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(Stock Exchange Code 4725)

March 8, 2024

(Starting date of the measures for electronic provision: March 5, 2024)

**To Shareholders with Voting Rights:**

Ryota Nishimori  
President and CEO  
CAC Holdings Corporation  
24-1, Nihonbashi-Hakozaki-cho, Chuo-ku, Tokyo

**NOTICE OF  
THE 58TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

The 58th Annual General Meeting of Shareholders of CAC Holdings Corporation (the “Company”) will be held for the purposes as described below.

The Company has taken measures for the electronic provision of materials for this General Meeting of Shareholders, and posted the matters to be provided electronically as the Notice of the 58th Annual General Meeting of Shareholders on the following website.

The Company’s website: [https://www.cac-holdings.com/eng/ir/shareholders\\_meeting.html](https://www.cac-holdings.com/eng/ir/shareholders_meeting.html)

In addition to the above, the matters to be provided electronically are disclosed on the following website.

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

To view the information thus disclosed, please access the website above, search for the Company by entering our company name or stock exchange code, and select “Basic information” and then “Documents for public inspection/PR information.”

We ask our shareholders to consider exercising their voting rights in advance either by mail or via the Internet, taking into consideration the status of COVID-19 and other infectious diseases and their own health condition on the date of the meeting.

If you are not attending the meeting, you can exercise your voting rights by either procedure described below. Please review the Reference Documents for the General Meeting of Shareholders contained in the matters to be provided electronically, and exercise your voting rights by no later than 5:30 p.m. on Tuesday, March 26, 2024, Japan time.

[Exercise of voting rights by mail]

Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by the exercise deadline set forth above.

[Exercise of voting rights via the Internet]

Please access to the Website to Exercise Voting Rights at <https://evote.tr.mufg.jp/>, and indicate your vote for or against the proposal following the instructions on the screen.

Please review the instructions under “Notes for exercising your voting rights via the Internet” described in pages 5 to 6 to exercise your voting rights.

- 1. Date and Time:** Wednesday, March 27, 2024 at 10:00 a.m. Japan time (Reception opens at 9:30 a.m.)
- 2. Place:** Boccia court, 1st floor, CAC Holdings Corporation’s head office building  
24-1, Nihonbashi-Hakozaki-cho, Chuo-ku, Tokyo

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 58th Fiscal Year (January 1, 2023 - December 31, 2023) 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 58th Fiscal Year (January 1, 2023 - December 31, 2023)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Seven (7) Directors

**4. Decisions Regarding the Convocation**

- (1) The Reference Documents for the General Meeting of Shareholders are also delivered to shareholders who have not requested delivery of a document.
- (2) A document that contains the matters to be provided electronically is delivered to shareholders who have requested delivery of such a document.
- (3) If you exercised your voting rights both in writing and via the Internet, the voting rights exercised via the Internet shall be treated as the valid vote.  
Additionally, if you exercised your voting rights for multiple times via the Internet, the voting rights exercised last shall be treated as the valid vote.
- (4) If neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form, it shall be deemed a vote of approval.
- (5) If you intend to exercise your voting rights by proxy, you may appoint one (1) other shareholder holding voting rights of the Company to act as your proxy pursuant to the provisions of Article 15 of the Articles of Incorporation of the Company. Please have your proxy submit your Voting Rights Exercise Form along with a written proof of his/her right of proxy at the reception desk.

1. Shareholders attending the meeting are kindly requested to wear face masks and take other measures to prevent infection while taking into consideration the status of infectious diseases in Japan and their own health condition.
2. When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
3. If the matters to be provided electronically are revised, the detail of such revisions will be posted on the relevant websites on which the matters are published.
4. Please be reminded that any person other than shareholders, such as a shareholders' proxy and a companion who are not shareholders themselves, shall not be allowed to attend the meeting.

# Notes for exercising your voting rights

## If you are not attending the meeting:

### Exercise of voting rights by mail

Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by the exercise deadline.

