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Securities Code: 6786

June 13, 2023

(Start Date of Electronic Provision Measures: June 6, 2023)

To Our Shareholders:

Yoshiyuki Ogino
President and Representative Director,
RVH Inc.
8-5-28 Akasaka, Minato-ku, Tokyo

**NOTICE OF
CONVOCATION OF THE 27TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are hereby notified that the 27th Annual General Meeting of Shareholders of RVH Inc. (the “Company”) will be held as described below.

In convening this Annual General Meeting of Shareholders, the Company takes electronic provision measures and has posted the matters to be provided electronically as “NOTICE OF CONVOCATION OF THE 27TH ANNUAL GENERAL MEETING OF SHAREHOLDERS” on the following websites on the internet.

Company website: <https://rvh.jp/ir/meeting/> (Japanese only)

In addition to the above website, they are also posted on the following website on the internet.

Tokyo Stock Exchange (TSE) website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above website, and enter the Company’s name or securities code to search for the Company, select “Basic information,” and then select “Documents for public inspection/PR information” to confirm the relevant information.

Instead of attending the meeting, you may exercise your voting rights in writing or via the internet. In that case, please examine the Reference Documents for the Annual General Meeting of Shareholders provided in the matters to be provided electronically and indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form or the Voting Rights Exercise Website (<https://www.web54.net>) to exercise your voting rights by 5:45 p.m., Tuesday, June 27, 2023.

1. Date: 10:00 a.m. on Wednesday, June 28, 2023 (reception desk opens at 9:30 a.m.)

2. Venue: Tokyo Garden Terrace Kioicho, Kioi Tower, 4th floor, Kioi Conference,
Seminar Room B
1-4 Kioicho, Chiyoda-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
- 27th Fiscal Year (from April 1, 2022 to March 31, 2023)
Business Report, Consolidated Financial Statements, and Results of the Audit of Consolidated Financial Statements by the accounting auditors and the Board of Auditors
 - 27th Fiscal Year (from April 1, 2022 to March 31, 2023)
Non-Consolidated Financial Statements

Matters to be resolved:

Proposal 1: Election of Four (4) Directors

Proposal 2: Election of Three (3) Auditors

Proposal 3: Election of One (1) Substitute Auditor

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Any revisions to the matters to be provided electronically will be disclosed on the respective websites where the matters are posted.

Proposal 1: Election of Four (4) Directors

The terms of office of all four (4) current directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes to elect four (4) new directors.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company			
1	Yoshiyuki Ogino	President and representative director	Reappointment		
2	Makoto Ueda	Director	Reappointment		
3	Yousuke Kaneko	Outside director	Reappointment	Outside	Independent
4	Ryuta Nakazawa		New appointment	Outside	Independent

New appointment

Director candidate (new)

Outside

Outside director candidate

Reappointment

Director candidate (reappointment)

Independent

Independent officer candidate

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (significant concurrent positions)	Number of shares held in the Company
1	Yoshiyuki Ogino (Born: December 30, 1959) Reappointment Number of years served as director 4	Mar. 1983 Joined Shufunotomo Co., Ltd. Nov. 1995 First editor-in-chief for <i>Cawaii!</i> magazine Sep. 2001 Manager of Editorial Department, Shufunotomo Co., Ltd. Jun. 2004 Director, Shufunotomo Co., Ltd. Mar. 2009 Representative director and president, Shufunotomo Co., Ltd. Jul. 2018 Founded Yuzutsusha Inc. Representative director, Yuzutsusha Inc. Jun. 2019 Outside director, RVH Inc. Jun. 2022 President and representative director, RVH Inc. (current position)	0
Reason for nomination as candidate for director: Mr. Ogino has been leading the management of the RVH Group and is deeply engaged in the decision-making process for the execution of important business operations of the Company as well as promoting initiatives to solve various management issues by leveraging his wealth of experience as a business manager and his broad knowledge accumulated over many years in the publishing industry. The Company believes he can continue to appropriately perform his duties as chief executive officer to enhance the Group's corporate value, and therefore nominates him as a candidate for director (reappointment).			

(Notes) 1. There are no special interests between Mr. Ogino and the Company.

