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(Stock Exchange Code 3031)
July 7, 2026

To Shareholders with Voting Rights:

Isao Ogata
President & Representative Director
RACCOON HOLDINGS, Inc.
1-14-14 Nihonbashi-Kakigaracho,
Chuo-ku, Tokyo, Japan

**NOTICE OF CONVOCAION OF
THE 30TH ANNUAL SHAREHOLDERS MEETING**

Dear Shareholders:

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

You are hereby notified that the 30th Annual Shareholders Meeting of RACCOON HOLDINGS, Inc. (the “Company”) will be held as described below.

In convening this Annual Shareholders Meeting, the Company provides information that is the content of Reference Documents for the Shareholders Meeting, etc. electronically (the “matters subject to measures for electronic provision”), which is posted on the following websites on the Internet. Please access one of these websites to confirm the details.

[The Company’s website]

<https://www.raccoon.ne.jp/>

(Please access the above website and select “IR,” “Stock Information,” and “Shareholders Meeting” in that order from the menu to confirm the details.)

[Website on which the materials for the shareholders meeting are posted “Net de Shoshu”]

<https://s.srdb.jp/3031/>

[Tokyo Stock Exchange (TSE) website (Listed Company Search)]

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

(Please access the above TSE website, enter “RACCOON HOLDINGS” in the “Issue name (company name)” field or the Company’s stock exchange code “3031” in the “Code” field to run a search, and select “Basic information” and then “Documents for public inspection/PR information” to confirm the details in the section of “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”)

If you are not attending the meeting in person, you may exercise your voting rights in writing (by mailing) or via the Internet. Please review the attached Reference Documents for the Shareholders Meeting and exercise your voting rights by 6:00 p.m. on Friday, July 24, 2026, Japan time.

[If exercising voting rights in writing]

Please indicate your votes for or against the proposals on the Voting Rights Exercise Form and return it such that it arrives by 6:00 p.m. on Friday, July 24, 2026, Japan time.

[If exercising voting rights via the Internet]

If exercising voting rights via the Internet, please review the “Guidance on Exercising Voting Rights via the Internet” of the Japanese version of this document and exercise your voting rights by 6:00 p.m. on Friday, July 24, 2026, Japan time.

1. Date and Time: Saturday, July 25, 2026 at 10:00 a.m., Japan time
[Reception begins at 9:30 a.m.]

2. Place: Main Office of RACCOON HOLDINGS, Inc.
1-14-14 Nihonbashi-Kakigaracho, Chuo-ku, Tokyo, Japan

Souvenirs will not be provided to shareholders attending the Shareholders Meeting. The Company thanks you for your understanding.

3. Meeting Agenda:

Matters to be reported:

1. The Business Report and Consolidated Financial Statements for the Company’s 30th Fiscal Year (May 1, 2025 – April 30, 2026) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company’s 30th Fiscal Year (May 1, 2025 – April 30, 2026)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Five Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

Proposal 3 Election of Three Directors Serving as Audit and Supervisory Committee Members

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- When attending the meeting, please submit the Voting Rights Exercise Form at the reception desk.
 - Any revisions to the matters subject to measures for electronic provision will be provided as detailed before and after the revisions on each of the websites on the Internet as listed above.
 - Among the matters subject to measures for electronic provision, the following matters are not included in the paper-based documents provided to shareholders who request such documents, in accordance with laws, regulations, and the Company’s Articles of Incorporation. The Audit and Supervisory Committee and the Accounting Auditor have audited documents subject to audit including the following matters.
 - (1) “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
 - (2) “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements

Reference Documents for the Shareholders Meeting

Proposal 1: Appropriation of Surplus

The Company proposes the following for the appropriation of surplus.

Matters concerning the year-end dividend

In consideration of factors including business results for the current fiscal year and future business expansion, the Company proposes the following for year-end dividends for the 30th fiscal year.

- (1) Type of dividend property
Cash
- (2) Matters related to allocation of dividend property to shareholders and its total amount
16 yen per share of the Company's common stock; total of 327,382,288 yen
- (3) Effective date of distribution of surplus
July 27, 2026

Proposal 2: Election of Five Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all five Directors (excluding Directors serving as Audit and Supervisory Committee members; the same shall apply in this Proposal) will expire at the conclusion of this Annual Shareholders Meeting.

Accordingly, the Company proposes the election of five Directors.

Furthermore, regarding this Proposal, the Audit and Supervisory Committee of the Company has deemed all candidates for Director as suited to the position.

The candidates for Director are as follows.

