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(Stock Exchange Code 7868)

June 6, 2025

(Start date for electronic provision measures: June 5, 2025)

To Shareholders with Voting Rights:

Masahiko Maekawa
President and Representative Director
KOSAIDO Holdings Co., Ltd.
13F, Seavans S Tower
1-2-3, Shibaura, Minato-ku, Tokyo, Japan

NOTICE OF THE 61st ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are hereby informed that the 61st Annual General Meeting of Shareholders of KOSAIDO Holdings Co., Ltd. (the “Company”) will be held for the purposes as described below.

In the convocation of this General Meeting of Shareholders, the Company has taken electronic provision measures and posted the matters subject to electronic provision measures on the following website as the “NOTICE OF THE 61st ANNUAL GENERAL MEETING OF SHAREHOLDERS AND DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS.”

The Company’s website: <https://www.kosaido.co.jp/ir/equity/meeting/>

In addition to the above-mentioned website, the same information is posted on the Tokyo Stock Exchange (TSE) website. Please access the TSE website (Listed Company Search) described below and enter the issue name (company name) or the stock exchange code to search. Then, please select “Basic Information” followed by “Documents for public inspection/PR information” to review the documents.

TSE website:

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

If you do not attend the meeting, you can exercise your voting rights in writing or via the internet, etc. Please review the Reference Documents for the General Meeting of Shareholders posted as the matters subject to electronic provision measures, then exercise your voting rights in accordance with “Guide to Exercise of Voting Rights” no later than 5:30 p.m. on Thursday, June 26, 2025, Japan time.

- 1. Date and Time:** Friday, June 27, 2025, at 10:00 a.m. Japan time (Doors open at 9:30 a.m.)
- 2. Place:** 1F, Main Hall, Seavans S Tower located at 1-2-3, Shibaura, Minato-ku, Tokyo, Japan
(The venue is different from the last meeting. As such, please refer to the location map to the location of the General Meeting of Shareholders at the end of this notice and note the correct place.)
- 3. Meeting Agenda:**
Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company’s 61st Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 61st Fiscal Year
(April 1, 2024 - March 31, 2025)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of 7 Directors
Proposal 3: Election of Accounting Auditor

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Additionally, to conserve resources, please bring this Notice with you.
- If you wish to exercise your voting rights by proxy, another shareholder holding a voting right of the Company may attend the General Meeting of Shareholders as proxy. In this case, a document that certifies the proxy's power of representation, such as a letter of attorney, must be submitted.
- Shareholders who require assistance or Japanese interpretation may enter the meeting venue with one caregiver, guide dog, hearing dog, or service dog or an interpreter.
- Should the matters subject to electronic provision measures require revisions, the revised version will be posted on each website that provides the information.

<Guide to Exercise of Voting Rights>

When Attending the General Meeting of Shareholders

When attending the meeting, please bring this Notice with you and submit the enclosed Voting Rights Exercise Form at the reception desk.

Date and Time of the Meeting: Friday, June 27, 2025, at 10:00 a.m. (Japan time)

Place: 1F, Main Hall, Seavans S Tower located at 1-2-3, Shibaura, Minato-ku, Tokyo

When Not Attending the General Meeting of Shareholders

Exercising voting rights in writing

Please indicate your consent/dissent for the proposals on the enclosed Voting Rights Exercise Form and send in by mail.

Should you indicate neither approval nor disapproval on each proposal in the Voting Rights Exercise Form, it shall be treated as an approval vote.

To arrive by no later than Thursday, June 26, 2025 at 5:30 p.m. (Japan time)

Exercising voting rights via the Internet, etc.

Please indicate your consent/dissent for the proposals following the instruction on the website, after reading the guidance for exercising voting rights via the Internet on the next page of the Japanese original of this Notice.

No later than Thursday, June 26, 2025 at 5:30 p.m. (Japan time)

When exercising voting rights on a smartphone, please use “Smart Exercise.”

For Institutional Investors

Institutional investors may exercise their voting rights utilizing the Electronic Voting Platform operated by ICJ, Inc., if applied in advance.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Focusing on returning profits to shareholders, the Company makes it a basic policy to issue appropriate dividends in consideration of business results and other matters while aiming to strengthen its corporate structure and enhance internal reserves.

Based on this basic policy and this term's payout ratio target, the Company proposes the year-end dividend for the fiscal year under review as follows, as a gesture of appreciation for our shareholders' support.