If you do not indicate your vote for or against a proposal on the Voting Rights Exercise Form, that vote shall be deemed a vote for the proposal.



**Exercise deadline: The Form must arrive by no later than 5:30 p.m. on Tuesday, March 26, 2024, Japan time.**

### Exercise of voting rights via the Internet

Please review the “Notes for exercising your voting rights via the Internet” below (pages 5 to 6), and indicate your vote for or against the proposal following the instructions on the screen.



**Exercise deadline: By no later than 5:30 p.m. on Tuesday, March 26, 2024, Japan time**



#### Exercise of voting rights using **smartphones**

You can exercise your voting rights by scanning the QR code on the Supplement Sheet (on the right side) of the Voting Rights Exercise Form **without entering your Login ID or temporary password.**

## If you are attending the meeting:

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



**Date and time of the meeting:  
Wednesday, March 27, 2024 at 10:00 a.m. Japan time**

# Notes for exercising your voting rights via the Internet

When exercising your voting rights via the Internet, please access the voting rights exercise website from your smartphone or personal computer, etc. and follow the instructions on the screen.

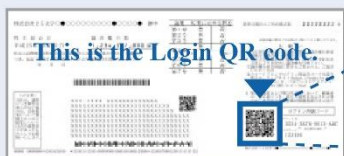
**Voting rights exercise deadline**  
By no later than 5:30 p.m. on Tuesday,  
March 26, 2024



## When using smartphones — How to scan the QR code

By scanning the Login QR code, you can log in to the website without entering your Login ID or temporary password.

### 1. Scan the QR code.



Supplement Sheet (on the right side) of the Voting Rights Exercise Form

Please scan the Login QR code on the Supplement Sheet (on the right side) of the enclosed Voting Rights Exercise Form using your smartphone.



### 2. Choose the method of exercising your voting rights.

When the screen for choosing the method of voting for or against the proposal appears, choose the method of exercising your voting rights.



### 3. Enter your vote for or against each proposal.

Enter your vote for or against each proposal following the instructions on the screen.



Follow the instructions on the screen to complete exercising your voting rights.

### To institutional investors:

If prior application is made for use of the electronic voting rights exercising platform operated by ICJ, Inc., you may exercise your voting rights via the platform.

\* QR code is a registered trademark of DENSO WAVE INCORPORATED.



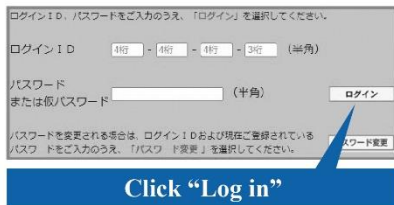
# How to enter your Login ID and temporary password

## 1. Access the voting rights exercise website



Click "To the next page"

## 2. Enter your Login ID and temporary password provided in your Supplement Sheet (on the right side) of the Voting Rights Exercise Form



Click "Log in"

Hereafter, please follow the instructions on the screen to exercise your vote.

Voting Rights Exercise Website  
<https://evote.tr.mufg.jp/>



### Cautions:

#### Handling of voting rights exercised for multiple times

- If you exercise your voting rights via the Internet, you do not need to vote by mail.
- If you exercised your voting rights both in writing and via the Internet, the voting rights exercised via the Internet shall be treated as the valid vote.
- If you exercised your voting rights for multiple times via the Internet, the voting rights exercised last shall be treated as the valid vote.

#### Website business hours:

- The website is unavailable from 2:30 a.m. through 4:30 a.m. every day.

### Inquiries about the system, etc.

Stock Transfer Agency Department (help desk),  
Mitsubishi UFJ Trust and Banking Corporation

Phone: 0120-173-027

(toll free, inquiries accepted from 9:00 a.m. to 9:00 p.m. (only within Japan))

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

We consider the return of profits to our shareholders to be an important business mission. From the second year of the medium-term management plan (from the fiscal year ended December 31, 2022 to the fiscal year ending December 31, 2025), we work under a basic policy of aiming for a dividend at a dividend on equity (DOE) of 5% level to further clarify the stance of shareholder return, and determine the amount while considering the performance of each quarter and economic circumstances. Under the policy, the Company would like to declare year-end dividend for the 58th fiscal year as described below.