2. The Company has concluded a directors and officers liability insurance contract, covering all directors as the insured persons. The insurance contract covers damages that may arise due to the insured directors assuming liability for their execution of duties, or receiving a claim related to the pursuit of such liability. If the candidates assume office as director, they will be the insured under the insurance contract. The Company plans to renew the insurance contract during their terms of office.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (significant concurrent positions)	Number of shares held in the Company
2	Makoto Ueda (Born: October 29, 1969) Reappointment Number of years served as director 7 months	<p>May 2001 Joined Shinsei Servicing Limited Senior Manager of Portfolio Management Department, Shinsei Servicing Limited</p> <p>Apr. 2007 Director, Shinsei Servicing Limited</p> <p>Feb. 2014 Joined Shinsei Corporate Investment Limited Compliance Officer of General Affairs Department, Shinsei Corporate Investment Limited</p> <p>Feb. 2015 Joined Shinsei Investment&Finance Limited Senior Manager of Real Estate Investment & Loan Department, Shinsei Investment & Finance Limited</p> <p>Sep. 2022 Joined RVH Inc. Executive Officer, RVH Inc.</p> <p>Nov. 2022 Director, BS ENERGY, Inc. (current position)</p> <p>Nov. 2022 Director, RVH Inc. (current position)</p>	0
Reason for nomination as candidate for director: Mr. Ueda has a wealth of experience and broad knowledge in investments and loans through his many years of investment and loans operations and other operations at finance-related companies. The Company believes these experiences will contribute to the RVH Group's growth and development, and therefore nominates him as a candidate for director (reappointment).			

- (Notes)
1. There are no special interests between Mr. Ueda and the Company.
 2. The Company has concluded a directors and officers liability insurance contract, covering all directors as the insured persons. The insurance contract covers damages that may arise due to the insured directors assuming liability for their execution of duties, or receiving a claim related to the pursuit of such liability. If the candidates assume office as director, they will be the insured under the insurance contract. The Company plans to renew the insurance contract during their terms of office.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (significant concurrent positions)	Number of shares held in the Company
3	Yousuke Kaneko (Born: June 14, 1976) <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 2px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 2px;">Independent</div> Number of years served as director 1	Apr. 1999 Joined Nippon Express Company, Limited Jun. 2005 Joined AK Global Agent Inc. May 2017 Advisor, TLAROCK ENTERTAINMENT Inc. (current position) Jun. 2022 Outside director, RVH Inc. (current position)	0
Reason for nomination as candidate for outside director and expected roles: Mr. Kaneko does not have experience in management as a corporate manager. However, he has a wealth of experience in management division at companies. The Company believes he can provide appropriate advice objectively on matters related to management of the Company from a practical perspective, and therefore nominates him as a candidate for outside director (reappointment).			

(Notes) 1. There are no special interests between Mr. Kaneko and the Company.

2. Mr. Kaneko is a candidate for outside director.

3. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Kaneko has been appointed as an independent officer as required by the aforementioned exchange. If his nomination is approved at this Annual General Meeting of Shareholders, the Company intends to reappoint Mr. Kaneko as an independent officer.

4. The Company has concluded a directors and officers liability insurance contract, covering all directors as the insured persons. The insurance contract covers damages that may arise due to the insured directors assuming liability for their execution of duties, or receiving a claim related to the pursuit of such liability. If the candidates assume office as director, they will be the insured under the insurance contract. The Company plans to renew the insurance contract during their terms of office.

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (significant concurrent positions)	Number of shares held in the Company
4	Ryuta Nakazawa (Born: December 25, 1976) New appointment Outside Independent	Apr. 1999 Joined TEIJIN LIMITED Dec. 2007 Joined Johnson & Johnson K.K. Aug. 2019 Joined CONMED Japan KK Jan. 2020 Leader of Orthopedic Sales Department, CONMED Japan KK Apr. 2021 Founded Ryu Shokai Inc. Representative director, Ryu Shokai, Inc. (current position)	0
Reason for nomination as candidate for outside director and expected roles: Mr. Nakazawa has a wealth of experience and know-how in the field of sales through operations at the publicly listed companies and growing companies. The Company believes he can provide appropriate advice on matters related to management of the RVH Group by leveraging these experiences, and therefore nominates him as a candidate for outside director (new appointment).			

- (Notes)
1. There are no special interests between Mr. Nakazawa and the Company.
 2. Mr. Nakazawa is a candidate for outside director.
 3. If his nomination is approved at this Annual General Meeting of Shareholders, the Company intends to submit notification to the Tokyo Stock Exchange of Mr. Nakazawa's appointment as an independent officer as required by the aforementioned exchange.
 4. The Company has concluded a directors and officers liability insurance contract, covering all directors as the insured persons. The insurance contract covers damages that may arise due to the insured directors assuming liability for their execution of duties, or receiving a claim related to the pursuit of such liability. If the candidates assume office as director, they will be the insured under the insurance contract. The Company plans to renew the insurance contract during their terms of office.

