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Securities Code: 9247

June 7, 2024

Start date of measures for electronic provision: May 31, 2024

To Shareholders with Voting Rights:

Mitsuo Abe

President

**TRE HOLDINGS CORPORATION**

15th floor of Tokyo Sankei Bldg., 1-7-2 Otemachi,  
Chiyoda-ku, Tokyo

## **NOTICE OF THE 3RD ANNUAL GENERAL MEETING OF SHAREHOLDERS**

First, we would like to express our deepest sympathies to all those who have been affected by the 2024 Noto Peninsula Earthquake, and we sincerely hope for a quick reconstruction and recovery.

We hereby announce that the 3rd Annual General Meeting of Shareholders of TRE HOLDINGS CORPORATION (the “Company”) will be held as prescribed on page 2.

When convening the Meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company’s website. Please access the Company’s website by using the Internet address shown below to review the information.

The Company’s website: <https://tre-hd.co.jp/ir/library/> (in Japanese)

(To review the information, from the above website, select “Materials Related to the General Meeting of Shareholders.”)

In addition to the Company’s website indicated above, the Electronic Provision Measures Matters are also posted on the website of Tokyo Stock Exchange (“TSE”) and the websites of TAKEEI CORPORATION and REVER CORPORATION, subsidiaries of the Company, so please refer to the information below.

TSE website (Listed Company Search):

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

(Access the TSE website shown above, then enter “TRE HOLDINGS” in the “Issue name (company name)” field or the Company’s securities code, “9247,” in the “Code” field 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.”)

TAKEEI’s website: <https://www.takeei.co.jp/ir/> (in Japanese)

REVER’s website: <https://www.re-ver.co.jp/news/2024/> (in Japanese)

If you will not be attending the meeting in person, please review the Reference Documents for the General Meeting of Shareholders, and refer to the “Guide to the Exercise of Voting Rights” (in Japanese only) to exercise your voting rights via the Internet or in writing (postal mail) by no later than 5 p.m. (JST) on Monday, June 24, 2024.

[If exercising voting rights via the Internet, etc.]

Review the “Guide to the Exercise of Voting Rights via the Internet, etc.” (in Japanese only) and access the website for exercising voting rights specified by the Company (<https://evote.tr.mufg.jp/> (in Japanese)). Using the Login ID and Temporary Password indicated on the Voting Rights Exercise Form sent together with this notice, follow the instructions on the screen and indicate your vote for or against each proposal by the above deadline.

[If exercising voting rights in writing (postal mail)]

Indicate your vote for or against each proposal on the Voting Rights Exercise Form and return the form by postal mail so that it arrives at the Company by the above deadline.

**1. Date and Time:** Tuesday, June 25, 2024 at 10 a.m. (JST) (Reception starts at 9:30 a.m.)

**2. Place:** 4th Floor Hall, Otemachi Sankei Plaza, Tokyo Sankei Building  
1-7-2 Otemachi, Chiyoda-ku, Tokyo

**3. Meeting Agenda:**

**Matters to be reported:**

1. The Business Report and Consolidated Financial Statements for the Company's 3rd Business Year (April 1, 2023 – March 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-consolidated Financial Statements for the Company's 3rd Business Year (April 1, 2023 – March 31, 2024)

**Matters to be resolved:**

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal No. 3:** Election of One (1) Director Who Is an Audit and Supervisory Committee Member

**4. Matters Decided in Connection with This Convocation**

- (1) When voting in writing (postal mail) using the Voting Rights Exercise Form and neither approval nor disapproval is indicated for a proposal on which voting rights are exercised, it shall be deemed a vote of approval.
- (2) If voting rights are exercised multiple times via the Internet, the last vote cast shall be deemed the intention of the shareholder.
- (3) If voting rights are exercised in duplicate in writing (postal mail) and via the Internet, the vote via the Internet shall be deemed valid.