1. Type of dividend:  
Cash dividend
2. Matters related to the allocation of assets to be paid as dividends and the total amount of dividends:  
The Company proposes paying a dividend of ¥40 per common share for a total of ¥696,626,480.
3. Effective date of payment of dividends from surplus:  
March 28, 2024

**Proposal 2: Election of Seven (7) Directors**

The terms of office of all seven (7) Directors will expire at the conclusion of this General Meeting of Shareholders. We therefore propose that seven (7) Directors be elected.

The candidates are as follows. The Board of Directors nominated the candidates based on the advice given by the Nomination Committee.

No.	Name	Gender	Positions	Responsibilities	Attendance at the Board of Directors meetings held during the fiscal year ended December 31, 2023 (Attendance Rate)
1	Reappointment Ryota Nishimori	Male	President and CEO		Attended 17 out of 17 meetings (100%)
2	Reappointment Akihiko Sako	Male	Chairman		Attended 17 out of 17 meetings (100%)
3	Reappointment Togo Shimizu	Male	Senior Managing Director and Executive Officer	Chairman of Strategic Investment Committee, Head - Corporate Management, and Senior Vice President, Corporate Div.	Attended 17 out of 17 meetings (100%)
4	Reappointment Mika Matsuo	Female	Director		Attended 17 out of 17 meetings (100%)
5	Reappointment Yuki Otsuki	Female	Director		Attended 17 out of 17 meetings (100%)
6	Reappointment Tatsuo Watanabe	Male	Director		Attended 13 out of 13 meetings (100%)
7	Reappointment Tatsuya Harada	Male	Director		Attended 12 out of 13 meetings (92.31%)

(Note) The figures of attendance by Mr. Tatsuo Watanabe and Mr. Tatsuya Harada at the Board of Directors meetings exclude the number of meetings held before they assumed office as Director.



No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Ryota Nishimori (December 18, 1967)  <u>Reappointment</u>	<p>April 1994    Joined Computer Applications Co., Ltd. (currently CAC Holdings Corporation)</p> <p>July 2007    General Manager, Corporate Planning Dept., the Company</p> <p>April 2009    Executive Officer and Vice President, Finance Business Unit, the Company</p> <p>January 2011    Director &amp; President &amp; Treasurer, CAC AMERICA CORPORATION</p> <p>April 2014    Transferred to CAC Corporation</p> <p>July 2014    President, Strategic Initiatives, Accel Frontline Limited (currently Inspirisys Solutions Limited)</p> <p>January 2016    Executive Officer, CAC Corporation</p> <p>March 2016    Director, the Company</p> <p>April 2016    Director and Executive Officer, CAC Corporation</p> <p>April 2016    Director, Head - Corporate Dept., Corporate Planning Dept., and Innovative Business Planning Dept., the Company</p> <p>January 2018    Director, Head- CAC, the Company</p> <p>January 2019    President and CEO, CAC Corporation (to present)</p> <p>January 2019    Director, Executive Officer, Head-Core ICT Domain, the Company</p> <p>March 2019    Managing Executive Officer, Head-Core ICT Domain, the Company</p> <p>March 2020    Director, Senior Executive Officer, Head-Core ICT Domain, the Company</p> <p>January 2021    President and CEO, the Company (to present)</p> <p>[Significant concurrent position] • President and CEO, CAC Corporation</p>	59,435
2	Akihiko Sako (June 15, 1960)  <u>Reappointment</u>	<p>April 1983    Joined Computer Applications Co., Ltd. (currently CAC Holdings Corporation)</p> <p>April 1999    General Manager, 1st Section, Financial System Dept., the Company</p> <p>March 2000    Executive Officer and General Manager, 1st Section, Financial System Dept., SI Div., the Company</p> <p>March 2005    Director, Executive Officer and Senior Vice President, Corporate Div., the Company</p> <p>March 2008    Director, Managing Executive Officer and Senior Vice President, Corporate Planning Div., the Company</p> <p>January 2011    President and CEO, the Company</p> <p>April 2014    President and CEO, CAC Corporation</p> <p>January 2021    Chairman, the Company</p> <p>March 2023    Chairman, the Company (to present)</p> <p>June 2023    Director, Japan Computer Information Service Employees' Pension Fund (to present)</p> <p>[Significant concurrent position] • Director, Japan Computer Information Service Employees' Pension Fund</p>	71,932
3	Togo Shimizu (September 28, 1956)  <u>Reappointment</u>	<p>April 1982    Joined the Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>April 2007    General Manager, Career Development Div., Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>April 2009    Executive Officer and General Manager, Executive Secretariat, Mizuho Corporate Bank, Ltd.</p> <p>April 2012    Managing Executive Officer and Joint Head of IT &amp; Systems Group, Mizuho Corporate Bank, Ltd.</p> <p>April 2013    Deputy President, Mizuho Information &amp; Research Institute, Inc.</p> <p>March 2019    Senior Managing Director, the Company</p> <p>January 2022    Senior Managing Director, Executive Officer in charge of Strategic Investment Dept., Chairman of Strategic Investment Committee and Head - India, the Company</p> <p>January 2023    Senior Managing Director, Executive Officer, Chairman of Strategic Investment Committee, Head - Corporate Management, and Senior Vice President, Corporate Div., the Company (to present)</p>	32,293