(1) Type of dividend property

Cash

(2) Items related to the allocation of dividend property and its total amount

6.37 yen per common stock of the Company

Total of 899,676,824 yen

(3) Effective date of distribution of surplus

Monday, June 30, 2025

Proposal 2: Election of 7 Directors

The terms of office of all 7 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 7 Directors is proposed.

Candidates for Director were determined after receipt of reports from the Nominating and Compensation Committee, for which Outside Directors serve as Chairman.

The candidates for Director are as follows.

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Yiwen Luo (April 29, 1963) [Reappointment] [Attendance at the Board of Directors meetings] 23 out of 23 meetings (100%)	<p>April 1992 Founded Chubun Bookstore</p> <p>October 1995 Founding Representative Director, Chubun Sangyo Co., Ltd.</p> <p>May 2006 Founding Representative Director, Shanghai Xin Tian Di Co., Ltd. (currently NIHON KANKO MENZEI Co., Ltd.)</p> <p>August 2009 President and Representative Director, Laox Co., LTD. (currently Laox Holdings Co., Ltd.)</p> <p>March 2021 Chairman and Representative Director, Laox Co., LTD. (currently Laox Holdings Co., Ltd.)</p> <p>May 2021 Chairman and Representative Director, Ascot Corp.</p> <p>June 2022 Chairman and Director, the Company (current position)</p> <p>March 2023 Chairman, Laox Holdings Co., Ltd. (current position)</p> <p>April 2024 Director, IWATE HOTEL & RESORT INC. (current position)</p> <p>June 2024 Representative Director, HONGKONG YILE CO., LIMITED (current position)</p> <p>[Significant concurrent positions] Chairman, Laox Holdings Co., Ltd. Representative Director and President, LAOX Shanghai Co., LTD. Representative Director, R&L Holdings Co., Ltd. Director, IWATE HOTEL & RESORT INC. Representative Director, HONGKONG YILE CO., LIMITED</p>	8,174
[Reason for nomination as candidate for Director] Mr. Yiwen Luo has experience in management at multiple companies, broad insight, and an extensive network. The Company requests his election as Director based on its judgment that he can supervise the Company's management as a Director.			
2	Makoto Tokiwa (December 19, 1968) [New appointment] [Attendance at the Board of Directors meetings] - out of - meetings (-%)	<p>April 1992 Joined The Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>August 2004 Human Resources Dept.</p> <p>November 2012 Branch Manager, Hirakata Branch</p> <p>April 2022 Joined the Company Senior Executive Officer; responsible for Management Strategy Headquarters; in charge of affiliated companies (current position)</p> <p>June 2024 Joint CFO (current position)</p> <p>[Significant concurrent positions] Director, Tokyohakuzen Co., Ltd. Director, KOSAIDO NEXT Co., Ltd. Director, KOSAIDO Business Support Co., Ltd. Director, KOSAIDO Lifewell Co., Ltd. Representative Director, KOSAIDO Finance Co., Ltd. Director, KOSAIDO Engineering Co., Ltd. Representative Director, KOSAIDO Property Management Co., Ltd.</p>	50,000
[Reason for nomination as candidate for Director] Mr. Makoto Tokiwa has extensive experience in headquarters organization and the field of financial products in financial institutions, which he can utilize to promote the growth of each of the Group's segment businesses and strengthen the Group's governance. The Company requests his election as Director due to the results he achieved in the finance/accounting sector since joining the Company, utilizing this extensive experience and knowledge.			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
3	<p>Masayuki Watanabe (May 2, 1970)</p> <p>[Reappointment] [Outside]</p> <p>[Attendance at the Board of Directors meetings] 23 out of 23 meetings (100%)</p>	<p>April 1998 Joined Prime Minister's Office (Cabinet Secretariat General Affairs Division)</p> <p>October 2001 Registered as an attorney at law (Daini Tokyo Bar Association)</p> <p>October 2001 Joined Anderson & Mori (currently Anderson Mori & Tomotsune)</p> <p>August 2009 Joined Miyake & Partners</p> <p>June 2014 Outside Director, OHSO FOOD SERVICE CORP.</p> <p>June 2016 Outside Director, NITTOC CONSTRUCTION CO., LTD. (current position)</p> <p>April 2017 Member of Governmental Council for Promoting Development of Specified Integrated Resort Districts</p> <p>May 2018 Senior Partner, Miyake & Partners (current position)</p> <p>June 2020 Outside Director, the Company (current position)</p> <p>June 2021 Outside Director, Yoyogi Animation academy (current position)</p> <p>October 2022 Outside Director & Audit and Supervisory Committee member, Mitsuboshi Co., Ltd. (current position)</p> <p>March 2023 Part-time Director, Mitsuboshi Philippines Corporation (current position)</p> <p>April 2023 Outside Director (Audit & Supervisory Board Member), THE NIHON SEIMA CO., LTD. (current position)</p> <p>February 2025 Inspector, Japan Spot Work Association (current position)</p> <p>[Significant concurrent positions]</p> <p>Senior Partner, Miyake & Partners</p> <p>Outside Director, NITTOC CONSTRUCTION CO., LTD.</p> <p>Outside Director, Yoyogi Animation academy</p> <p>Outside Director & Audit and Supervisory Committee member, Mitsuboshi Co., Ltd.</p> <p>Part-time Director, Mitsuboshi Philippines Corporation</p> <p>Outside Director (Audit & Supervisory Board Member), THE NIHON SEIMA CO., LTD.</p> <p>Inspector, Japan Spot Work Association (current position)</p>	30,367