Candidate No.	Name	Gender		Present positions at the Company
1	Isao Ogata	Male	Reappointment	President & Representative Director
2	Satoshi Konno	Male	Reappointment	Executive Vice President of Finance & Director
3	Tomohiro Tamura	Male	Reappointment	Executive Vice President of Technology & Director
4	Ryuka Okubo	Female	Reappointment	Director
5	Tetsujiro Nakagaki	Male	Reappointment Outside Independent	Director

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Isao Ogata (Born July 5, 1963) Male	Apr. 1988 Joined Pacific Consultants Co., Ltd. Sep. 1993 Founded Raccoon Trade Service (sole proprietor) Sep. 1995 Established Raccoon Trade Service as a private limited company and became President & Director May 1996 Changed the company name to Raccoon Co., Ltd. and became President & Representative Director May 2013 President & Representative Director and General Manager of SD Feb. 2015 President & Representative Director (present post)	3,053,900 shares
	[Reason for nomination as candidate for Director] Mr. Isao Ogata is the founder of the Company and has a wealth of experience and achievements as a Manager. The Company therefore believes that he can fulfill his role in important decision-making and oversight of business execution at the Board of Directors and proposes his reelection as a Director.		

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
2	Satoshi Konno (Born January 25, 1972) Male	Nov. 1994 Joined Audit Corporation Asahi & Co. (now KPMG AZSA LLC) Apr. 1998 Registered as a Certified Public Accountant Jun. 1998 Joined Fukuda Tutomu Certified Public Accountants Office Jan. 1999 Joined Tokyo Kyodo Accounting Office Jul. 2000 Joined Raccoon Co., Ltd. and became Finance & Accounting Manager Jul. 2000 Director, Finance & Accounting Manager Apr. 2003 Executive Vice President, Finance & Accounting Manager May 2004 Executive Vice President, Director & Manager of Administration Division Jul. 2008 Executive Vice President of Finance, Director & Manager of Administration Division Dec. 2010 Director of Trust & Growth Co., Ltd. (currently RACCOON FINANCIAL, Inc.) (present post) May 2018 Executive Vice President of Finance & Director General Manager of Business Administration Headquarters & Director of Finance Department Jul. 2018 Executive Vice President & Director General Manager of Business Administration Headquarters & Director of Finance Department Nov. 2018 Director of RACCOON COMMERCE, Inc. (present post) Jul. 2023 Executive Vice President of Finance & Director General Manager of Business Administration Headquarters & Director of Finance Department of the Company Nov. 2023 Executive Vice President of Finance & Director General Manager of Business Administration Headquarters (present post) (Significant concurrent positions) Director of RACCOON FINANCIAL, Inc. Director of RACCOON COMMERCE, Inc.	365,900 shares
[Reason for nomination as a candidate for Director] Mr. Satoshi Konno has served as Executive Vice President since 2003 after accumulating lots of knowledge mainly in the finance division and has shown deep insight into the Group's overall business. Based on his experience and achievements, the Company believes that he can fulfill his role in important decision-making and oversight of business execution at the Board of Directors and proposes his reelection as a Director.			

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held				
3	Tomohiro Tamura (Born September 25, 1976) Male	Apr. 2000 Feb. 2004 Jun. 2008 May 2013 May 2018 Jul. 2018 May 2019 May 2020 May 2021 May 2023 Jul. 2023	Joined System House. ING Co., Ltd. Joined HumanSystem Co., Ltd. Joined Raccoon Co., Ltd. Manager of Technology Strategy Division Manager of Technology Strategy Division and Design Strategy Division Director & Manager of Technology Strategy Division and Design Strategy Division Director & Manager of Design Strategy Division Director & Manager of Technology Strategy Division and Design Strategy Division Director & Manager of Technology Strategy Division Director Executive Vice President of Technology & Director (present post)	14,900 shares			
		[Reason for nomination as a candidate for Director] Mr. Tomohiro Tamura acquired experience in technical divisions and has overseen technical divisions as a Manager since 2013. After that, he currently serves as Executive Vice President and has shown insight into the Group’s overall business. Based on his experience and achievements, the Company believes that he can fulfill his role in important decision-making and oversight of business execution at the Board of Directors and proposes his reelection as a Director.					
		4	Ryuka Okubo (Born April 17, 1984) Female		Apr. 2007 Jan. 2009 May 2012 May 2013 Jun. 2014 May 2015 May 2020 Jul. 2021 Feb. 2023 May 2026	Joined Bascos Co., Ltd. Joined Raccoon Co., Ltd., President’s office Public Relations Team, President’s office Strategy Team, Planning and Development Division Promotion Team, Planning and Development Division Promotion Team, President’s office President’s office Director in charge of Public Relations and Sustainability (present post) Director in charge of Risk Management (present post) Director, Executive Secretary (present post)	953 shares
					[Reason for nomination as a candidate for Director] Ms. Ryuka Okubo acquired experience in public relations. Since assuming the position of Director in 2021, she has contributed to the enhancement of the Group’s corporate value as a Director in charge of sustainability and risk management. Based on her experience and achievements, the Company believes that she can fulfill her role in important decision-making and oversight of business execution at the Board of Directors and proposes her reelection as a Director.		