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Mika Matsuo (May 29, 1961)  <u>Reappointment</u>	<p>June 1987 Quality Director &amp; Organizational Learning Director, Citibank, N. A., Global Consumer Bank Japan</p> <p>September 2001 Asia Pacific, Master Black Belt, Six Sigma Solutions, J. P. Morgan Chase &amp; Co.</p> <p>August 2002 Head of Human Resources Dept., The Tokyo Star Bank, Limited</p> <p>August 2008 Head of Asia Pacific Human Resources &amp; Senior Vice President, Moody's Japan K.K.</p> <p>April 2010 Executive Officer &amp; Chief of Staff, The Tokyo Star Bank, Limited</p> <p>September 2011 Executive Officer &amp; Chief Human Resources Officer, Chartis Far East Holdings KK (currently AIG Japan Holdings KK)</p> <p>January 2018 Director, Executive Officer &amp; Chief Human Resources Officer, AIG Japan Holdings KK</p> <p>February 2020 Executive Advisor, Asahi Group Holdings, Ltd. (to present)</p> <p>March 2021 Director, the Company (to present)</p> <p>March 2022 Independent Director, Supervisory Committee Member, SEMBA CORPORATION (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Executive Advisor, Asahi Group Holdings, Ltd.</li> <li>• Independent Director, Supervisory Committee Member, SEMBA CORPORATION</li> </ul>	0
5	Yuki Otsuki (February 9, 1986)  <u>Reappointment</u>	<p>April 2011 Trainee Doctor, Hitachi, Ltd. Hitachinaka General Hospital</p> <p>April 2012 Trainee Doctor, Tokyo Medical and Dental University, Medical Hospital</p> <p>April 2013 Full-time Industrial Physician, TOSHIBA CORPORATION</p> <p>April 2015 Doctor, Department of Dermatology, Tokyo Medical and Dental University, Medical Hospital</p> <p>April 2015 Full-time Industrial Physician, Tokyo Business Service Co., Ltd. (to present)</p> <p>July 2015 Doctor, Department of Dermatology, Shonan Fujisawa Tokushukai Hospital</p> <p>December 2015 Director, Labo Metrica Co., Ltd. (to present)</p> <p>August 2017 Associate Professor, Department of Dermatology, Tokyo Medical and Dental University, Medical Hospital</p> <p>September 2018 Chief Physician, Department of Dermatology, Soka Municipal Hospital</p> <p>March 2021 Director, the Company (to present)</p> <p>January 2023 Representative Director, Medical Perch Co., Ltd. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Full-time Industrial Physician, Tokyo Business Service Co., Ltd.</li> <li>• Representative Director, Medical Perch Co., Ltd.</li> </ul>	0

