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Securities code: 3937

June 10, 2024

(Commencement of Measures for Electronic Provision: June 3, 2024)

To Shareholders with Voting Rights:

Masayuki Aoki
CEO
Ubicom Holdings, Inc.
21 Ichibancho Chiyoda-ku,
Tokyo, Japan

**NOTICE OF
THE 19TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 19th Annual General Meeting of Shareholders of Ubicom Holdings, Inc. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision. Matters for electronic provision are posted on the following website as “Notice of the 19th Annual General Meeting of Shareholders.”

The Company’s website: <https://www.ubicom-hd.com/ja/news.html>

In addition to the above website, matters for electronic provision are also posted on the Tokyo Stock Exchange, Inc. (TSE) website. Please access the following TSE website (TSE Listed Company Search service) and search for the Company either by entering “Ubicom” in the “Issue name (company name)” bar, or the Company’s securities code “3937” in the “Code” bar, and select “Basic information,” followed by “Documents for public inspection/PR information” in order to review the information.

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

You can exercise your voting rights in writing or via the internet, etc. instead of attending the meeting in person. Please review the Reference Documents for the General Meeting of Shareholders described in the matters for electronic provision, refer to “Guidance to Exercising your Voting Rights” described below, and exercise your voting rights by no later than 5:30 p.m. on Tuesday, June 25, 2024, Japan time.

- 1. Date and Time:** Wednesday, June 26, 2024, at 10:00 a.m. Japan time
(Reception desk opens at 9:00 a.m.)
- 2. Place:** Hall 3A, TKP Ichigaya Conference Center, TKP Ichigaya Building, 8 Ichigaya-Hachimancho, Shinjuku-ku, Tokyo
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 19th Fiscal Year (April 1, 2023 - March 31, 2024)
 2. Results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements

Proposals to be resolved:

- Proposal 1:** Partial Amendments to the Articles of Incorporation
- Proposal 2:** Election of Five (5) Directors
- Proposal 3:** Election of Three (3) Audit & Supervisory Board Members

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- ◎ Please submit the enclosed voting form at the reception desk when attending the meeting.
 - ◎ Among the matters for electronic provision, the following matters are not stated in the documents provided to shareholders who have requested a paper copy, as stipulated in laws and regulations as well as Article 15 of the Articles of Incorporation of the Company. Therefore, the documents provided to shareholders who have requested a paper copy constitute a part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor for the preparation of their respective audit reports.
 - (1) Consolidated Financial Statements “Consolidated Statements of Changes in Net Assets”
 - (2) Consolidated Financial Statements “Notes to Consolidated Financial Statements”
 - (3) Non-consolidated Financial Statements “Non-consolidated Statements of Changes in Net Assets”
 - (4) Non-consolidated Financial Statements “Notes to Non-consolidated Financial Statements”
 - ◎ If there are any updates to the matters for electronic provision, details of the updates will be posted on each of the designated websites.
 - ◎ The meeting will be broadcast live on the internet.
 - ◎ If approval or disapproval for each proposal is not indicated on the Voting Rights Exercise Form returned to the Company, this shall be deemed to be a vote of approval for the Company’s proposal.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reason for amendments

To align with the Company’s current business activities and enable further its business growth, the Company proposes to expand the Article 2 (Objectives of the Company) of its current Articles of Incorporation.

2. Details of the amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendment
<p>(Objectives of the Company) Article 2 The objectives of the Company shall be to engage in the following business activities and related operations, as well as to control and manage the business activities of a company engaged in the following business activities or equivalent operations (including a foreign company; hereinafter referred to as the same in this article) by acquiring shares or equities in such a company:</p>	<p>(Objectives of the Company) Article 2 The objectives of the Company shall be to engage in the following business activities and related operations, as well as to control and manage the business activities of a company engaged in the following business activities or equivalent operations (including a foreign company; hereinafter referred to as the same in this article) by acquiring shares or equities in such a company:</p>
<p>(1)-(23) [Omitted]</p>	<p>(1)-(23) [Unchanged]</p>
<p style="text-align: center;"><Newly established></p>	<p><u>(24)</u> <u>Fee-charging employment placement businesses</u></p>
<p><u>(24)</u> All businesses incidental or pertaining to any of the foregoing items.</p>	<p><u>(25)</u> All businesses incidental or pertaining to any of the foregoing items.</p>

