

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect, or any other forms of damages arising from this translation.

To Our Shareholders,

Securities Code: 9270
(Date of dispatch) November 9, 2023
(Commencement date of electronic provision measures) November 6, 2023
5-6-19 Minamiaoyama, Minato-ku, Tokyo
Valuence Holdings Inc.
Representative Director Shinsuke Sakimoto

Convocation Notice for the 12th Ordinary General Meeting of Shareholders

Dear Valuence Holdings Inc. Shareholders,

You are hereby notified that the 12th Ordinary General Meeting of Shareholders of Valuence Holdings Inc. (the “Company”) will be held as follows.

In convening this year’s General Meeting of Shareholders, the Company has taken electronic provisions measures for the information contained in the Reference Materials for the General Meeting of Shareholders (“matters subject to electronic provision measures”) and posted it on the following websites. You are kindly requested to visit any of the websites and see the information.

The Company’s website:

<https://www.valuence.inc/ir/>

Tokyo Stock Exchange’s website:

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

On the TSE website, please enter the Company’s name or securities code in the stock search field, and select “Basic information,” “Documents for public inspection/PR information,” and “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting,” in that order, to see the documents.

Website posting the Reference
Materials for the General Meeting of
Shareholders:

<https://d.sokai.jp/9270/teiji/>

If you choose not to attend the meeting in person, please check the guidance on the exercise of voting rights, review the Reference Materials for the General Meeting of Shareholders, and exercise your voting rights by 7:00 PM on Friday, November 24, 2023 (Japan Standard Time).

1. Date and time	Monday, November 27, 2023; 10:00 AM (reception opens at 9:00 AM)				
2. Venue	Akasaka Intercity AIR 4F AKASAKA INTERCITY CONFERENCE CENTER, the AIR 1-8-1 Akasaka, Minato-ku, Tokyo * Please make sure to note that the venue has changed from last year.				
3. Meeting agenda	<table border="0"> <tr> <td style="vertical-align: top;">Reports</td> <td> <ol style="list-style-type: none"> 1. Business Report, Consolidated Financial Statements, and Audit Report on the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for 12th Fiscal Year (from September 1, 2022 to August 31, 2023) 2. Financial Statements for the 12th Fiscal Year (from September 1, 2022 to August 31, 2023) </td> </tr> <tr> <td style="vertical-align: top;">Matters for resolution</td> <td> <p>No. 1 Partial amendment to the Articles of Incorporation</p> <p>No. 2 Election of eight Directors (excluding Directors who are Audit and Supervisory Committee Members)</p> <p>No. 3 Election of three Directors who are Audit and Supervisory Committee Members</p> </td> </tr> </table>	Reports	<ol style="list-style-type: none"> 1. Business Report, Consolidated Financial Statements, and Audit Report on the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for 12th Fiscal Year (from September 1, 2022 to August 31, 2023) 2. Financial Statements for the 12th Fiscal Year (from September 1, 2022 to August 31, 2023) 	Matters for resolution	<p>No. 1 Partial amendment to the Articles of Incorporation</p> <p>No. 2 Election of eight Directors (excluding Directors who are Audit and Supervisory Committee Members)</p> <p>No. 3 Election of three Directors who are Audit and Supervisory Committee Members</p>
Reports	<ol style="list-style-type: none"> 1. Business Report, Consolidated Financial Statements, and Audit Report on the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for 12th Fiscal Year (from September 1, 2022 to August 31, 2023) 2. Financial Statements for the 12th Fiscal Year (from September 1, 2022 to August 31, 2023) 				
Matters for resolution	<p>No. 1 Partial amendment to the Articles of Incorporation</p> <p>No. 2 Election of eight Directors (excluding Directors who are Audit and Supervisory Committee Members)</p> <p>No. 3 Election of three Directors who are Audit and Supervisory Committee Members</p>				

Exercise of Voting Rights

If you choose not to attend the General Meeting of Shareholders



Exercise of voting rights in writing

Please indicate your approval or disapproval of resolutions on the voting form and return it by mail.

Deadline to exercise voting rights

Voting forms must be received by 7:00 PM on Friday, November 24, 2023



Exercise of voting rights via the internet

Please access the voting rights exercise website designated by the Company (<https://www.web54.net>) and enter your approval or disapproval of resolutions in accordance with the instructions onscreen.