- When attending the meeting, please submit the Voting Rights Exercise Form sent together with this notice at the reception desk.
- 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 Internet websites indicated in this notice.
- Among items that should be recorded in items subject to measures for electronic provision, we exclude the following items from the paper-based documents to be delivered to shareholders who have made a request for delivery of such documents, in accordance with the law and Article 16 of the Company's Articles of Incorporation.
  - (1) "System to Ensure the Appropriateness of Operations and the Operational Status of the Relevant System" in the Business Report
  - (2) "Consolidated Statements of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
  - (3) "Non-consolidated Statements of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the Nonconsolidated Financial Statements

Accordingly, this notice is part of the Business Report, Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor when preparing the accounting audit report and the same documents audited by the Audit and Supervisory Committee in preparing the audit report. Note that, for this General Meeting of Shareholders, paper-based documents stating items subject to measures for electronic provision, excluding the above items, will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

We view the return of profits to our shareholders as one of the most important issues of management and work to stably distribute dividends. Based on the above basic policy and by taking into consideration future business expansion, among others, we propose to set the year-end dividend for the 3rd business year as follows.

- (1) Type of dividend property  
To be paid in cash.
- (2) Allocation of dividend property and total amount thereof  
We propose to pay 20 yen per share of the Company's common stock.  
In this event, the total dividends will be 1,043,556,220 yen.
- (3) Effective date of dividends of surplus  
The effective date of dividends will be June 26, 2024.

**Proposal No. 2:** Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all of the four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Therefore, in order to strengthen the management system, the Company proposes to increase the number of Directors by one (1) and to elect five (5) Directors.

With respect to this proposal, the Audit and Supervisory Committee of the Company has judged that all of the candidates for Director are suitable.

The candidates for Director are as follows. Each candidate has been nominated after the deliberations at the Nomination and Compensation Committee, an advisory organ to the Board of Directors of the Company.

Candidate No.	Name (Date of birth)	Past experience, positions, and responsibilities and significant concurrent positions	Number of shares of the Company held
1	Naoto Matsuoka (Apr. 20, 1949) [Male]  <u>Reappointment</u>	Apr. 1972      Joined Mitsubishi Corporation Apr. 1999      President and Representative Director, Ueno Tekko Co., Ltd. Apr. 2004      President, Metal One Structural Steel & Resource Corporation (currently MM&KENZAI Corporation) Apr. 2009      President & CEO, Director, Metal One Corporation Sep. 2015      President and Representative Director, SUZUTOKU Holdings Co., Ltd. (currently REVER CORPORATION) Sep. 2016      Director, HIDAKA SUZUTOKU (Thailand) CO., LTD. May 2018      President and Representative Director, REVER HOLDINGS CORPORATION (currently REVER CORPORATION) Oct. 2021      Member of the Board, TAKEEI CORPORATION (current position) Chairman and CEO, the Company (current position) Jun. 2022      Representative Director, TRE Foundation for SDGs Promotion (current position) Jul. 2022      President and Representative Director, REVER CORPORATION (current position) (Significant concurrent positions) President and Representative Director, REVER CORPORATION Member of the Board, TAKEEI CORPORATION Representative Director, TRE Foundation for SDGs Promotion	10,900
<p><b>&lt;Reason for candidacy&gt;</b>                      Since joining Mitsubishi Corporation, Mr. Naoto Matsuoka has played a leading role in the steel industry. Having served as representative director of several companies, he possesses abundant knowledge and experience regarding overall corporate management. Since assuming the office of President and Representative Director of SUZUTOKU Holdings Co., Ltd. (currently REVER CORPORATION) in September 2015, he has appropriately fulfilled his duties and responsibilities. We have renominated him as a candidate for Director since we believe that he is a person who can contribute to the management of the Company by leveraging his experience and insight.</p>			