Proposal 2: Election of Five (5) Directors

The terms of office of all of the six (6) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of five (5) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Masayuki Aoki (July 29, 1958)	November 1985 Joined Le Monde Des Gourmet Inc. (Subsidiary of World Co., Ltd.) May 1990 Director, Le Monde Des Gourmet Inc. July 1995 Transferred to World Co., Ltd. May 1998 Transferred to World Creative Lab. (Subsidiary of World Co., Ltd.) March 2005 President and Representative Director, WCL, Ltd. December 2005 Chairman of the Board, the Company March 2008 Director, Advanced World Solutions, Ltd. April 2010 President and Representative Director, First Stemcell Japan Inc. August 2012 Director, AWS (Beijing), Ltd. (to present) June 2013 Representative Director, Aoki International Co., Ltd. June 2013 Chief Executive Officer (CEO), the Company (to present) June 2015 Director, AIS Co., Ltd. April 2017 Director and Chairman of the Board, AIS Co., Ltd. June 2019 Chairman of the Board, AIS Co., Ltd. November 2023 Chairman of the Board and President, AIS Co., Ltd. (to present)	4,581,980
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Masayuki Aoki has established and grown the Group into what it is today as CEO, and continues to oversee the management of the Group under his strong leadership. His proven track record in corporate acquisition and extensive experience and knowledge, building new business models, and global and group management as well as his enthusiasm for the sustainable enhancement of corporate value will be necessary for the further growth of the Group in the future and the enhancement of its corporate value over the medium to long term. Therefore, the Company proposes that he be reelected as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Akisato Kitaoka (April 16, 1976)	<p>February 2001 Joined FUJI SOFT INCORPORATED</p> <p>October 2008 Joined the Company</p> <p>February 2016 Manager, Cloud Infrastructure Development, Management Division, AIS Co., Ltd.</p> <p>August 2016 Deputy General Manager of Cloud Data Analysis Business Division, and Deputy General Manager of Management Division, AIS Co., Ltd.</p> <p>June 2018 Director in charge of Business Strategy Planning, and General Manager of Management Division, AIS Co., Ltd.</p> <p>December 2018 General Manager, Strategic Planning Division, the Company</p> <p>July 2020 Executive Officer, General Manager of Business Strategy Division, and Deputy General Manager of Management Strategy Division, the Company</p> <p>July 2022 Executive Officer, General Manager of Management Strategy Division, General Manager of Medical Business Strategy Division, General Manager of Administration and Human Resources Division, General Manager of Accounting Department, and Deputy General Manager of Corporate Strategy Division, the Company</p> <p>June 2023 Director, AWS (Beijing), Ltd., (to present) and CEO & President, Ubicom U.S.A., Inc. (to present)</p> <p>July 2023 Senior Executive Officer (to present), General Manager of Corporate Strategy Division (to present), General Manager of Corporate Planning and Development Section (to present), and General Manager of Medical Business Strategy Division, the Company (to present)</p> <p>November 2023 Executive Vice President, AIS Co., Ltd. (to present)</p>	9,600
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Akisato Kitaoka joined the Company in 2008 as an IT engineer during our formative years. He contributed significantly to laying the foundation of the Company's business by developing a state-of-the-art IT system. In 2016, while concurrently serving at AIS Co., Ltd., the Company's subsidiary, he implemented a scrap-and-build strategy, successfully increasing the operating profit margin of our medical business from 14% to over 60%, directly enhancing the Group's profitability. Since last year, he has also assumed the role of Executive Vice President at AIS Co., Ltd., contributing to elevating the performance of the entire Group. Given his vital contributions over the years, the Company proposes that he be elected as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Yoshinori Hashitani (January 27, 1959)	<p>April 1982 Joined Sony Corporation (currently Sony Group Corporation)</p> <p>May 1994 Representative Director & President, Sony Financial Services Europe Inc.</p> <p>March 1998 Representative Director & President, Sony Europe Finance PLC</p> <p>July 2000 Head of CEO Strategy Office, Sony Corporation</p> <p>April 2003 Head of Brand Strategy Office</p> <p>July 2007 General Manager, General Affairs Center</p> <p>February 2009 President, Representative Director and Executive Officer, Sony Facility Management Co., Ltd.