Deadline to exercise voting rights

Friday, November 24, 2023; 7:00 PM

If you choose to attend the General Meeting of Shareholders



Attendance at the General Meeting of Shareholders

Please bring your voting form and submit it at the meeting reception desk. In addition, please bring this booklet as an agenda for the meeting.

Date and time of the meeting

Monday, November 27, 2023; 10:00 AM
(reception opens at 9:00 AM)

If attending the General Meeting of Shareholders, please submit your voting form at the meeting reception desk.

The Company may be forced to change the meeting venue, the start time of the meeting, and other details owing to future circumstances. In this case, the relevant information will be published on the Company's website (<https://www.valuence.inc/ir/>), so please confirm the details there.

Notes

- * If you do not indicate your approval or disapproval of a proposal on the voting form in exercising your voting rights in writing (by mail), it will be counted as a vote of approval.
 - * If voting rights are exercised both in writing and via the internet, the votes submitted via the internet will be treated as valid, regardless of when the votes are received.
 - * If voting rights are exercised multiple times via the internet, the final votes submitted will be treated as valid.
 - * Any connection fees payable to providers, telecommunications fees payable to telecommunications carriers, and other expenses incurred when using the voting rights exercise website will be borne by the shareholder.
- © If any change is made to the matters subject to electronic provision measures, the Company will post information before and after the change on each website listed on page 1.
- © The Company will send the paper copy containing the matters subject to electronic provision measures to the shareholders who have requested it. However, pursuant to laws and regulations as well as Article 15, Paragraph 2 of the Company's Articles of Incorporation, the following items among the matters subject to electronic provision measures are posted on each website listed on page 1, and therefore are not included in the paper copy sent to shareholders: "Matters related

to Stock Acquisition Rights, etc. of the Company," "System to Ensure Appropriate Business Management," and "Operating Status of System to Ensure Appropriate Business Management" (Business Report), "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to Consolidated Financial Statements" (Consolidated Financial Statements), and "Statement of Changes in Shareholders' Equity" and "Notes to Financial Statements" (Financial Statements). Therefore, the paper copy sent to the shareholders who have requested it is part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in the preparation of audit reports.

- ③ The Consolidated Financial Statements and Financial Statements audited by the Audit and Supervisory Committee and the Accounting Auditor, and Business Report audited by the Audit and Supervisory Committee consist of each document provided in this convocation notice, in addition to the items posted on each website listed on page 1.

Proposal
No. 1

Partial amendment to the Articles of Incorporation

1. Reasons for proposal

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. 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
<p style="text-align: center;">Chapter 1 General Provisions</p> <p>Article 1 <Text omitted></p> <p>(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.</p> <p>1. through 9. <Text omitted> <New text> <New text> <New text></p> <p><u>10.</u> Maintenance, protection, and management of intellectual property rights (copyrights, patent rights, trademark rights, utility model rights, design rights, etc.)</p> <p><u>11.</u> Internet media business</p> <p><u>12.</u> Internet advertising business</p> <p><u>13.</u> Planning, development, and sales of internet-related businesses and products</p> <p><u>14.</u> IT systems construction and consulting business</p> <p><u>15.</u> Systems development and sales websites related to electronic commerce, systems planning, operations, management, production, sales, and consulting</p>	<p style="text-align: center;">Chapter 1 General Provisions</p> <p>Article 1 <As currently adopted></p> <p>(Purposes) Article 2 <As currently adopted></p> <p>1. through 9. <As currently adopted></p> <p><u>10. Operation of dance schools and rental studios</u></p> <p><u>11. Training and management of athletes</u></p> <p><u>12. Production, purchase and sale of flowers, fruits and vegetables, seeds, saplings, bulbs and other plants</u></p> <p><u>13. Business and consulting business related to flowers, horticulture and landscaping</u></p> <p><u>14.</u> Maintenance, protection, and management of intellectual property rights (copyrights, patent rights, trademark rights, utility model rights, design rights, etc.)</p> <p><u>15.</u> Internet media business</p> <p><u>16.</u> Internet advertising business</p> <p><u>17.</u> Planning, development, and sales of internet-related businesses and products</p> <p><u>18.</u> IT systems construction and consulting business</p> <p><u>19.</u> Systems development and sales websites related to electronic commerce, systems planning, operations, management, production, sales, and consulting</p>

