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October 27, 2022

To whom it may concern,

Company name: Valuence Holdings Inc.
Representative: Shinsuke Sakimoto, Representative Director
(Securities Code: 9270; TSE Growth Market)
Contact: Shinichiro Sato, Director and CFO
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Announcement Concerning Proposals for the 11th Ordinary General Meeting of Shareholders

Valuence Holdings Inc. (the “Company”) announces that the Company passed a resolution concerning proposals to be submitted to the 11th Ordinary General Meeting of Shareholders scheduled for November 25, 2022 at a Board of Directors meeting held today. Please refer to the details below.

1. Proposals for the Ordinary General Meeting of Shareholders

Proposal No. 1 Partial amendment to the Articles of Incorporation

Proposal No. 2 Election of seven Directors (excluding Directors who are Audit and Supervisory Committee Members)

Proposal No. 3 Election of one Director who is an Audit and Supervisory Committee Member

2. Summary of each proposal

Proposal No. 1: Partial amendment to the Articles of Incorporation

I. Reasons for proposal

(1) Addition of business purposes

To prepare for the expansion of businesses and future business development of the Company and its subsidiaries, the Company proposes to add purposes in Article 2 (Purposes) of the current Articles of Incorporation and shift down the item numbers following the addition of new items.

(2) Introduction of general meetings of shareholders without designated locations

With the enforcement of “Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts” (Act No. 70 of 2021), listed companies are now able to, subject to certain requirements, hold general meetings of shareholders without designated locations (also known as virtual-only general meetings of shareholders), provided it is stipulated to that effect in the articles of incorporation.

The Company aims to energize, streamline, and facilitate smooth general meetings of shareholders by enabling many shareholders to attend regardless of place of residence while reducing risks such as various infectious diseases and large-scale natural disasters. Accordingly, the Company proposes to add Article 12 (Convocation), Paragraph 2 in the Articles of Incorporation so that general meetings of shareholders may be held without a designated location.

Pursuant to the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice, the amendments to the Articles of Incorporation to add Article 12 (Convocation), Paragraph 2 shall come into effect subject to, in addition to a resolution at this General Meeting of Shareholders, receiving

confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that general meetings of shareholders held by the Company without a designated location contribute to strengthening industrial competitiveness while ensuring the interests of shareholders and meet the requirements stipulated by the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice.

(3) Introduction of electronic provision of reference documents for general meetings of shareholders, etc.

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) were enforced on September 1, 2022, introducing a system for electronic provision of materials for general meetings of shareholders. Accordingly, the Company proposes to amend the Articles of Incorporation as follows.

- (i) Proposed Article 15 (Measures for Electronic Provision, etc.), Paragraph 1 shall be newly established as it became mandatory to stipulate in the articles of incorporation that information contained in the reference documents for general meetings of shareholders, etc. shall be provided electronically.
- (ii) Proposed Article 15 (Measures for Electronic Provision, etc.), Paragraph 2 shall be newly established so that among the matters contained in the reference documents for general meetings of shareholders, etc., to be provided electronically, the scope of matters to be included in the paper copy to be sent to shareholders who have requested it shall be limited as stipulated by the Ordinance of the Ministry of Justice.
- (iii) With the introduction of the system for electronic provision of materials for general meetings of shareholders, the provisions of Article 15 (Deemed Disclosure of Reference Documents for Shareholders Meeting, etc., via the Internet) of the current Articles of Incorporation will become unnecessary and will therefore be deleted.
- (iv) Supplementary provisions regarding the effect of the above provisions to be deleted shall be established. These supplementary provisions shall be deleted after the lapse of a specified period.

II. Amendment details

The following are the proposed revisions to the Company’s Articles of Incorporation.