Proposal 2: Election of Three (3) Auditors

The terms of office of all three (3) current auditors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes to elect three (3) new auditors.

Additionally, we have obtained the consent of the Board of Auditors with respect to the submission of this proposal. The candidates for auditor are as follows:

Candidate No.	Name	Position in the Company			
1	Fumiharu Sato	Outside auditor	Reappointment	Outside	Independent
2	Hisayoshi Matsuzaki	Outside auditor	Reappointment	Outside	Independent
3	Yasuo Yabe		New appointment	Outside	Independent

New appointment

Auditor candidate (new)

Outside

Outside auditor candidate

Reappointment

Auditor candidate (reappointment)

Independent

Independent officer candidate

Candidate No.	Name (Date of birth)	Career summary and positions in the Company (significant concurrent positions)		Number of shares held in the Company
1	Fumiharu Sato (Born: November 11, 1964)	Apr. 1992	Joined Hori Accounting Office	0
		Apr. 1996	Joined Yabuki Accounting Office	
	<u>Reappointment</u>	Jan. 2000	Representative director, FMC Limited (current position)	
	<u>Outside</u>	Sep. 2009	Director, JMS CORPORATION Co.,Ltd. (current position)	
	<u>Independent</u>	Sep. 2016	Representative director, Healthcare Frontiers Co., Ltd. (current position)	
	Number of years served as auditor 7 months	Nov. 2022	Outside auditor, RVH Inc. (current position)	
Reason for nomination as candidate for outside auditor: The Company believes Mr. Sato can appropriately supervise the Company's management from an objective standpoint by leveraging his wealth of experience as a business manager as well as broad knowledge gained through management consulting operations over many years, and therefore nominates him as a candidate for outside auditor (reappointment).				

- (Notes)
1. There are no special interests between Mr. Sato and the Company.
 2. Mr. Sato is a candidate for outside auditor.
 3. The Company has concluded a limited liability agreement with Mr. Sato pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act. The maximum amount of the liability for damages based on the agreement is the minimum liability amount as provided in laws and regulations. If he is reelected, the Company intends to continue the limited liability agreement.
 4. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Sato has been appointed as an independent officer as required by the aforementioned exchange. If his nomination is approved at this Annual General Meeting of Shareholders, the Company intends to reappoint Mr. Sato as an independent officer.
 5. The Company has concluded a directors and officers liability insurance contract, covering all auditors as the insured persons. The insurance contract covers damages that may arise due to the insured auditors assuming liability for their execution of duties, or receiving a claim related to the pursuit of such liability. If the candidates assume office as auditor, they will be the insured under the insurance contract. The Company plans to renew the insurance contract during their terms of office.

Candidate No.	Name (Date of birth)	Career summary and positions in the Company (significant concurrent positions)	Number of shares held in the Company
2	Hisayoshi Matsuzaki (Born: October 2, 1960)	Apr. 1979 Jul. 1993	0
	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div> Number of years served as auditor 1	Hired by Tokyo Regional Taxation Bureau Examiner, First Information and Examination Division, Second Taxation Department, Tokyo Regional Taxation Bureau Chief Examiner, Fifth Corporation Taxation Group, Shinjuku Tax Office Chief Examiner, Sixth Corporation Taxation Group, Shibuya Tax Office Chief Examiner, First Corporation Taxation Group, Itabashi Tax Office Special Examiner, Shiba Tax Office Special Examiner, Yotsuya Tax Office Special Examiner, Tachikawa Tax Office Outside auditor, RVH Inc. (current position)	
Reason for nomination as candidate for outside auditor: Mr. Matsuzaki does not have direct experience in corporate management. However, he has a wealth of experience and advanced and specialized knowledge on tax affairs at the Taxation Bureau and tax offices. The Company believes he can apply those experiences and knowledge to the audit system of the Company, and therefore nominates him as a candidate for outside auditor (reappointment).			

- (Notes)
1. There are no special interests between Mr. Matsuzaki and the Company.
 2. Mr. Matsuzaki is a candidate for outside auditor.
 3. The Company has concluded a limited liability agreement with Mr. Matsuzaki pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act. The maximum amount of the liability for damages based on the agreement is the minimum liability amount as provided in laws and regulations. If he is reelected, the Company intends to continue the limited liability agreement.
 4. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Matsuzaki has been appointed as an independent officer as required by the aforementioned exchange. If his nomination is approved at this Annual General Meeting of Shareholders, the Company intends to reappoint Mr. Matsuzaki as an independent officer.
 5. The Company has concluded a directors and officers liability insurance contract, covering all auditors as the insured persons. The insurance contract covers damages that may arise due to the insured auditors assuming liability for their execution of duties, or receiving a claim related to the pursuit of such liability. If the candidates assume office as auditor, they will be the insured under the insurance contract. The Company plans to renew the insurance contract during their terms of office.