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
5	Tetsujiro Nakagaki (Born February 2, 1973) Male	Apr. 1996 Joined Japan Asia Investment Company, Limited Apr. 2002 Outside Director of Raccoon Co., Ltd. Apr. 2011 General Manager of Investment Headquarters of Japan Asia Investment Company, Limited Apr. 2011 Established DFJ JAIC Venture Partners, LLC (currently Draper Nexus Venture Partners, LLC) Sep. 2014 Outside Director of Innova, inc. (present post) Nov. 2014 Independent Outside Director of SHIFT Inc. Apr. 2018 Outside Director of favy inc. (present post) Nov. 2020 Independent Outside Director and Audit & Supervisory Committee Member of SHIFT Inc. (present post) Jan. 2025 Established Theta Times Partners Co., Ltd. and became Representative Director (present post) May 2025 General Partner of Theta Times Ventures LLP (present post) July 2025 Outside Director of the Company (present post) (Significant concurrent positions) Outside Director of Innova, inc. Outside Director of favy inc. Independent Outside Director and Audit & Supervisory Committee Member of SHIFT Inc. General Partner of Theta Times Ventures LLP Representative Director of Theta Times Partners Co., Ltd.	— shares
	[Reason for nomination as a candidate for Outside Director and overview of expected roles] The Company expects Mr. Tetsujiro Nakagaki to execute a supervisory role of the Company from an independent position by utilizing his broad knowledge and insights concerning corporate management based on his wealth of business experience and results he has garnered through his career and therefore proposes his reelection as an Outside Director. He currently serves as the Company's Outside Director. His term of office as Outside Director will be one year at the conclusion of this Annual Shareholders Meeting.		

- (Notes)
- There are no special interests between each of the candidates and the Company.
 - The number of shares of the Company held is as of April 30, 2026.
 - Mr. Tetsujiro Nakagaki is a candidate for Outside Director.
 - The Company has entered into an agreement with Mr. Tetsujiro Nakagaki in accordance with stipulations of Article 427, Paragraph 1 of the Companies Act, to limit his liability for damages stipulated in Article 423, Paragraph 1, of the same Act. The maximum liability amount based on said agreement is either one million yen or the minimum liability amount stipulated by laws and regulations, whichever is higher. If his reelection is approved, the Company plans to continue such agreement with him.
 - 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, and an outline of the contents of the insurance agreement is shown in the Business Report of the Japanese version of this document. If each candidate is elected and appointed as Director, he or she will be insured under the insurance agreement. The Company plans to renew the insurance agreement with the same content upon its next renewal.
 - The Company has submitted a notification of the appointment of Mr. Tetsujiro Nakagaki as an Independent Director in accordance with the stipulations of the Tokyo Stock Exchange. If his reelection is approved, the Company plans to continue to appoint him as an Independent Director.

Proposal 3: Election of Three Directors Serving as Audit and Supervisory Committee Members

The terms of office of all three Directors serving as Audit and Supervisory Committee members will expire at the conclusion of this Annual Shareholders Meeting.

Accordingly, the Company proposes the election of three Directors serving as Audit and Supervisory Committee members.

Furthermore, the Audit and Supervisory Committee has given its consent on the submission of this Proposal.

The candidates for Director serving as Audit and Supervisory Committee member are as follows.