</p> <p>September 2009 Vice President in charge of General Affairs and Secretarial Departments, Sony Corporation</p> <p>April 2010 Trustee, Sony Institute of Higher Education (to present)</p> <p>January 2011 Vice President in charge of IR and Secretarial Departments, Sony Corporation</p> <p>April 2014 Vice President in charge of Secretarial Department and General Manager of General Affairs Center, Sony Corporation</p> <p>April 2014 Representative Director, Executive Officer & President, Sony Corporate Services (Japan) Corporation</p> <p>September 2015 Vice President of Corporate Communications Department and Senior General Manager of CSR Department, Sony Corporation</p> <p>June 2017 Chairman, Representative Director and Executive Officer, Frontage Inc.</p> <p>June 2019 Outside Director, the Company (to present)</p> <p>April 2020 Executive Officer, Vice Chairman and Co-CEO, Quantum Leaps Corporation</p> <p>June 2022 Representative Director and Vice Chairman, Quantum Leaps Corporation (to present)</p> <p>February 2023 Executive Secretary, Japan Association of Corporate Directors (to present)</p> <p>June 2023 Outside Audit & Supervisory Board Member, Video Research Ltd. (to present)</p>	1,000
<p>[Reason for nomination as a candidate for Outside Director and outline of expected roles]</p> <p>Mr. Yoshinori Hashitani has a wealth of experience and insight as the head of operations at one of Japan's leading global companies. In order to incorporate them, in particular his experience in general affairs, IR, corporate communications strategies, etc. under a global setting, into the enhancement of the Company's management structure, the Company proposes that he be reelected as Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Toshiyuki Ito (March 11, 1958)	<p>April 1981 Joined Maritime Self-Defense Force, Ministry of Defense</p> <p>August 1997 Commanding Officer, JS <i>Hayashio</i> (Commander)</p> <p>May 1999 Defense Attaché, Embassy of Japan in the United States of America (seconded to the Ministry of Foreign Affairs)</p> <p>August 2002 Commanding Officer, Submarine Division 2, Maritime Self-Defense Force (Captain)</p> <p>September 2003 Director, Public Relations Office, Maritime Staff Office (Captain)</p> <p>March 2006 Director, Intelligence Division (Captain)</p> <p>March 2009 Intelligence General, Intelligence Division (Rear Admiral)</p> <p>July 2010 Director General, C4I Department, Maritime Staff Office (Rear Admiral)</p> <p>December 2011 Superintendent, MSDF Second Service School (Rear Admiral)</p> <p>August 2013 Commandant, Joint Staff College (Vice Admiral)</p> <p>August 2014 Commandant, Kure District, Maritime Self-Defense Force (Vice Admiral)</p> <p>February 2016 Professor, Graduate School of Innovation Management, Toranomon Campus, Kanazawa Institute of Technology (to present)</p> <p>June 2019 Outside Director, the Company (to present)</p>	1,000
<p>[Reason for nomination as a candidate for Outside Director and outline of expected roles]</p> <p>Mr. Toshiyuki Ito is currently a graduate school professor who teaches organization theory and risk management, based on his wealth of experience and insight he acquired as the head of various organizations in the Maritime Self-Defense Force and as a Self-Defense Force official with various duties, including overseas assignments. He has been contributing to the enhancement of the Company's management structure and is expected to further promote the Group's organizational innovation. Therefore, the Company proposes that he be reelected as Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Hiroko Saito (December 29, 1961)	<p>April 1985 Joined Sony Corporation (currently Sony Group Corporation)</p> <p>August 1997 Director of Corporate Communications, seconded to Sony Pictures Entertainment Inc.</p> <p>October 2001 General Manager, Corporate PR Department, PR Center, Sony Corporation</p> <p>June 2004 General Manager, Administration Section, Brand Strategy Department</p> <p>December 2008 General Manager, in charge of Brand Strategy Department</p> <p>June 2015 Advisor, UNIZO Holdings Company, Limited</p> <p>July 2015 Executive Officer</p> <p>July 2015 Director and General Manager, Building Sales Department No. 3, UNIZO Real Estate Company, Limited</p> <p>June 2016 Managing Director and Managing Executive Officer, UNIZO Holdings Company, Limited</p> <p>April 2018 Started sole proprietorship (to present)</p> <p>June 2023 Outside Director, the Company (to present)</p>	0
<p>[Reason for nomination as a candidate for Outside Director and outline of expected roles]</p> <p>Ms. Hiroko Saito has a wealth of experience and insight ranging from PR strategies and marketing strategies to management strategies at one of Japan's leading global companies. In order to incorporate them, in particular her experience under a global setting, into the improvement of the Company's brand value and enhancement of our management structure, the Company proposes that she be reelected as Outside Director.</p>			