Candidate No.	Name (Date of birth)	Career summary and positions in the Company (significant concurrent positions)	Number of shares held in the Company
3	Yasuo Yabe (Born: May 1, 1955) New appointment Outside Independent	Jul. 2016 Retired as Special Examiner, Corporate Taxation Division, Yotsuya Tax Office, Tokyo Regional Taxation Bureau Aug. 2016 Registered as Tax Accountant Sep. 2016 Joined Shinohara Tax Accountant Office Aug. 2018 Joined Iimuro Tax Accounting Office Sep. 2020 Founded Yabe Yasuo Tax Accountant Office Director, Yabe Yasuo Tax Accountant Office (current position)	0
Reason for nomination as candidate for outside auditor: Mr. Yabe does not have direct experience in corporate management. However, he has a wealth of experience and advanced and specialized knowledge on tax affairs at the tax offices and tax accountant offices. The Company believes he can apply these experiences and knowledge to the audit system of the Company, and therefore nominates him as a candidate for outside auditor (new appointment).			

- (Notes)
1. There are no special interests between Mr. Yabe and the Company.
 2. Mr. Yabe is a candidate for outside auditor.
 3. If he assumes the position of auditor, the Company intends to conclude a limited liability agreement with Mr. Yabe pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act. The maximum amount of the liability for damages based on the agreement is the minimum liability amount as provided in laws and regulations.
 4. If his nomination is approved at this Annual General Meeting of Shareholders, the Company intends to submit notification to the Tokyo Stock Exchange of Mr. Yabe's appointment as an independent officer as required by the aforementioned exchange.
 5. The Company has concluded a directors and officers liability insurance contract, covering all auditors as the insured persons. The insurance contract covers damages that may arise due to the insured auditors assuming liability for their execution of duties, or receiving a claim related to the pursuit of such liability. If the candidates assume office as auditor, they will be the insured under the insurance contract. The Company plans to renew the insurance contract during their terms of office.

Proposal 3: Election of One (1) Substitute Auditor

To prepare for a contingency in which the Company does not have the number of auditors required by laws and regulations, the Company proposes to elect one (1) substitute auditor. The effectiveness of the election under this proposal may be cancelled by resolution of the Board of Directors with the consent of the Board of Auditors, provided that such cancellation is made prior to the assumption of office.

Additionally, we have obtained the consent of the Board of Auditors with respect to the submission of this proposal.

The candidate for substitute auditor is as follows:

Name (Date of birth)	Career summary and positions in the Company (significant concurrent positions)		Number of shares held in the Company
Kenzo Hirata (Born: May 28, 1981)	Sep. 2004 Apr. 2008 Jul. 2013 Jul. 2013	Joined Miyamoto Accounting Office Joined Konno Kenji Tax Accountant Office Registered as Tax Accountant Founded Hirata Kenzo Tax Accountant Office Director, Hirata Kenzo Tax Accountant Office (current position)	0
Reason for nomination as candidate for substitute outside auditor: Mr. Hirata does not have direct experience in corporate management. However, he has a wealth of experience and advanced and specialized knowledge at accounting and tax accountant offices. The Company believes he can apply these experiences and knowledge to the audit system of the Company, and therefore nominates him as a candidate for substitute outside auditor.			

- (Notes)
1. There are no special interests between Mr. Hirata and the Company.
 2. Mr. Hirata is a candidate for substitute outside auditor.
 3. If he assumes the position of auditor, the Company intends to conclude a limited liability agreement with Mr. Hirata pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act. The maximum amount of the liability for damages based on the agreement will be the minimum liability amount as provided in laws and regulations.
 4. Mr. Hirata satisfies the requirements for independent officer as required by the Tokyo Stock Exchange.
 5. The Company has concluded a directors and officers liability insurance contract, covering all auditors as the insured persons. The insurance contract covers damages that may arise due to the insured auditors assuming liability for their execution of duties, or receiving a claim related to the pursuit of such liability. If the candidate assumes office as auditor, he will be the insured under the insurance contract. The Company plans to renew the insurance contract during his term of office.