Candidate No.	Name	Gender				Present positions at the Company
1	Tokichiro Hayashi	Male	Reappointment			Director (Audit and Supervisory Committee member, full-time)
2	Motohiro Fukuda	Male	Reappointment	Outside	Independent	Director (Audit and Supervisory Committee member)
3	Koichiro Hishikawa	Male	New	Outside	Independent	

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Tokichiro Hayashi (Born October 21, 1969) Male	Mar. 1996 Joined Japan Sleeve Corporation Mar. 2005 Joined Raccoon Co., Ltd. May 2006 Leader of Distribution Develop Team, Sales Management Department May 2008 Management Team, OG Business Promotion Department Jul. 2008 Human Resources & General Affairs Team, Administration Division Apr. 2015 Internal Auditor, President's office Jul. 2017 Full-time Audit & Supervisory Board Member Jul. 2018 Auditing officer of Trust & Growth Co., Ltd. (currently RACCOON FINANCIAL, Inc.) (present post) Jul. 2018 Director (Audit and Supervisory Committee member) (present post) Nov. 2018 Audit & Supervisory Board Member of RACCOON COMMERCE, Inc. (present post) Nov. 2019 Audit & Supervisory Board Member of ALEMO, Inc. (currently RACCOON RENT, Inc.) (Significant concurrent positions) Auditor of RACCOON FINANCIAL, Inc. Auditor of RACCOON COMMERCE, Inc.	5,500 shares
[Reason for nomination as candidate for Director] Mr. Tokichiro Hayashi has exclusively engaged in the Group's internal audit and internal control evaluation as a person in charge of internal auditing and has overall knowledge about the Group's business and a wealth of audit experience. The Company therefore believes that he can reflect his knowledge and experience in the Company's audit and supervision and proposes his reelection as a Director.			

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
2	Motohiro Fukuda (Born December 18, 1975) Male	Apr. 1998 Joined Kyushu Bureau of Economy, Trade and Industry Mar. 2008 Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC) Jun. 2015 Dispatched to Deloitte Hong Kong, China office Jul. 2019 Back to Deloitte Touche Tohmatsu LLC Apr. 2020 Established MOTOHIRO FUKUDA CPA Office (Representative and present post) Jul. 2020 Outside Director (Audit and Supervisory Committee member) of the Company (present post) Aug. 2021 Representative Member of A. Co-tion Limited Liability Company (present post) Jan. 2022 Representative Partner of Bloom Audit Corporation (Significant concurrent positions) Representative of MOTOHIRO FUKUDA CPA Office Representative Member of A. Co-tion Limited Liability Company	— shares
		[Reason for nomination as a candidate for Outside Director and overview of expected roles] The Company expects Mr. Motohiro Fukuda to reflect his wealth of experience garnered through practicing as a certified public accountant and his professional knowledge in finance and accounting in the Company's audit and supervision from an independent position and therefore proposes his reelection as an Outside Director. Although he does not have experience in management of a company, the Company judges that he will be able to appropriately fulfill his duties as an Outside Director for the above reasons. Mr. Motohiro Fukuda currently serve as the Company's Outside Directors serving as Audit and Supervisory Committee members. His terms of office will be six years at the conclusion of this Annual Shareholders Meeting. [Supplementary explanation about independence] Although Mr. Motohiro Fukuda had belonged to Deloitte Touche Tohmatsu LLC, which is the Company's Accounting Auditor, until March 2020, he never engaged in accounting audits of the Company and the Company's subsidiaries and affiliates while working for Deloitte Touche Tohmatsu. Moreover, the amount of transaction with Deloitte Touche Tohmatsu for the latest fiscal year is less than 2% of the Group's consolidated net sales. Therefore, he satisfies the independence requirements stipulated by the Tokyo Stock Exchange and the criteria for independence of outside officers stipulated by the Company, and the Company has determined that his independence is sufficiently ensured and he is able to appropriately execute his duties as an Outside Director from an independent position.	

Candidate No.	Name (Birthdate)	Past experience and positions and responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
*3	Koichiro Hishikawa (Born September 14, 1974) Male	Oct. 2001 Registered as an attorney Oct. 2001 Joined Ushijima & Associates (currently Ushijima & Partners) Feb. 2002 Joined KATAOKA & KOBAYASHI LPC Jan. 2010 Admitted to New York State Bar, USA Aug. 2011 Joined IPAX PARTNERS May 2012 Director of A・C・S Credit Management Co., Ltd. Jun. 2012 Office Director of HISHIKAWA LAW OFFICE (founder and present post) Jun. 2014 Outside Audit & Supervisory Board Member of Minori Solutions Co.,Ltd. (currently SCSK Minori Solutions Corporation) Jun. 2016 Outside Director (Audit & Supervisory Committee Member) of Minori Solutions Co., Ltd. Jun. 2019 Auditor of Platform for Social Innovation Jun. 2020 Director of Seigijuku Apr. 2026 Member of the Japanese Law Translation Council, Ministry of Justice (present post) (Significant concurrent positions) Office Director of HISHIKAWA LAW OFFICE Member of the Japanese Law Translation Council, Ministry of Justice	— shares
[Reason for nomination as a candidate for Outside Director and overview of expected roles] The Company expects Mr. Koichiro Hishikawa to reflect his wealth of experience and expertise as an attorney in the Company's audit and supervision from an independent position and therefore proposes his election as an Outside Director. Although he does not have experience in management of a company other than acting as an outside officer, the Company judges that he will be able to appropriately fulfill his duties as an Outside Director for the above reasons.			