<p>[Special notes on the candidate for Outside Director] There is no special interest between Mr. Masayuki Watanabe and the Company.</p> <p>[Reason for nomination as candidate for Outside Director and outline of expected roles] Mr. Masayuki Watanabe is well-versed in corporate legal affairs as an attorney at law and has abundant experience and extensive insight as Outside Director of other companies. The Company requests his election as Outside Director based on its judgment that he can supervise and offer advice on the Company's management as an Outside Director. The Company expects him to offer advice on the Company's management by leveraging his extensive insight into the field of corporate legal affairs. In addition, Mr. Masayuki Watanabe meets the criteria for independence of the Company and if his appointment is approved, he will become Independent Outside Director.</p> <p>[Outline of Limit Liability for Damage Agreement] The Company has entered into a liability limitation agreement with Mr. Masayuki Watanabe pursuant to Article 427, Paragraph 1 of the Companies Act and Article 23 of the Company's Articles of Incorporation. The maximum amount of liability pursuant to the agreement is limited to either 2 million yen or the amount stipulated by laws and regulations, whichever is higher.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
4	<p data-bbox="209 378 394 439">Akira Kamimura (July 11, 1973)</p> <p data-bbox="209 472 394 533">[Reappointment] [Outside]</p> <p data-bbox="197 566 405 714">[Attendance at the Board of Directors meetings] 23 out of 23 meetings (100%)</p>	<p data-bbox="432 277 1214 333">April 2001 Legal Apprentice, Legal Training and Research Institute, Supreme Court</p> <p data-bbox="432 338 1283 367">October 2002 Joined Anderson Mori (currently Anderson Mori & Tomotsune)</p> <p data-bbox="432 371 1150 400">August 2004 Joined Sidley Austin Foreign Law Joint Enterprise</p> <p data-bbox="432 405 895 434">August 2008 Joined Sidley Austin LLP</p> <p data-bbox="432 439 887 468">August 2009 Joined URYU & ITOGA</p> <p data-bbox="432 472 1046 501">March 2013 Established Kamimura Sogo Law Office</p> <p data-bbox="432 506 1283 562">March 2014 Outside Auditor, Laox Co., LTD. (currently Laox Holdings Co., Ltd.) (current position)</p> <p data-bbox="432 566 1283 622">August 2014 Representative Director, KP Transaction Advisory Service Co., Ltd. (currently KPTAS Co., Ltd.) (current position)</p> <p data-bbox="432 627 1198 683">May 2016 Managing Partner, Kamimura Ohira & Mizuno (current position)</p> <p data-bbox="432 687 1134 716">June 2021 Outside Director, the Company (current position)</p> <p data-bbox="432 721 919 819">[Significant concurrent positions] Outside Auditor, Laox Holdings Co., Ltd. Representative Director, KPTAS Co., Ltd. Managing Partner, Kamimura Ohira & Mizuno</p>	25,000
<p data-bbox="197 831 979 887">[Special notes on the candidate for Outside Director] There is no special interest between Mr. Akira Kamimura and the Company.</p> <p data-bbox="197 920 1461 1133">[Reason for nomination as candidate for Outside Director and outline of expected roles] Mr. Akira Kamimura is well-versed in corporate legal affairs as an attorney at law. The Company requests his election as Outside Director based on its judgment that he can supervise and offer advice on the Company's management as an Outside Director with his abundant experience and extensive insight. The Company expects him to offer advice on the Company's management by leveraging his extensive insight into the field of corporate legal affairs. In addition, Mr. Akira Kamimura meets the criteria for independence of the Company and if his appointment is approved, he will become Independent Outside Director.</p> <p data-bbox="197 1167 1426 1308">[Outline of Limit Liability for Damage Agreement] The Company has entered into a liability limitation agreement with Mr. Akira Kamimura pursuant to Article 427, Paragraph 1 of the Companies Act and Article 23 of the Company's Articles of Incorporation. The maximum amount of liability pursuant to the agreement is limited to either 2 million yen or the amount stipulated by laws and regulations, whichever is higher.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