Current Articles of Incorporation	Proposed Amendment
<p><u>16.</u> Planning, development, production, sales, operation, and management of blockchain-related systems</p> <p><u>17.</u> Investment and incubation of venture capital and start-up companies</p> <p><u>18.</u> Planning, production, sales, and consulting related to packaging, catalogs, flyers, direct mail, posters, etc.</p> <p><u>19.</u> All business incidental to each of the above items</p> <p>Article 3 through Article 35 <Text omitted></p>	<p><u>20.</u> Planning, development, production, sales, operation, and management of blockchain-related systems</p> <p><u>21.</u> Investment and incubation of venture capital and start-up companies</p> <p><u>22.</u> Planning, production, sales, and consulting related to packaging, catalogs, flyers, direct mail, posters, etc.</p> <p><u>23.</u> All business incidental to each of the above items</p> <p>Article 3 through Article 35 <As currently adopted></p>

Election of eight Directors (excluding Directors who are the Audit and Supervisory Committee Members)

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

The candidates for Directors have been determined by the Board of Directors after receiving reports from the Nomination and Compensation Committee, which is a voluntary advisory body to the Board of Directors. In addition, the Audit and Supervisory Committee of the Company has determined that all the candidates for Directors under this proposal are qualified.

The candidates for Directors are as described below.

Candidate no.	Name	Current position at the Company	Candidate attributes	Attendance at Board of Directors' meetings
1	Shinsuke Sakimoto	Representative Director	Reappointment	100% (17/17)
2	Susumu Mugeruma	Director	Reappointment	100% (17/17)
3	Shinichiro Sato	Director and Office Manager of President's Office	Reappointment	100% (17/17)
4	Ryoji Fukaya	Director and General Manager of Information Security Head Office	Reappointment	100% (14/14)
5	Hiroki Tomiyama	Outside Director	Reappointment Outside Director Independent Officer	100% (17/17)
6	Yoshihiko Takubo	Outside Director	Reappointment Outside Director Independent Officer	100% (17/17)
7	Kenji Fuma	Outside Director	Reappointment Outside Director	100% (17/17)
8	Ibun Hirahara	—	New Appointment Outside Director Independent Officer	—

(Note) Ryoji Fukaya became a newly elected Director at the 11th Ordinary General Meeting of Shareholders held on November 25, 2022. His attendance at Board of Directors' meetings represents meetings held since his election.

Candidate no.

1

Shinsuke Sakimoto

Date of birth
April 14, 1982

Reappointment



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

11 years 11 months

Number of the Company's shares owned

7,850,100 shares

Attendance at Board of Directors' meetings

100% (17/17)

Career summary, titles, and responsibilities (significant concurrent positions)

June	2004	Managing Director, MKS Corporation (currently DOROQUIA HOLATHETA Co., Ltd.)
December	2011	Established SOU Inc. (currently the Company), named Representative Director (current position)
November	2014	Representative Partner (currently Representative Director), SF Property Management LLC (currently SF Property Management Inc.) (current position)
September	2015	Representative Director, Star Buyers Limited (currently Valuence International Limited)
November	2019	Director, SOU Technologies Inc. (currently Valuence Technologies Inc.) (current position)
March	2020	Director, Valuence Japan Inc. (current position)
March	2021	Representative Director, Valuence Ventures Inc. (current position)
August	2021	Director, Nankatsu SC Co., Ltd. (current position)

Reasons for nomination as a Director candidate

Shinsuke Sakimoto has led management of the Company's Group since founding the Company in December 2011 and also played a significant role in terms of both decision-making and the supervision of business execution as Representative Director of the Company. We have named him again as a candidate for Director in the hope that he will lead management of the Company's Group and demonstrate his strong leadership to further strengthen the enhancement of corporate value amid major changes in the business environment.

Candidate no.

2

Susumu Muguruma

Date of birth
July 21, 1971

Reappointment



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

3 years

Number of the Company's shares owned

29,300 shares

Attendance at Board of Directors' meetings

100% (17/17)

Career summary, titles, and responsibilities (significant concurrent positions)

April	1996	Joined Olympus Corporation
January	2004	Joined Sony Corporation (currently Sony Group Corporation)
September	2018	Joined SOU Inc. (currently the Company), named General Manager, Overseas Business Head Office and Head of Overseas Business Strategy Division
June	2019	Representative Director, Star Buyers Limited (currently Valence International Limited) (current position)
March	2020	Office Manager, Overseas Subsidiary Management Office, the Company
September	2020	Representative Director, Valence Japan Inc. (current position)
November	2020	Director, the Company (current position)

Reasons for nomination as a Director candidate

Susumu Muguruma was in charge of overseas businesses at major manufacturing companies. He has been responsible for the overseas strategy and business strategy as a whole of the Company's Group since joining the Company. He greatly contributes to the enhancement of the corporate value of the Company's Group by creating overseas business plans and revolutionary business models for Japan. We have named him again as a candidate for Director as we believe that he will contribute to future global expansion of the Company.