- (Notes)
1. A candidate marked with an asterisk (*) is a new candidate for Director serving as Audit and Supervisory Committee member.
 2. There are no special interests between each of the candidates and the Company.
 3. The number of shares of the Company held is as of April 30, 2026.
 4. Messrs. Motohiro Fukuda and Koichiro Hishikawa are candidates for Outside Director.
 5. The Company has entered into agreements with Messrs. Tokichiro Hayashi and Motohiro Fukuda in accordance with stipulations of Article 427, Paragraph 1 of the Companies Act, to limit their liability for damages stipulated in Article 423, Paragraph 1, of the same Act. The maximum liability amount based on said agreement is either one million yen or the minimum liability amount stipulated by laws and regulations, whichever is higher. If their reelections are approved, the Company plans to continue such agreements with them. In addition, if the election of Mr. Koichiro Hishikawa is approved, the Company plans to enter into a similar liability limitation agreement with him.
 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, and an outline of the contents of the insurance agreement is shown in the Business Report of the Japanese version of this document. If each candidate is elected and appointed as Director serving as Audit and Supervisory Committee member, they will be insured under the insurance agreement. The Company plans to renew the insurance agreement with the same content upon its next renewal.
 7. The Company has submitted a notification of the appointment of Mr. Motohiro Fukuda as an Independent Director in accordance with the stipulations of the Tokyo Stock Exchange. If his reelection is approved, the Company plans to continue to appoint him as an Independent Director. Mr. Koichiro Hishikawa also satisfies the independence requirements stipulated by the Tokyo Stock Exchange. If his election is approved, the Company plans to submit a notification of his appointment as an Independent Director.

(Reference)

If the candidates are elected as Director at this Annual Shareholders Meeting, the composition of the Board of Directors and the skill matrix will be as follows.

	Name	Corporate strategy	Marketing and Sales	Data and Numerical analysis	System and Digital transformation	Human resources and Human resources development	Investor relations and Public relations	SDGs/ ESG/ Sustainability	Finance/ Accounting/ M&A	Legal affairs/ Risk management	Corporate governance	Management experience in other companies
Directors	Isao Ogata	•	•		•	•		•		•	•	
	Satoshi Konno	•		•			•		•	•	•	
	Tomohiro Tamura				•	•						
	Ryuka Okubo						•	•		•		
	Tetsujiro Nakagaki	•	•						•			•
Audit and Supervisory Committee Members Directors	Tokichiro Hayashi									•	•	
	Motohiro Fukuda								•		•	
	Koichiro Hishikawa									•	•	

(Reference) Criteria for Independence of Outside Officers

The Company has established the criteria for independence of outside officers as described below and determines that outside officers who do not fall under any of the following items have independence.

1. A person who is currently or was in the past ten years an executive director, executive officer, manager, or other employee (collectively, the “business executor”) of the Company and the Company’s consolidated subsidiaries (the “Group”)
2. A person or corporate business executor which directly or indirectly holds at least 10% of the total voting rights of the Company
3. A person for whom the Group is a major business partner^(*1) or business executor thereof
4. A major business partner of the Group^(*2) or business executor thereof
5. A person who belongs to an audit firm that is the Group’s Accounting Auditor and has been involved in accounting audits of the Company and the Company’s subsidiaries and affiliates
6. A consultant, attorney, certified public accountant, certified public tax accountant, etc. who annually receives monetary or other property benefits exceeding 10 million yen from the Group other than officers’ compensation (or if a person receiving such property is an organization such as a corporation and association, persons belonging to such organization)
7. A person who annually receives donations or subsidies exceeding 10 million yen from the Group or business executor thereof
8. A person who falls under any of the above items 2 to 7 in the past three years
9. If a person who falls under any of the above items 1 to 8 is an important employee^(*3), the person’s spouse or relative within the second degree of kinship

(*1) A person for whom the Group is a major business partner means a person whose amount of transactions with the Group exceeds 2% of consolidated net sales of such person in the latest fiscal year.

(*2) A major business partner of the Group means a person with whom the Group has transactions exceeding 2% of the Group’s consolidated net sales in the latest fiscal year.

(*3) An important employee means an executive director, executive officer, or employee in the position of manager or above