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Mr. Yoshinori Hashitani, Mr. Toshiyuki Ito and Ms. Hiroko Saito are candidates for Outside Directors.
 3. Mr. Yoshinori Hashitani, Mr. Toshiyuki Ito and Ms. Hiroko Saito are currently Outside Directors of the Company, and their terms of office as Outside Directors will have been five years for Mr. Yoshinori Hashitani and Mr. Toshiyuki Ito and one year for Ms. Hiroko Saito at the conclusion of this General Meeting of Shareholders.
 4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a limited liability agreement with each of Mr. Yoshinori Hashitani, Mr. Toshiyuki Ito and Ms. Hiroko Saito to limit their liability for damages set forth in Article 423, Paragraph 1 of said Act. The maximum amount of liability for damages based on said agreement shall be the minimum amount stipulated by laws and regulations. The Company will continue the above-mentioned agreement with each of them if their reelection as Outside Director is approved.
 5. Mr. Yoshinori Hashitani, Mr. Toshiyuki Ito and Ms. Hiroko Saito satisfy the requirements for Independent Officers as provided for by the Tokyo Stock Exchange, and if their election is approved, the Company will designate them as Independent Officers and submit a notification of the designation to said Exchange.
 6. 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. Under said insurance agreement, damages that may arise as a result of the insured directors and officers assuming responsibilities regarding the execution of their duties or receiving claims pertaining to the pursuit of such responsibilities shall be covered. Each candidate will be

included as the insured under said insurance agreement, and the Company plans to renew said insurance agreement during their terms of office.

7. Mr. Akisato Kitaoka is a new candidate for Director.

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

The terms of office of all of the three (3) Audit & Supervisory Board Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Audit & Supervisory Board Members.

The Company has already obtained the consent of the Audit & Supervisory Board concerning this agenda item.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
1	Kazuki Matsumoto (August 9, 1954)	April 1978 Joined Nippon Univac Kaisha, Ltd. (currently BIPROGY Inc.) November 1983 Joined IBM Japan, Ltd. June 2002 Director and Managing Executive Officer, seconded to APTi Corporation (currently JB Advanced Technology Corporation) January 2008 Joined InfoPrint Solutions Japan, K.K. March 2008 Executive Vice President, Global Communications Co., Ltd. November 2008 Director, Global Communications Co., Ltd. December 2008 Joined the Company, Special Advisor to the President December 2008 Director, Advanced World Systems, Inc. December 2008 Director, Advanced World Solutions, Inc. June 2009 Director, General Manager of GSD/SaaS Division, the Company June 2012 Audit & Supervisory Board Member, AIS Co., Ltd. June 2014 Audit & Supervisory Board Member, AIS Co., Ltd. June 2014 Audit & Supervisory Board Member, the Company (to present)	20,000
[Reason for nomination as a candidate for Audit & Supervisory Board Member] Mr. Kazuki Matsumoto possesses extensive practical experience in engineering and management at multiple companies, including the Company. In addition, he has provided a variety of advice and suggestions from his position as a long-standing auditor of the Company. In anticipation of his continued guidance in ensuring the appropriate execution of our business operations, the Company proposes that he be reelected as an Audit & Supervisory Board Member.			