Candidate No.	Name (Date of birth)	Past experience, positions, and responsibilities and significant concurrent positions	Number of shares of the Company held
2	<p style="text-align: center;">Mitsuo Abe (Jun. 29, 1960) [Male]</p> <p style="text-align: center;"><u>Reappointment</u></p>	<p>Apr. 1983      Joined The Kyowa Bank, Ltd. (currently Resona Bank, Limited)</p> <p>Apr. 2013      Managing Executive Officer, Resona Bank, Limited</p> <p>Oct. 2015      Representative Director and President, Resona Kessai Service Co., Ltd.</p> <p>Apr. 2017      Joined TAKEEI CORPORATION, Executive Officer, Deputy General Manager, Corporate Planning Division</p> <p>Jan. 2018      Executive Officer, Deputy General Manager, Sales Division and General Manager, Related Business Department</p> <p>Jun. 2018      Member of the Board, Managing Executive Officer and General Manager, Corporate Planning Division</p> <p>Jun. 2019      Member of the Board, Chief Operating Officer (current position)</p> <p>Jan. 2021      Representative Director and President, TEC Takekuma Co., Ltd. (current position)</p> <p>Sep. 2021      Director, REVER HOLDINGS CORPORATION (currently REVER CORPORATION)</p> <p>Oct. 2021      President and COO, the Company (current position)</p> <p>Apr. 2023      Director, REVER CORPORATION (current position)</p> <p>Representative Director and President, Platec Soma Co., Ltd. (current position, but plans to leave this position in June 2024)</p> <p>Jun. 2023      Representative Director and President, Green Arrows Holdings, Inc. (current position)</p> <p>Sep. 2023      Secretary, Glass Recycling Committee of Japan (current position)</p> <p>Dec. 2023      Director, Solar Panel Reuse and Recycling Association (current position)</p> <p>(Significant concurrent positions)</p> <p>Member of the Board, Chief Operating Officer, TAKEEI CORPORATION</p> <p>Representative Director and President, TEC Takekuma Co., Ltd.</p> <p>Director, REVER CORPORATION</p> <p>Representative Director and President, Green Arrows Holdings, Inc.</p>	16,816
<p><b>&lt;Reason for candidacy&gt;</b></p> <p>Mr. Mitsuo Abe served as Deputy General Manager, Corporate Planning Division and Deputy General Manager, Sales Division after joining TAKEEI CORPORATION in April 2017, and assumed the office of Member of the Board in June 2018. Since assuming the office of Member of the Board, Chief Operating Officer in June 2019, the following year, he has demonstrated his abundant experience and excellent management skills cultivated through working at a financial institution for many years and appropriately fulfilled his duties and responsibilities. We have renominated him as a candidate for Director since we believe that he is a talent who can contribute to the management of the Company by leveraging his experience and insight.</p>			

Candidate No.	Name (Date of birth)	Past experience, positions, and responsibilities and significant concurrent positions	Number of shares of the Company held
3	<p style="text-align: center;">Takao Suzuki (Sep. 25, 1941) [Male]</p> <p style="text-align: center;"><u>Reappointment</u></p>	<p>Apr. 1968     Joined Suzuki Tokugoro Shoten Co., Ltd. (currently REVER CORPORATION)</p> <p>Apr. 1973     Director</p> <p>Jul. 1978     Managing Director</p> <p>Apr. 1985     President and Representative Director</p> <p>Jun. 1996     Chairman, Japan Iron and Steel Recycling Institute</p> <p>Jan. 2002     Chairman of the Board, Metal Recycling Co., Ltd. (currently REVER CORPORATION)</p> <p>Dec. 2003     Chairman and Representative Director, NAKADAYA CORPORATION (currently REVER CORPORATION)</p> <p>Apr. 2006     Chairman and Representative Director, Suzutoku LTD. (currently REVER CORPORATION)</p> <p>Jul. 2007     President and Representative Director, SUZUTOKU Holdings Co., Ltd. (currently REVER CORPORATION)</p> <p>Sep. 2013     Chairman and Representative Director</p> <p>Dec. 2015     Chairman and Representative Director, Major Venous Japan Co., Ltd.</p> <p>Apr. 2021     Outside Director, BESTERRA CO., LTD. (current position)</p> <p>Oct. 2021     Director, the Company (current position)</p> <p>Apr. 2023     Chairman and Representative Director, REVER CORPORATION (current position)</p> <p>Jun. 2024     Chairman of the Board, REVER CORPORATION (appointment scheduled)</p> <p>(Significant concurrent positions) Chairman of the Board, REVER CORPORATION (position to be assumed June 2024) Outside Director, BESTERRA CO., LTD.</p>	600,000
<p><b>&lt;Reason for candidacy&gt;</b>  Since joining Suzuki Tokugoro Shoten Co., Ltd. (currently REVER CORPORATION), Mr. Takao Suzuki has engaged in the metal recycling business and industrial waste business for over 50 years, and possesses profound knowledge and experience regarding the metal recycling business and other businesses. In addition to successively serving as Representative Director of major subsidiaries of the Company, he assumed the office of President and Representative Director of SUZUTOKU Holdings Co., Ltd. (currently REVER CORPORATION) at the time of its establishment in July 2007, and has served as Chairman and Representative Director since September 2013, appropriately fulfilling his duties and responsibilities for many years. We have renominated him as a candidate for Director since we believe that he is a person who can contribute to the management of the Company by leveraging his experience and insight.</p>			