(Underlined text indicates text to be changed)

Current Articles of Incorporation	Proposed Amendment
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1 <Text omitted> (Purposes)	Article 1 <As currently adopted> (Purposes)
Article 2 The purpose of the Company shall be to engage in supervision and management of the business activities of the companies in question through the holding of shares and/or equity in companies that conduct the following businesses and overseas companies that conduct equivalent businesses.	Article 2 The purpose of the Company shall be to engage in supervision and management of the business activities of the companies in question through the holding of shares and/or equity in companies that conduct the following businesses and overseas companies that conduct equivalent businesses.
1. Purchase and sale, rent, sublease, and related intermediary services related to precious metals, bullion, watches, gems, antiques, art works, and other personal property; auction market and online auction operations	1. Purchase and sale, rent, sublease, and related intermediary services related to precious metals, bullion, watches, gems, antiques, art works, <u>automobiles</u> , and other personal property; auction market and online auction operations

Current Articles of Incorporation	Proposed Amendment
<p>2. Purchase and sale, rent, sublease, and related intermediary services related to real estate; auction market and online auction operations</p> <p style="text-align: center;"><New text></p> <p style="text-align: center;"><New text></p> <p style="text-align: center;"><New text></p> <p>3. Purchase and sale of alcoholic beverages</p> <p>4. Management of restaurants</p> <p>5. Management of nonlife insurance agency offices</p> <p>6. Businesses and consulting related to the sports and entertainment industries</p> <p>7. Maintenance, protection, and management of intellectual property rights (copyrights, patent rights, trademark rights, utility model rights, design rights, etc.)</p> <p>8. Internet media business</p> <p>9. Internet advertising business</p> <p>10. Planning, development, and sales of internet-related businesses and products</p> <p>11. IT systems construction and consulting business</p> <p>12. Systems development and sales websites related to electronic commerce, systems planning, operations, management, production, sales, and consulting</p> <p>13. Planning, development, production, sales, operation, and management of blockchain-related systems</p> <p>14. Investment and incubation of venture capital and start-up companies</p> <p>15. Planning, production, sales, and consulting related to packaging, catalogs, flyers, direct mail, posters, etc.</p> <p>16. All business incidental to each of the above items</p> <p>Article 3 through Article 11 <Text omitted></p> <p style="padding-left: 40px;">Chapter 3 General Meeting of Shareholders</p> <p>(Convocation)</p> <p>Article 12 The ordinary general meeting of shareholders of the Company shall be convened within three months from the day following the final day of each business year. Extraordinary general meetings of shareholders shall be convened as needed.</p> <p style="text-align: center;"><New text></p>	<p>2. Purchase and sale, rent, sublease, <u>holding, management,</u> and related intermediary services related to real estate; auction market and online auction operations</p> <p>3. <u>Real estate refurbishment and renovation business</u></p> <p>4. <u>Consulting business related to real estate and asset management</u></p> <p>5. <u>Store planning and development business</u></p> <p>6. Purchase and sale of alcoholic beverages</p> <p>7. Management of restaurants</p> <p>8. Management of nonlife insurance agency offices <u>and business related to solicitation of life insurance</u></p> <p>9. Businesses and consulting related to the sports and entertainment industries</p> <p>10. Maintenance, protection, and management of intellectual property rights (copyrights, patent rights, trademark rights, utility model rights, design rights, etc.)</p> <p>11. Internet media business</p> <p>12. Internet advertising business</p> <p>13. Planning, development, and sales of internet-related businesses and products</p> <p>14. IT systems construction and consulting business</p> <p>15. Systems development and sales websites related to electronic commerce, systems planning, operations, management, production, sales, and consulting</p> <p>16. Planning, development, production, sales, operation, and management of blockchain-related systems</p> <p>17. Investment and incubation of venture capital and start-up companies</p> <p>18. Planning, production, sales, and consulting related to packaging, catalogs, flyers, direct mail, posters, etc.</p> <p>19. All business incidental to each of the above items</p> <p>Article 3 through Article 11 <As currently adopted></p> <p style="padding-left: 40px;">Chapter 3 General Meeting of Shareholders</p> <p>(Convocation)</p> <p>Article 12 The ordinary general meeting of shareholders of the Company shall be convened within three months from the day following the final day of each business year. Extraordinary general meetings of shareholders shall be convened as needed.</p> <p>2. <u>The general meeting of shareholders of the Company may be held without a designated location.</u></p>