6	Shunichi Nakaigawa (April 16, 1963) [Reappointment] [Outside] [Attendance at the Board of Directors meetings] 19 out of 23 meetings (83%)	April 1988 Joined WORLD Securities Co., Ltd. (currently SBI SECURITIES Co., Ltd.) June 1996 Joined H.I.S. Co., Ltd. March 2004 Representative Director, Value Creation Co., Ltd. June 2007 Managing Director, Sawada Holdings Co., Ltd. (currently HS Holdings Co., Ltd.) January 2008 Director, H.S. International (Asia) Limited February 2008 Director, Laox Co., LTD. (currently Laox Holdings Co., Ltd.) November 2009 President and Representative Director, H.S. Securities Co., Ltd. (currently J TRUST GLOBAL SECURITIES CO., LTD.) January 2013 Chairman and Representative Director, Ascot Corp. April 2016 President and Representative Director, Index Corporation (currently iXIT Corporation) February 2021 President and Representative Director, Las Case Capital Co., Ltd. (current position) June 2021 Chairperson and Director, Y.S. FOOD CO., LTD. June 2021 Outside Director, the Company (current position) June 2023 Director, Y.S. FOOD CO., LTD. (current position) [Significant concurrent positions] President and Representative Director, Las Case Capital Co., Ltd. Director, Y.S. FOOD CO., LTD.	66,878
<p>[Special notes on the candidate for Outside Director] There is no special interest between Mr. Shunichi Nakaigawa and the Company.</p> <p>[Reason for nomination as candidate for Outside Director and outline of expected roles] Mr. Shunichi Nakaigawa is able to leverage his experience in management at many companies. The Company requests his election as Outside Director based on its judgment that he can supervise and offer advice on the Company's management as an Outside Director. The Company expects him to offer advice on the Company's management by leveraging his extensive experience in management. In addition, Mr. Shunichi Nakaigawa meets the criteria for independence of the Company and if his appointment is approved, he will become Independent Outside Director.</p> <p>[Outline of Limit Liability for Damage Agreement] The Company has entered into a liability limitation agreement with Mr. Shunichi Nakaigawa pursuant to Article 427, Paragraph 1 of the Companies Act and Article 23 of the Company's Articles of Incorporation. The maximum amount of liability pursuant to the agreement is limited to either 2 million yen or the amount stipulated by laws and regulations, whichever is higher.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
7	Akane Aizawa (December 9, 1963) [Reappointment] [Outside] [Attendance at the Board of Directors meetings] 16 out of 18 meetings (89%)	<p>April 1993 Interpreter, Tokyo District Court, Tokyo High Court</p> <p>April 2002 Director and Vice President, Meguro International Friendship Association (current position)</p> <p>August 2004 President and Representative Director, Global-Network CO., LTD. (current position)</p> <p>July 2012 Joined Izumi Law Office Head of Overseas Business</p> <p>July 2017 Joined Ginza 1-chome Law Office Head of Corporate Management Support and Overseas Business (current position)</p> <p>August 2020 Senior Partner, H&S (current position) Investment consulting, real estate brokerage and rental management</p> <p>June 2024 Outside Director, the Company (current position)</p> <p>[Significant concurrent positions] President and Representative Director, Global-Network CO., LTD. Senior Partner, H&S Director and Vice President, Meguro International Friendship Association</p>	2,616
<p>[Special notes on the candidate for Outside Director] There is no special interest between Ms. Akane Aizawa and the Company.</p> <p>[Reason for nomination as candidate for Outside Director and outline of expected roles] Ms. Akane Aizawa possesses a variety of experience in corporate legal affairs and corporate management support, and the Company requests her election as Outside Director based on its judgment that she can supervise and offer advice on the Company's management as an Outside Director with her abundant experience and extensive insight. In addition, Ms. Akane Aizawa meets the criteria for independence of the Company and if her appointment is approved, she will become Independent Outside Director.</p> <p>[Outline of Limit Liability for Damage Agreement] The Company has entered into a liability limitation agreement with Ms. Akane Aizawa pursuant to Article 427, Paragraph 1 of the Companies Act and Article 23 of the Company's Articles of Incorporation. The maximum amount of liability pursuant to the agreement is limited to either 2 million yen or the amount stipulated by laws and regulations, whichever is higher.</p>			