Candidate no.

3

Shinichiro Sato

Date of birth
September 1, 1968

Reappointment



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

3 years

Number of the Company's shares owned

8,600 shares

Attendance at Board of Directors' meetings

100% (17/17)

Career summary, titles, and responsibilities (significant concurrent positions)

April	1993	Joined Daiwa Institute of Research Ltd.
April	2000	Joined Monex, Inc.
April	2006	Joined Ant Capital Partners Co., Ltd.
January	2015	Joined Digital Garage, Inc.
May	2020	Joined the Company, named General Manager, Corporate Planning and Management Head Office
September	2020	Executive Officer; General Manager, Corporate Planning and Management Head Office; and Head of Human Resources Division, the Company
		Director, Valuence Japan Inc. (current position)
November	2020	Director (current position); Executive Officer; and General Manager, Corporate Strategy Head Office, the Company
March	2021	Director, Valuence Ventures Inc. (current position)
September	2021	Director, Valuence Technologies Inc. (current position)
October	2022	Director and Office Manager of President's Office, the Company (current position)
February	2023	Director, YONE MOTORS CORPORATION (current position)

Reasons for nomination as a Director candidate

Shinichiro Sato possesses a wealth of experience and a broad range of knowledge in general management and finance from his previous jobs and plays an important role in overall management as the person in charge of the corporate management field, greatly contributing to the enhancement of the corporate value of the Company's Group. To drive further growth of the Company's Group, we have named him again as a candidate for Director.

Candidate no.

4

Ryoji Fukaya

Date of birth
August 2, 1980

Reappointment



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

1 year

Number of the Company's shares owned

24,900 shares

Attendance at Board of Directors' meetings

100% (14/14)

Career summary, titles, and responsibilities (significant concurrent positions)

December	2016	Joined freee K.K.
April	2018	Joined the Company, named General Manager, Miney Promotion Division
November	2019	Representative Director, SOU Technologies Inc. (currently Valuence Technologies Inc.) (current position)
December	2020	Executive Officer and General Manager, Information Security Head Office, the Company
April	2022	Executive Officer and General Manager, Marketing Head Office, Valuence Japan Inc. (current position)
November	2022	Director and General Manager, Information Security Head Office, the Company (current position)

Reasons for nomination as a Director candidate

Ryoji Fukaya possesses a wealth of experience and achievements in the technology and marketing fields at a major software development company, greatly contributing to the enhancement of the value of the Company's Group. To formulate and execute strategies that will accelerate the future growth of the Company's Group, we have named him again as a candidate for Director.

Candidate no.

5

Hiroki Tomiyama

Date of birth
September 5, 1976

Reappointment

Outside
Director

Independent
Officer



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

3 years

Number of the Company's shares owned

—

Attendance at Board of Directors' meetings

100% (17/17)

Career summary, titles, and responsibilities (significant concurrent positions)

April	1999	Joined Daika Kabushiki Kaisha (currently ARATA CORPORATION)
October	2007	Joined SAPPORO DRUG STORE CO., LTD.
May	2015	Representative Director and President, SAPPORO DRUG STORE CO., LTD.
February	2016	Director and Executive Deputy President, EZODEN Co., Ltd.
August	2016	Established SATUDORA HOLDINGS CO., LTD., named Representative Director and President
July	2019	Representative Director, Chairman, and CEO, Regional Marketing Co., Ltd. (current position) Director, CoelaQanth, Inc. (current position) Director and Chairman, GRIT WORKS, Inc. (current position) Director and CMO, AWL, Inc.
August	2020	Representative Director, President, and CEO, SATUDORA HOLDINGS CO., LTD. (current position) Representative Director, President, CEO, SAPPORO DRUG STORE CO., LTD. (current position)
November	2020	Outside Director, the Company (current position) Director, RxR Innovation Initiative CO., LTD. (current position) Outside Director, Demae-can Co., Ltd. (current position)
April	2021	Outside Director, AWL, Inc. (current position)
October	2022	Director, S Ventures Co., Ltd. (current position)

Reasons for nomination as an Outside Director candidate and summary of expected roles

Hiroki Tomiyama possesses a wealth of experience and knowledge as a corporate manager at other companies. We have determined that he can be expected to contribute to enhancing the soundness and transparency of decision-making at the Company's Group, etc. by utilizing his experience and knowledge and providing effective advice on the management of the Company as a whole. Accordingly, we have named him again as a candidate for Outside Director.