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
2	Yasutaka Oshita (August 16, 1970)	April 1995 Joined Hiroyuki Hara Judicial Scrivener Office April 1998 Joined Farsight CPA Office July 1999 Established Oshita Judicial Scrivener Office May 2006 Audit & Supervisory Board Member, the Company June 2008 Audit & Supervisory Board Member, the Company November 2013 Admitted, The Legal Training and Research Institute of the Supreme Court of Japan December 2014 Training completion, The Legal Training and Research Institute of the Supreme Court of Japan December 2014 Established Oshita Law Firm (to present) December 2014 Audit & Supervisory Board Member, the Company (to present) June 2018 Audit & Supervisory Board Member, AIS Co., Ltd. (to present)	30,000
<p>[Reason for nomination as a candidate for Outside Audit & Supervisory Board Member]</p> <p>Mr. Yasutaka Oshita possesses extensive practical experience serving as an outside company auditor for multiple companies. As a legal professional, he has a profound wealth of specialized knowledge, coupled with extensive experience and insights into corporate legal matters. Leveraging his expertise, experience and insight, the Company believes he can be expected to conduct high-quality audits from an objective, external perspective. Therefore, the Company proposes that he be reelected as an Outside Audit & Supervisory Board Member.</p>			

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
3	Shimon Morishita (August 31, 1974)	<p>October 2001 Joined Nix Tax Research Institute Co., Ltd. (currently K.K. Nice Partners)</p> <p>June 2004 Registered as certified public tax accountant</p> <p>May 2006 Joined Yamada & Partners Tax Co.</p> <p>January 2009 Established Morishita Accounting Office (to present)</p> <p>June 2020 Audit & Supervisory Board Member, the Company (to present)</p>	0
<p>[Reason for nomination as a candidate for Outside Audit & Supervisory Board Member]</p> <p>Mr. Shimon Morishita has years of experience serving as an advisor to a number of venture companies. In addition, as a certified public tax accountant, he has a wealth of extensive experience and knowledge in accounting and tax matters. As such, the Company believes that he is well-equipped to effectively monitor the directors' activities and provide recommendations and advice from an objective and impartial standpoint. For these reasons, the Company proposes that he be reelected as an Outside Audit & Supervisory Board Member.</p>			

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Mr. Yasutaka Oshita and Mr. Shimon Morishita are candidates for Outside Audit & Supervisory Board Members.
 3. Mr. Yasutaka Oshita and Mr. Shimon Morishita are currently Outside Audit & Supervisory Board Members of the Company, and their terms of office as Outside Audit & Supervisory Board Members will have been nine years and six months for Mr. Yasutaka Oshita and four years for Mr. Shimon Morishita at the conclusion of this General Meeting of Shareholders.
 4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a limited liability agreement with each of Mr. Kazuki Matsumoto, Mr. Yasutaka Oshita and Mr. Shimon Morishita to limit their liability for damages set forth in Article 423, Paragraph 1 of said Act. The maximum amount of liability for damages based on said agreement shall be the minimum amount stipulated by laws and regulations. The Company will continue the above-mentioned agreement with each of them if their reelection as Audit & Supervisory Board Member is approved.
 5. Mr. Yasutaka Oshita and Mr. Shimon Morishita satisfy the requirements for Independent Officers as provided for by the Tokyo Stock Exchange, and if their election is approved, the Company will designate them as Independent Officers and submit a notification of the designation to said Exchange.
 6. The Company has entered into a directors and officers liability insurance agreement with an insurance company to insure all its Audit & Supervisory Board Members, pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act. The agreement will cover damages that may be incurred by the insured due to claims being filed in connection with liabilities for execution of duties or pursuit of such liabilities. If the candidates are elected as originally proposed, they will be included as the insured under said insurance agreement, and the Company plans to renew said insurance agreement during their terms of office. The Company bears the full premium for this insurance.

■ Expected knowledge and experience in particular

Name	Position	(Independent/ Outside)	Corporate management & Business strategy	International experience	Sales & Marketing	Technology & R&D	HR development & Organizational operation	SDGs & Sustainability	Financial Affairs & Finance	Legal & Compliance
Masayuki Aoki	Director		○	○	○		○	○		
Akisato Kitaoka	Director		○	○		○	○		○	○
Yoshinori Hashitani	Director	○	○	○				○	○	○
Toshiyuki Ito	Director	○	○	○			○			○
Hiroko Saito	Director	○	○	○	○			○		
Kazuki Matsumoto	Audit & Supervisory Board Member			○		○	○			○
Yasutaka Oshita	Audit & Supervisory Board Member	○		○					○	○
Shimon Morishita	Audit & Supervisory Board Member	○							○	○