	13,468 shares
2	Masaru Osawa (August 15, 1966)	<p>Apr. 1990 Joined The Tokai Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>Feb. 2006 Joined the Company</p> <p>June 2015 Director, Executive Officer, and General Manager of F&D Department of the Company</p> <p>Apr. 2018 Director, Executive Officer, and General Manager of Administration Department, Head of Customer Service Office, and responsible for Corporate Administration Department of the Company</p> <p>July 2020 Director, Executive Officer, and General Manager of Administration Department and Accounting Department, and Head of Customer Service Office of the Company</p> <p>Oct. 2021 Director, Executive Officer, responsible for General Affairs and Accounting, and Head of Customer Service Office of the Company</p> <p>June 2022 President and Representative Director, President of the Board of the Company</p> <p>Apr. 2023 President and Representative Director, President of the Board of the Company and responsible for Corporate Planning (current position)</p> <p>Significant concurrent positions outside the Company Chairperson and Representative Director of RESOL LIFE SUPPORT CO., LTD. President and Representative Director of CHUKYO GOLF CLUB Co., Ltd.</p>	2,763 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company Significant concurrent positions outside the Company	Number of the Company's shares owned
3	Tadashi Hoshino (April 22, 1960)	<p>Apr. 1983 Joined Mitsui Fudosan Co., Ltd.</p> <p>Apr. 2017 Managing Executive Officer, General Manager of Corporate Planning Department, Head of Customer Quality Control Office and Public Relations Office of the Company</p> <p>June 2017 Director and Managing Executive Officer, General Manager of Corporate Planning Department, Head of Customer Quality Control Office and Public Relations Office of the Company</p> <p>Apr. 2018 Director and Managing Executive Officer, responsible for Management System Office and Public Relations Office of the Company</p> <p>Oct. 2021 Director and Managing Executive Officer, responsible for Overall Development and Group Public Relations, and Head of Public Relations Office of the Company</p> <p>June 2022 Director and Managing Executive Officer, responsible for Group Public Relations and IR, and Head of Public Relations Office of the Company (current position)</p>	1,885 shares
4	Yasuji Kojima (November 18, 1964)	<p>Apr. 1987 Joined MISAWA HOMES CO., LTD.</p> <p>Nov. 2002 Joined the Company</p> <p>Dec. 2013 General Manager of Administration Department of the Company</p> <p>Dec. 2014 General Manager of the General Affairs and Human Resources Department of the Company</p> <p>June 2015 General Manager of the General Affairs and Human Resources Department and Head of the Corporate Compliance Office of the Company</p> <p>Oct. 2015 Director and General Manager of Management Department of RESOL Co., Ltd.</p> <p>Mar. 2019 General Manager of Internal Audit Office of the Company</p> <p>June 2019 Full-time Audit & Supervisory Board Member of the Company</p> <p>June 2023 Director, Executive Officer, responsible for General Affairs (current position)</p>	1,031 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities at the Company Significant concurrent positions outside the Company	Number of the Company's shares owned
5	* Akiko Kaito (November 14, 1970)	<p>Apr. 1993 Joined HASEKO Corporation</p> <p>Aug. 2000 Joined Price Waterhouse Coopers Financial Advisory Services Co., Ltd. (currently PwC Advisory LLC)</p> <p>May 2003 Joined Industrial Revitalization Corporation of Japan</p> <p>Mar. 2006 Joined Mitsui Fudosan Co., Ltd.</p> <p>Apr. 2015 Director and Chief Finance Officer of Mitsui Fudosan Frontier REIT Management Inc.</p> <p>Apr. 2023 Managing Officer, Deputy Chief Operating Officer of Office Building Division, General Manager of Tenant Relations and Business Development Department (I) of Mitsui Fudosan Co., Ltd.</p> <p>Apr. 2024 Managing Officer, Deputy Chief Operating Officer of Hotels and Resorts Division, General Manager of Hotel and Resort Development Department (II) of Mitsui Fudosan Co., Ltd. (current position)</p> <p>Significant concurrent positions outside the Company Director of Mitsui Fudosan Hotel Management Co., Ltd. Director of Mitsui Fudosan Resort Management Co., Ltd.</p>	0 shares
6	Kimihiko Higashio (September 24, 1959)	<p>Sept. 1997 Joined KONAMI CO., LTD. (currently KONAMI GROUP CORPORATION)</p> <p>June 2005 Director of KONAMI CO., LTD.</p> <p>June 2010 Outside Director of the Company (current position)</p> <p>Jan. 2018 Director, Executive Vice President, Corporate Officer of KONAMI HOLDINGS CORPORATION (currently KONAMI GROUP CORPORATION)</p> <p>June 2019 Representative Director, Executive Vice President of KONAMI HOLDINGS CORPORATION</p> <p>Apr. 2020 Representative Director, President of KONAMI HOLDINGS CORPORATION (current position)</p> <p>Significant concurrent positions outside the Company Representative Director, President of KONAMI GROUP CORPORATION Director of Kanto IT Software Health Insurance Society</p>	0 shares