Candidate no.

6

Yoshihiko Takubo

Date of birth
April 24, 1970

Reappointment

Outside
Director

Independent
Officer



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

3 years

Number of the Company's shares owned

2,400 shares

Attendance at Board of Directors' meetings

100% (17/17)

Career summary, titles, and responsibilities (significant concurrent positions)

April	1995	Joined Mitsubishi Research Institute, Inc.
May	2003	Joined GLOBIS CORPORATION
July	2006	Managing Director, GLOBIS CORPORATION (current position)
December	2009	Managing Director, Graduate School of Management, GLOBIS University (current position)
April	2013	Director, KEIZAI DOYUKAI (Japan Association of Corporate Executives) (current position)
August	2020	Director, Alba Edu Inc. (current position)
October	2020	Outside Director, Your mystar, Inc. (current position)
November	2020	Outside Director, the Company (current position)
July	2023	Vice President, Graduate School of Management, GLOBIS University (current position)

Reasons for nomination as an Outside Director candidate and summary of expected roles

Yoshihiko Takubo has developed expert knowledge in management as Professor at Graduate School of Management, GLOBIS University over many years, and possesses deep knowledge regarding the environment surrounding corporate management. We have determined that he can be expected to continue to monitor the management of the Company's Group based on his knowledge and experience, while also contributing to the further growth of the Company's Group by providing advice on management of the Company's Group as a whole. Accordingly, we have named him again as a candidate for Outside Director. Furthermore, Yoshihiko Takubo does not have experience of direct participation in corporate management, other than as an outside officer, but given the reasons provided above, we believe he will properly execute his duties as an Outside Director.

Candidate no.

7

Kenji Fuma

Date of birth
March 27, 1980

Reappointment

Outside
Director



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

2 years

Number of the Company's shares owned

—

Attendance at Board of Directors' meetings

100% (17/17)

Career summary, titles, and responsibilities (significant concurrent positions)

April	2004	Joined Recruit Ablic Inc. (currently Recruit Co., Ltd.)
July	2013	Established Neural Inc., named Representative Director and CEO (current position)
July	2019	Councilor, Thunderbird School of Global Management General Incorporated Foundation (current position)
June	2020	Trustee, NPO WaterAid Japan (current position)
February	2021	Co-opted Member, Executive Committee, JAPAN PROFESSIONAL FOOTBALL LEAGUE (current position)
November	2021	Outside Director, the Company (current position)
March	2022	Director, General Incorporated Association MASHING UP (current position)
July	2022	Specially Appointed Professor, Office of Sustainability, Shinshu University (current position)
July	2023	Outside Director, AGBIOTECH Co., Ltd. (current position)

Reasons for nomination as an Outside Director candidate and summary of expected roles

Kenji Fuma has managed a company that provides advisory services related to sustainability and ESG investment since 2013 and possesses a wealth of experience and achievements and deep insight. He has provided practical and objective advice and recommendations on overall management, especially the ESG strategy of the Company's Group. We have determined that he can be expected to continue to contribute to further growth of the Company's Group, and have therefore named him again as a candidate for Outside Director.

Candidate no.

8

Ibun Hirahara

Date of birth
October 3, 1993

New
appointment

Outside
Director

Independent
Officer



Career summary, titles, and responsibilities (significant concurrent positions)

April	2017	Joined Janssen Pharmaceutical K.K.
May	2018	Joined Pronoia Group
October	2018	One Young World Japan ambassador
May	2019	Co-founder of World Road Inc.
April	2022	Member, Cabinet Office Council for the Creation of Future Education
May	2022	External advisor, Mitsui Sumitomo Insurance Company, Limited. (current position)
August	2022	Councilor, The Peace Communication Foundation (current position)
September	2022	Founder, HI Corporation (current position)
July	2023	Executive Director, MIRAI EDUTAINMENT FOUNDATION (current position)

Reasons for nomination as an Outside Director candidate and summary of expected roles

Ibun Hirahara possesses a wealth of achievements and advanced knowledge in sustainability, education, and international business based on her experience of studying abroad in several countries in childhood and her experience at a major pharmaceutical company and other places. We have determined that she can be expected to contribute to future growth of the Company's Group by drawing on her knowledge and experience and providing effective advice on overall management of the Company's Group. Accordingly, we have newly named her as a candidate for Outside Director.

Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

—

Number of the Company's shares owned

—

Attendance at Board of Directors' meetings

—

- (Notes)
1. No special relationships exist between the candidates and the Company.
 2. Hiroki Tomiyama, Yoshihiko Takubo, Kenji Fuma, and Ibun Hirahara are Outside Director candidates.
 3. Kenji Fuma is Representative Director and CEO of Neural Inc., with which the Company has concluded an ESG consulting contract. The actual transactions with Neural Inc. represent less than 0.1% of the Company's consolidated net sales for the fiscal year under review. Although each of the other candidates serves concurrently as Director at other companies, no special relationships exist between them and the Company.
 4. The Company has executed liability limitation agreements with Outside Directors Hiroki Tomiyama, Yoshihiko Takubo, and Kenji Fuma to limit their liability for compensation of damages in Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability shall be the minimum amount of liability determined in Article 425, Paragraph 1 of the Companies Act if they have performed their duties in good faith and without gross negligence. In the event the elections of Hiroki Tomiyama, Yoshihiko Takubo, and Kenji Fuma are approved, the Company intends to continue the liability limitation agreements with all three of them. In addition, in the event the election of Ibun Hirahara is approved, the Company intends to execute the same liability limitation agreement with her.
 5. The Company has designated Hiroki Tomiyama and Yoshihiko Takubo as Independent Officers based on the provisions of the Tokyo Stock Exchange via filings with the Stock Exchange, and if the elections of these two persons are approved, the Company intends to continue to designate them as Independent Officers. In addition, in the event the election of Ibun Hirahara is approved, the Company intends to notify the Tokyo Stock Exchange of her designation as an Independent Officer.
 6. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to insure Directors and Executive Officers of the Company or its subsidiaries as well as Auditors of the Company's subsidiaries. The insured person shall receive compensation for the damage arising from their liability borne from performance of their duties or the damage arising from claims in pursuit of that liability. The insurance premiums are fully borne by the Company. However, a claim for losses or damage an insured person has caused intentionally or with gross negligence will not be covered by the above-mentioned insurance contract. If the candidates assume the office of Director, each of them will be insured under the insurance contract, which is to be renewed in May 2024.
 7. The number of shares owned by Shinsuke Sakimoto includes 7,368,200 shares owned by his asset management company, SF Property Management Inc.
 8. Shinsuke Sakimoto is a major shareholder of the Company and falls under a parent company, etc.

Election of three Directors who are the Audit and Supervisory Committee Members

The terms of office of three Directors who are the Audit and Supervisory Committee Members, namely Masahide Kamachi, Takashi Goto, and Emi Omura, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we ask for your election of three Directors who are the Audit and Supervisory Committee Members.

The candidates for Directors who are the Audit and Supervisory Committee Members have been determined by the Board of Directors after receiving reports from the Nomination and Compensation Committee, which is a voluntary advisory body to the Board of Directors. Furthermore, the consent of the Audit and Supervisory Committee has been obtained in regard to this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as described below.

Candidate no.	Name	Current position at the Company	Candidate attributes	Attendance at Board of Directors' meetings
1	Masahide Kamachi	Outside Director (Audit and Supervisory Committee Member)	Reappointment	100% (17/17)
			Outside Director	
			Independent Officer	
2	Takashi Goto	Outside Director (Audit and Supervisory Committee Member)	Reappointment	100% (17/17)
			Outside Director	
			Independent Officer	
3	Emi Omura	Outside Director (Audit and Supervisory Committee Member)	Reappointment	100% (17/17)
			Outside Director	
			Independent Officer	

Candidate no.