- Note 1 The Company has entered into a directors and officers liability insurance contract with an insurance company. The insurance covers any damages that may result from the insureds being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. The candidates will be included as insured in this insurance policy. The Company plans to renew the insurance policy with the same contents at the next renewal. The outline of said contracts is as described in the "Outline of the contents of directors and officers liability insurance contracts" of the Business Report (only in the Japanese original of this Notice).
- Note 2 The Company has designated Mr. Masayuki Watanabe, Mr. Akira Kamimura, Mr. Shigeyuki Takemura, Mr. Shunichi Nakaigawa and Ms. Akane Aizawa as Independent Directors as stipulated by the Tokyo Stock Exchange, Inc. and registered as such at the Exchange. If their appointments are approved at this General Meeting of Shareholders, the Company will continue to appoint them as Independent Directors.
- Note 3 As of the conclusion of this General Meeting of Shareholders, the number of years since assuming office as Outside Director of the Company will be as follows: Mr. Masayuki Watanabe will have served for five years, Mr. Akira Kamimura, Mr. Shigeyuki Takemura and Mr. Shunichi Nakaigawa for four years, and Ms. Akane Aizawa for one year.

(Reference)

Skill Matrix for Directors

The Skill Matrix summarizes Directors' qualifications and experiences and balance of functions in the Board of Directors. The purpose of the matrix is to compare qualifications and experiences possessed by each Director against the requirements of the Company, thereby demonstrating the appropriateness of electing the Director. The Company has prepared this unique matrix based on the "Practical Guidelines for Corporate Governance Systems" formulated by the Ministry of Economy, Trade and Industry.

	Corporate management	Sales	Finance/accounting	Legal affairs	Overseas business	ESG (environment, society, and governance)	Human resources/ labor management
Yiwen Luo	●	●	●		●		
Makoto Tokiwa	●	●	●	●			●
Masayuki Watanabe				●		●	●
Akira Kamimura				●	●	●	●
Shigeyuki Takemura	●	●			●	●	
Shunichi Nakaigawa	●	●	●		●	●	
Akane Aizawa	●		●	●	●		

Proposal 3: Election of Accounting Auditor

KOA Audit-Corporation, the former Accounting Auditor of the Company, resigned as Accounting Auditor as of June 27, 2024.

Therefore, in order to avoid the absence of an Accounting Auditor for the Company and to maintain the system in which appropriate audit operations are conducted on an ongoing basis, at the meeting of the Board of Corporate Auditors held on June 27, 2024, Avantia GP was elected as temporary Accounting Auditor and took office on the same date.

Accordingly, the election of the temporary Accounting Auditor Avantia GP is proposed.

This Proposal is in accordance with the decision of the Board of Corporate Auditors. The Board of Corporate Auditors selected Avantia GP as the candidate for Accounting Auditor as it determined that the firm is suitable to continue serving as the Accounting Auditor of the Company based on the status of its execution of duties as temporary Accounting Auditor, and that it is qualified due to possessing the expertise, independence, and audit quality system required of the Accounting Auditor.

The candidate for Accounting Auditor is as follows.

(As of April 1, 2025)

Name	Avantia GP	
Location of main office	3-8, Sanbancho, Chiyoda-ku, Tokyo, Japan	
Founded	May 2008	
Overview	Capital	63 million yen
	Number of employees	
	Partners	21
	CPAs	96
	Junior CPAs	61
	Others	53
	Total	231
	Number of listed companies involved	42 companies