Candidate No.	Name (Date of birth)	Past experience, positions, and responsibilities and significant concurrent positions	Number of shares of the Company held
4	Mamoru Mitsumoto (Jun. 10, 1947) [Male]  <span style="border: 1px solid black; padding: 2px;">Reappointment</span>	Mar. 1977 Member of the Board, Takeei Construction Co., Ltd. (currently TAKEEI CORPORATION) Jun. 1983 Member of the Board, Chief Operating Officer Aug. 2006 Representative Director and President, Monzen Clean Park Co., Ltd. (current position) Sep. 2007 Representative Director and President, Green Arrows Holdings, Inc. Jun. 2010 Chairman of the Board of Directors, TAKEEI CORPORATION (current position) May 2020 Representative Director, Takeei Foundation for SDGs Promotion (currently TRE Foundation for SDGs Promotion) Oct. 2021 Director, the Company (current position) Jun. 2024 Chairman of the Board, TAKEEI CORPORATION (appointment scheduled) (Significant concurrent positions) Chairman of the Board, TAKEEI CORPORATION (position to be assumed June 2024) Representative Director and President, Monzen Clean Park Co., Ltd.	1,975,326
<p><b>&lt;Reason for candidacy&gt;</b>  Mr. Mamoru Mitsumoto has been involved in the waste treatment industry for over 50 years since the founding of TAKEEI CORPORATION, and has accumulated abundant experience, achievements and a wide range of insight regarding the environmental business. Having served as Member of the Board, Chief Operating Officer of the company from June 1983 and as Chairman of the Board of Directors since June 2010, he has appropriately fulfilled his duties and responsibilities for many years. We have renominated him as a candidate for Director since we believe that he is a talent who can contribute to the management of the Company by leveraging his experience and insight.</p>			





**Proposal No. 3** Election of One (1) Director Who Is an Audit and Supervisory Committee Member

Audit and Supervisory Committee Member Mr. Akira Kanai will resign at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect one (1) substitute Director who is an Audit and Supervisory Committee Member.

Additionally, the term of office of the substitute Director who will be an Audit and Supervisory Committee Member will, in accordance with the Company’s Articles of Incorporation, last until the conclusion of the term of office of the resigning Director who was an Audit and Supervisory Committee Member.

