



July 10, 2023

(For Translation Purposes Only)

Raccoon Holdings, Inc.
1-14-14 Nihonbashi-Kakigiaracho, Chuo-ku Tokyo
President: Isao Ogata, Representative Director
(Code: 3031, Tokyo Stock Exchange, Prime Market)
Contact: Satoshi Konno
Executive Vice President and Director
(Tel: +81-3-5652-1711)

Notice Concerning Raccoon Holdings' Views Regarding Opposition Recommended by Proxy Advisory Firm (ISS) Concerning "Proposal 2" of Raccoon's 27th Annual Shareholders Meeting

Raccoon Holdings, Inc. ("Raccoon") has confirmed information received to the effect that the proxy advisory firm Institutional Shareholder Services, Inc. ("ISS") has published a report recommending opposition to Proposal 2 submitted at the 27th Annual Shareholders Meeting scheduled to be held on July 22, 2023.

Raccoon believes that the "recommended opposition" is a decisively formal opinion, and the opinion overlooks the fact that a "hybrid **remote attendance-type** virtual shareholders meeting" held by Raccoon is a way of holding meetings that ensures shareholders' interests in the event of a disaster, etc. Once again, we would like to explain Raccoon's views concerning the recommendation as described below, and request our shareholders to review the content and gain understanding of this Proposal.

Proposal 2: Partial Amendments to the Articles of Incorporation

ISS is recommending opposition to Proposal 2 according to the standards of ISS' virtual only-type shareholders meetings. An explanation of Proposal 2 is as stated on page 4 of the Notice of Convocation of the 27th Annual Shareholders Meeting, but we would like to explain further as below.

Raccoon does not plan to hold virtual only-type shareholders meetings at this time. Furthermore, when dialogue with shareholders is particularly necessary, such as when receiving a proposal from a shareholder, we will not hold a virtual only-type shareholders meeting for the purpose of unfairly harming the interests of shareholders who hope to have dialog in a physical venue.

Raccoon has long placed emphasis on dialog with shareholders. By being held on Saturdays, shareholders meetings are held in a manner where as many shareholders as possible can attend, and where we can hear questions and opinions. Furthermore, due to the spread of COVID-19, we have continued to hold "hybrid **remote attendance-type** virtual shareholders meetings" since the 24th Annual Shareholders Meeting (held on July 23, 2020).

Recently, although the "hybrid **participation-type** virtual shareholders meeting" adopted by many companies is a way of holding meetings where it is acceptable to participate both in a physical location (physical participation) and participate online, shareholders who participate online are not recognized as "remotely attending" under the Companies Act, and can only confirm and listen to the

deliberations, etc. This way of holding meetings harms shareholders' interests as voting rights cannot be exercised, in addition to not being able to ask questions.

On the other hand, a "hybrid **remote attendance-type** virtual shareholders meeting" is a way of holding meetings where it is acceptable to participate both in a physical location (physical participation) and participate online, and where shareholders participating online can exercise voting rights (recognized as "remotely attending" under the Companies Act). As questions can be asked, questions asked by shareholders participating online are treated the same as shareholders participating at the venue. Raccoon has continued to hold "hybrid **remote attendance-type** virtual shareholders meetings" for several years, and as a result, we recognize that shareholders who live in remote areas, including non-residents, can remotely attend the shareholders meetings. By remotely attending shareholders meetings through the Internet, without the constraints of location, opportunities to fairly exercise voting rights are ensured. Raccoon does not hinder valuable dialog with shareholders; rather, we believe dialog needs to be promoted, and we intend to continue the style of "hybrid **remote attendance-type** virtual shareholders meetings" in a future where COVID-19 is converging.

In addition, we believe that it should be assumed that we will have no choice but hold a "virtual only-type shareholders meeting" for reasons such as not being able to secure a physical venue due to a disaster, etc., but in that event, Raccoon will adhere to the policy of holding a meeting where shareholders participating online can exercise voting rights (recognized as "remotely attending" under the Companies Act). We believe this will not harm shareholders' interests; rather, this will ensure shareholders' interests as shareholders can exercise voting rights remotely when disaster strikes.

Raccoon believes that expanding the options of methods to attend shareholders meetings contributes to shareholders' interests, and thus presents this Proposal to the shareholders. We request our shareholders' understanding and approval.

(Reference) Methods shareholders meetings were held in June 2023

Physically-conducted shareholders meetings	Hybrid participation-type virtual shareholders meetings ^{*1}	Hybrid attendance-type virtual shareholders meetings ^{*2}	Virtual only-type shareholders meetings ^{*3}
1,856	394	16	11

- *1 In addition to holding physically-conducted shareholders meetings, shareholders meetings where shareholders not physically present at the locations where the physically-conducted shareholders meetings are held can confirm and listen to the deliberations, etc., using means such as the Internet without legally "remotely attending" the shareholders meetings. ("Guidelines on Approaches to Hybrid Virtual Shareholder Meetings" formulated by the Ministry of Economy, Trade and Industry on February 26, 2020)
- *2 In addition to holding physically-conducted shareholders meetings, shareholders meetings where shareholders not physically present at the locations where the physically-conducted shareholders meetings are held can "remotely attend" under the Companies Act using means such as the Internet. ("Guidelines on Approaches to Hybrid Virtual Shareholder Meetings" formulated by the Ministry of Economy, Trade and Industry on February 26, 2020)
- *3 Without holding a physically-conducted shareholders meeting, Directors, shareholders, etc., can "remotely attend" shareholders meetings under the Companies Act. ("Guidelines on Approaches to Hybrid Virtual Shareholder Meetings" formulated by the Ministry of Economy, Trade and Industry on February 26, 2020)