1

Masahide Kamachi

Date of birth
May 18, 1981

Reappointment

Outside
Director

Independent
Officer



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

4 years

Number of the Company's shares owned

15,240 shares

Attendance at Board of Directors' meetings

100% (17/17)

Career summary, titles, and responsibilities (significant concurrent positions)

November	2005	Joined Chuo Aoyama Tax Accountants (currently PwC Tax Japan)
September	2009	Registered as a Certified Public Accountant
December	2014	Registered as a Certified Tax Accountant
November	2016	Established Kamachi Certified Public Accountants Office, named Partner (current position)
		Managing Partner, Kamachi Certified Tax Accountants Office (current position)
January	2017	Outside Director, SOU Inc. (currently the Company)
March	2017	Representative Director, WILL CONSULTING (current position)
		Outside Member of the Audit and Supervisory Board, Medley Inc. (current position)
November	2019	Outside Director, Audit and Supervisory Committee Member, SOU Inc. (currently the Company) (current position)
March	2022	Independent Director, IBJ, Inc. (current position)
March	2023	Outside Director, Audit and Supervisory Committee Member, Poppins Corporation (current position)
April	2023	Full-time Professor, Graduate School of Management, GLOBIS University (current position)

Reasons for nomination as an Outside Director candidate and summary of expected roles

Masahide Kamachi possesses advanced expert knowledge developed as a certified public accountant and tax accountant, as well as a wealth of experience as an outside officer at other companies, equipping him with significant knowledge to oversee corporate management. In our judgment, he can be expected to continue to play a significant role in the supervision of business execution, etc., as an Audit and Supervisory Committee Member. Accordingly, we have named him again as a candidate for Outside Director who is an Audit and Supervisory Committee Member.

Candidate no.

2

Takashi Goto

Date of birth
June 28, 1979

Reappointment

Outside
Director

Independent
Officer



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

4 years

Number of the Company's shares owned

—

Attendance at Board of Directors' meetings

100% (17/17)

Career summary, titles, and responsibilities (significant concurrent positions)

October	2004	Registered as a Lawyer Joined Mori Hamada & Matsumoto
July	2008	Joined STW & Partners (currently Shiomizaka)
January	2010	Partner, STW & Partners (currently Shiomizaka) (current position)
December	2015	Outside Auditor, PRAP Japan, Inc. (current position)
June	2016	Outside Auditor, Coreforth Co., Ltd. (currently LTV-X Inc.) (current position)
September	2017	Outside Director, Machine Learning Solutions (current position)
November	2017	Auditor, SOU Inc. (currently the Company)
March	2018	Outside Director, Edge Intelligence Systems (current position)
May	2018	Representative Director, Langsmith inc. (current position)
March	2019	Outside Auditor, Learning Agency Co., Ltd. (current position)
November	2019	Outside Director, Audit and Supervisory Committee Member, SOU Inc. (currently the Company) (current position)
July	2021	Outside Member of the Audit and Supervisory Board, OsidOri Inc. (current position)

Reasons for nomination as an Outside Director candidate and summary of expected roles

Takashi Goto possesses a wealth of expert knowledge as a lawyer, as well as a wealth of experience as an outside officer at other companies, equipping him with significant knowledge to oversee corporate management. In our judgment, he can be expected to continue to play a significant role in the supervision of business execution, etc., as an Audit and Supervisory Committee Member. Accordingly, we have named him again as a candidate for Outside Director who is an Audit and Supervisory Committee Member.

Candidate no.

3

Emi Omura

Date of birth
September 2, 1976

Reappointment

Outside
Director

Independent
Officer



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

2 years

Number of the Company's shares owned

—

Attendance at Board of Directors' meetings

100% (17/17)

Career summary, titles, and responsibilities (significant concurrent positions)

October	2002	Registered as a Lawyer Joined Minerva Law Office
March	2007	Registered as an attorney in New York State
July	2008	Partner, Athena Law Office
September	2010	Associate Expert, International Labour Office in Geneva, the International Labour Organization
January	2014	Director, Office of International Affairs, Japan Federation of Bar Associations
September	2014	Outside Director, Digital Garage, Inc. (current position)
June	2019	Counsel, Kamiyacho International Law Office
April	2021	Counsel, CLS Hibiya Tokyo Law Office
November	2021	Outside Director, Audit and Supervisory Committee Member, the Company (current position)
January	2022	Partner, CLS Hibiya Tokyo Law Office (current position)
December	2022	Outside Director, Audit & Supervisory Committee Member, FOOD & LIFE COMPANIES LTD. (current position)

Reasons for nomination as an Outside Director candidate and summary of expected roles

Emi Omura possesses knowledge developed through many years of experience as an attorney, as well as advanced insight related to international law from her time working at an international institution. In our judgement, she can be expected to actively offer her opinions concerning the Company's Group's future global development and ESG initiatives. Accordingly, we have named her again as a candidate for Outside Director who is an Audit and Supervisory Committee Member. Furthermore, Emi Omura does not have experience of direct participation in corporate management, other than as an outside officer, but given the reasons provided above, we believe she will properly execute her duties as an Outside Director.