- Notes:
1. A new candidate for Director is indicated by an asterisk (*).
 2. Akiko Kaito and Kimihiko Higashio are candidates for outside Director.
 3. There is no special interest between any of the candidates for Director and the Company.
 4. The reasons for the selection of candidates for Director and their expected roles of outside Directors are as follows:
 - (1) Hideaki Hirata has been involved in management for many years as the Representative Director of the Company, and has a wealth of experience and broad knowledge in the Group's business fields. The Company judged that he would be able to utilize his experience and expertise in supervising the management and execution of operations of the Group.
 - (2) Masaru Osawa has many achievements in the investment recovery business departments of the Company, and has served as the head of the finance, accounting, and general affairs departments, and has a wealth of experience and broad knowledge in these areas. In addition, he has served as Representative Director of Group companies, and thus has management experience in the Group's business fields. The Company judged that he would be able to utilize his experience and expertise in overseeing the management strategy and overall management of the Group.
 - (3) Tadashi Hoshino has served as a Director of the Company, Representative Director of Group companies, as well as a Director of another company and a manager of business divisions, and has a wealth of experience and broad

knowledge in these areas. The Company judged that he would be able to utilize his experience and expertise to strengthen the business management system of the Group.

- (4) Yasuji Kojima has served as the head of the Company's and Group companies' general affairs departments, full-time Audit & Supervisory Board Member of the Company, and Representative Director of Group companies, and has a wealth experience and broad knowledge in these areas. The Company judged that he would be able to utilize his experience and expertise to strengthen the business management system of the Group.
 - (5) Akiko Kaito serves concurrently as Managing Officer of Mitsui Fudosan Co., Ltd. and Director of an affiliated company of Mitsui Fudosan Co., Ltd., and thus possesses a high level of insight regarding corporate management. The Company expects that she will utilize her insight to appropriately perform her duties as outside Director of the Company and contribute significantly to strengthening the supervision of the management of the Company.
 - (6) Kimihiko Higashio serves concurrently as Representative Director, President of KONAMI GROUP CORPORATION, and thus possesses a high level of insight regarding corporate management. In addition, by actively making statements at meetings of the Board of Directors, etc., the Company has judged that he will appropriately perform his duties as outside Director of the Company and contribute significantly to strengthening the supervision of the management of the Company. At the conclusion of this Annual General Meeting of Shareholders, his tenure as outside Director of the Company will have been 14 years.
5. Mitsui Fudosan Co., Ltd., where Ms. Kaito concurrently serves as Managing Officer, and KONAMI GROUP CORPORATION, where Mr. Higashio concurrently serves as Representative Director and President, are specified related business operators of the Company.
 6. The Company has concluded a contract with Mr. Higashio with respect to the liability stipulated in Article 423, paragraph (1) of the Companies Act, up to the amount stipulated in Article 425, paragraph (1) of the Companies Act, and if he is reelected, the Company intends to renew this agreement. If the election of Ms. Kaito is confirmed, the Company intends to enter into a similar liability agreement with her.
 7. Pursuant to the provisions of Article 430-3, paragraph (1) of the Companies Act, the Company has concluded an officer liability insurance agreement with an insurance company which will cover damages that may arise from the execution of the duties incurred by the insured or claims pertaining to the pursuit of such liability. All candidates will be included as the insureds under the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
 8. The number of the Company's shares owned includes those of the Shareholding Association (rounded down if less than one share).

<Reference> Skills Matrix for Candidates for Director

Candidate No.	Name	Management strategy Corporate management	Accounting and finance	Compliance Risk management	Insight regarding the investment recovery business	Insight regarding the hotel business	Insight regarding the golf business	Insight regarding the welfare business
1	Hideaki Hirata	●	●	●	●	●	●	●
2	Masaru Osawa	●	●	●	●	●	●	●
3	Tadashi Hoshino	●	●	●	●	●		●
4	Yasuji Kojima	●	●	●		●		●
5	Akiko Kaito	●	●		●	●		
6	Kimihiko Higashio	●	●	●		●	●	●

* The above table does not show all the expertise and experience held by each candidate.