Current Articles of Incorporation	Proposed Amendment
<p>Article 13 through Article 14 <Text omitted> <u>(Deemed Disclosure of Reference Documents for Shareholders Meeting, etc., via the Internet)</u> <u>Article 15 When convening a general meeting of shareholders, the Company may be deemed as having provided shareholders with information pertaining to matters to be stated or indicated in reference documents for general meetings of shareholders, business reports, financial statements and consolidated financial statements via the internet in accordance with applicable ordinances of the Ministry of Justice.</u></p> <p style="text-align: center;"><New text></p>	<p>Article 13 through Article 14 <As currently adopted></p> <p style="text-align: center;"><Deleted></p> <p><u>(Measures for Electronic Provision, etc.)</u> <u>Article 15 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u> <u>2 Among the matters to be provided electronically, the Company shall not be required to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>
<p>Article 16 through Article 35 <Text omitted> Supplementary Provisions</p> <p>Article 1 <Text omitted></p> <p style="text-align: center;"><New text></p>	<p>Article 16 through Article 35 <As currently adopted> Supplementary Provisions</p> <p>Article 1 <As currently adopted></p> <p><u>(Transitional measures regarding general meetings of shareholders without a designated location)</u> <u>Article 2 The amendment to Article 12 (Convocation) of the current Articles of Incorporation shall be subject to receiving confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice that the requirements stipulated by the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice have been met, and shall come into effect on the day of the confirmation. This article shall be deleted on the effective date.</u></p>

Current Articles of Incorporation	Proposed Amendment
<p><New text></p>	<p><u>(Transitional measures regarding electronic provision of materials for general meetings of shareholders)</u></p> <p><u>Article 3 Article 15 (Deemed Disclosure of Reference Documents for Shareholders Meeting, etc., via the Internet) of the Articles of Incorporation prior to amendment shall remain in force with respect to general meetings of shareholders to be held on a date within six months from September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019; hereinafter referred to as the “Effective Date”).</u></p> <p><u>2 The provisions of this article shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

III. Schedule (pending)

Date of the general meeting of shareholders for the amendments to the Articles of Incorporation:

November 25, 2022

Effective date of the amendments to the Articles of Incorporation:

November 25, 2022

Proposal No. 2: Election of seven Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all six Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter, the same applies in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, in order to further strengthen the management structure, the Company proposes to elect of seven Directors, increasing the number of Directors by one.

The candidates for Directors are as described below.

Name	Type of appointment	Current position
Shinsuke Sakimoto	Reappointment	Representative Director of the Company
Susumu Muguruma	Reappointment	Director of the Company
Shinichiro Sato	Reappointment	Director of the Company
Ryoji Fukaya	New appointment	Executive Officer and General Manager of Information Security Head Office
Hiroki Tomiyama	Reappointment	Outside Director of the Company
Yoshihiko Takubo	Reappointment	Outside Director of the Company
Kenji Fuma	Reappointment	Outside Director of the Company

*1. Hiroki Tomiyama, Yoshihiko Takubo and Kenji Fuma are candidates to serve as outside Directors of the Company pursuant to Article 2, Paragraph 15 of the Companies Act.

*2. The Company has notified the Tokyo Stock Exchange of the appointment of Hiroki Tomiyama and Yoshihiko Takubo as Independent Officers in accordance with the provisions of the Tokyo Stock Exchange. If they are elected, they will continue to be Independent Officers.

Proposal No. 3: Election of one Director who is an Audit and Supervisory Committee Member

The term of office of the Director who is an Audit and Supervisory Committee Member Kenta Takami will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect of one Director who is an Audit and Supervisory Committee Member.

Furthermore, the consent of the Audit and Supervisory Committee has been obtained in regard to this proposal.

The candidate for Director who is an Audit and Supervisory Committee Member is as described below.

Name	Type of appointment	Current position
Kenta Takami	Reappointment	Director of the Company (Audit & Supervisory Committee Member)