- (Notes)
1. No special relationships exist between the candidates and the Company.
 2. Each candidate is an Outside Director candidate.
 3. Although each candidate serves concurrently as Director and Auditor at other companies, no special relationships exist with the Company.
 4. The Company has executed liability limitation agreements with Masahide Kamachi, Takashi Goto and Emi Omura to limit their liability for compensation of damages in Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability shall be the minimum amount of liability determined in Article 425, Paragraph 1 of the Companies Act if they have performed their duties in good faith and without gross negligence. In the event the elections of these three persons are approved, the Company intends to continue the liability limitation agreements with them.
 5. The Company has designated Masahide Kamachi, Takashi Goto and Emi Omura as Independent Officers based on the provisions of the Tokyo Stock Exchange via filings with the Stock Exchange, and if the elections of these 3 persons are approved, the Company intends to continue to designate them as Independent Officers.
 6. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to insure Directors and Executive Officers of the Company or its subsidiaries as well as Auditors of the Company's subsidiaries. The insured person shall receive compensation for the damage arising from their liability borne from performance of their duties or the damage arising from claims in pursuit of that liability. The insurance premiums are fully borne by the Company. However, a claim for losses or damage an insured person has caused intentionally or with gross negligence will not be covered by the above-mentioned insurance contract. If the candidates assume the office of Directors who are Audit and Supervisory Committee Members, each of them will be insured under the insurance contract, which is to be renewed in May 2024.

[Reference] Skill matrix of the Board of Directors at end of this General Meeting of Shareholders (pending)

The Company’s criteria for selecting Directors are that they must be able to contribute to the materialization of the value inherent in the corporate philosophy of the Company’s Group at a high level; they must possess a wealth of experience, advanced abilities, and knowledge; and they must be able to contribute to the further development of the Company’s Group. Additionally, with regard to the composition of officers serving on the Board of Directors, in order to ensure that the Board of Directors effectively fulfills its roles and responsibilities, the Company does not just prioritize a good overall balance of knowledge, experience, and abilities; instead, the Company also prioritizes the diversity of the composition of the Board of Directors, based on the understanding that diversity – including gender, international experience, professional background, and age – will contribute to the promotion of the Company’s Group’s businesses and the supervision of management. In consideration of such factors as the future acceleration of the Company’s overseas development, as well as the characteristics of its businesses, the Company determined the areas (skills) that it particularly expected before selecting candidates for Directors.

Furthermore, the Company set forth the above policy in the “Basic Policy on Corporate Governance.”

◆ : Refers to areas (up to 3) that the Company particularly expects.

Name	Title	Attributes		Experience, knowledge, expertise, etc.							
		Gender	Independence	Corporate management	Finance, accounting	Legal affairs, risk management	Personnel affairs	International business	Sustainability	Technology	Marketing
Shinsuke Sakimoto	Representative Director	Male		◆			◆		◆		
Susumu Muguruma	Director	Male		◆				◆			
Shinichiro Sato	Director	Male			◆		◆		◆		
Ryoji Fukaya	Director	Male								◆	◆
Hiroki Tomiyama	Outside Director	Male	●	◆							
Yoshihiko Takubo	Outside Director	Male	●	◆			◆		◆		
Kenji Fuma	Outside Director	Male						◆	◆		
Ibun Hirahara	Outside Director	Female	●				◆	◆	◆		

Name	Title	Attributes		Experience, knowledge, expertise, etc.							
		Gender	Independence	Corporate management	Finance, accounting	Legal affairs, risk management	Personnel affairs	International business	Sustainability	Technology	Marketing
Kenta Takami	Director (Member of the Audit and Supervisory Committee)	Male			◆						
Masahide Kamachi	Outside Director (Member of the Audit and Supervisory Committee)	Male	●		◆						
Takashi Goto	Outside Director (Member of the Audit and Supervisory Committee)	Male	●			◆					
Emi Omura	Outside Director (Member of the Audit and Supervisory Committee)	Female	●			◆		◆	◆		