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

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

Name (Date of birth)	Past experience, positions, and responsibilities and significant concurrent positions	Number of shares of the Company held
<p>Takeshi Uekawa (Nov. 26, 1958) [Male]</p> <p><span style="border: 1px solid black; padding: 2px;">New appointment</span></p>	Apr. 1982      Joined The Nippon Credit Bank, Ltd. (currently Aozora Bank, Ltd.)	3,976
	Mar. 2012      Joined Citibank Japan Ltd.	
	Oct. 2012      Joined TAKEEI CORPORATION, Manager in charge of President’s Office	
	Nov. 2012      General Manager, President’s Office	
	Jun. 2014      Representative Director and President, Fuji Car Manufacturing Co., Ltd.	
	Jun. 2018      Executive Officer, Deputy General Manager, Sales Division, in charge of Related Business Department, TAKEEI CORPORATION	
	Aug. 2018      Executive Officer in charge of Business Audit Department	
	Jun. 2019      Member of the Board, Managing Executive Officer and General Manager, Corporate Planning Division	
	Jan. 2021      Corporate Auditor, TEC Takekuma Co., Ltd. (current position)	
	Oct. 2021      Executive Officer, Executive Officer, Head of Corporate Planning Division of the Company	
	Jun. 2022      Executive Officer, Head of Corporate Management Division of the Company Member of the Board, Managing Executive Officer and General Manager, Administration Division, TAKEEI CORPORATION	
	Jun. 2023      Member of the Board, Senior Managing Executive Officer and General Manager, Administration Division (current position)	
	Jun. 2024      Corporate Auditor (appointment scheduled) (Significant concurrent positions) Corporate Auditor, TAKEEI CORPORATION (position to be assumed June 2024) Corporate Auditor, TEC Takekuma Co., Ltd.	

**Reasons for candidacy for Director who is an Audit and Supervisory Committee Member**

Mr. Takeshi Uekawa has accumulated abundant experience at financial institutions. After joining TAKEEI CORPORATION, he has engaged in subsidiary management, and has supervised the Business Audit Department, Corporate Planning Division, and Management Division, appropriately fulfilling his duties and responsibilities. Following the establishment of the Company, he has also greatly contributed to the improvement of business execution quality throughout the entire group as the Head of the Corporate Planning Division and Corporate Management Division of the Company. Therefore, we have nominated him as a candidate for Director who is an Audit and Supervisory Committee Member because we believe he can be expected to improve the effectiveness of the Board of Directors at the Company by harnessing his experience and profound insight.

- (Notes)
1. Mr. Takeshi Uekawa is a candidate for new appointment.
  2. Mr. Takeshi Uekawa is scheduled to retire as Member of the Board of TAKEEI CORPORATION at the date of the Ordinary General Meeting of Shareholders of the company to be held in June 2024, and will be appointed as Corporate Auditor.
  3. There are no special interests between Mr. Takeshi Uekawa and the Company.

4. The Company has taken out a directors and officers liability insurance (D&O) policy with an insurance company as prescribed in Article 430-3, Paragraph 1 of the Companies Act, and a summary of the content of the policy is provided in the “Status of the Company’s Officers” section of the Business Report (in Japanese only). If the candidate for Director who is an Audit and Supervisory Committee Member is approved for election, he will be included among the parties insured under the policy. The Company plans to renew the policy with the same provisions the next time it is up for renewal.

(Reference) Expertise and experience of the candidates for Director (skill matrix)

The expertise and experience possessed by Directors and Directors who are Audit and Supervisory Committee Members, subject to Proposal No. 2 and Proposal No. 3 being approved and passed as originally proposed, will be as follows.

Name	Corporate management/management strategy	Internal control/governance	Sales/marketing	Environment/sustainability	Production/technology	Finance/accounting	HR/labor management	Legal/compliance
Naoto Matsuoka	●	●	●			●	●	●
Mitsuo Abe	●	●	●			●	●	●
Takao Suzuki	●		●	●	●			●
Mamoru Mitsumoto	●		●	●	●			●
Miwa Aoyama	●			●	●	●	●	●
Fumie Omura	●	●		●			●	●
Hiroyuki Suematsu	●	●		●			●	●
Tomoko Aramaki	●	●				●		●
Takeshi Uekawa	●	●	●			●	●	●