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Tatsuo Watanabe (June 11, 1964)  <u>Reappointment</u>	<p>April 1987    Joined SUMITOMO LIFE INSURANCE COMPANY</p> <p>February 2004    Director, Soleil Soul Co., Ltd. (to present)</p> <p>June 2004    Full-time Auditor, All About, Inc.</p> <p>October 2012    Director, Japan Open Innovation Network (to present)</p> <p>June 2014    Auditor, All About Life Marketing, Inc. (to present)</p> <p>March 2016    Outside Director, Audit and Supervisory Committee Member, WirelessGate, Inc. (to present)</p> <p>August 2016    Outside Director, Hoshino Co., Ltd.</p> <p>June 2020    Auditor, internet infinity INC. (to present)</p> <p>June 2020    External Director, CELM Inc.</p> <p>March 2021    Outside Director, ORJ Inc. (to present)</p> <p>March 2023    Director, the Company (to present)</p> <p>June 2023    Outside Director, Audit and Supervisory Committee Member, All About, Inc. (to present)</p> <p>June 2023    External Director, Audit and Supervisory Committee Member, CELM Inc. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Outside Director, Audit and Supervisory Committee Member, WirelessGate, Inc.</li> <li>• Auditor, internet infinity INC.</li> <li>• Outside Director, Audit and Supervisory Committee Member, All About, Inc.</li> <li>• External Director, Audit and Supervisory Committee Member, CELM Inc.</li> </ul>	0
7	Tatsuya Harada (June 14, 1972)  <u>Reappointment</u>	<p>April 2001    Research Fellowship for Young Scientists (PD), Japan Society for the Promotion of Science</p> <p>September 2001    Visiting Scientist, Carnegie Mellon University</p> <p>December 2001    Research Associate, Information Science and Technology (IST), The University of Tokyo</p> <p>April 2006    Lecturer, IST, The University of Tokyo</p> <p>April 2009    Associate Professor, IST, The University of Tokyo</p> <p>April 2013    Professor, IST, The University of Tokyo</p> <p>October 2016    Team Leader, Center for Advanced Intelligence Project, RIKEN (to present)</p> <p>November 2017    Visiting Professor, Research Center for Medical Bigdata, National Institute of Informatics (to present)</p> <p>September 2019    Professor, Research Center for Advanced Science and Technology, The University of Tokyo (to present)</p> <p>March 2023    Director, the Company (to present)</p> <p>August 2023    Advisor to the President, RIKEN (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Professor, Research Center for Advanced Science and Technology, The University of Tokyo</li> <li>• Advisor to the President and Team Leader, Center for Advanced Intelligence Project, RIKEN</li> <li>• Visiting Professor, Research Center for Medical Bigdata, National Institute of Informatics</li> </ul>	0

(Notes)

1. The name in the family register of Ms. Mika Matsuo is Mika Sekiguchi.
2. There are no special interests between each candidate for Director and the Company.
3. Ms. Mika Matsuo, Ms. Yuki Otsuki, Mr. Tatsuo Watanabe, and Mr. Tatsuya Harada are candidates for Outside Directors.
4. Ms. Mika Matsuo, who possesses abundant experience in corporate management as charged with the HR function, has been fulfilling her role appropriately through providing opinions and advice to ensure adequacy and appropriateness of decision-making by the Board of Directors. Expecting that she will leverage her experience and skills to provide advice for decision-making by the Board of Directors, the Company recommends that she be elected as Outside Director. The term of office of Ms. Mika Matsuo as Outside Director will be three (3) years at the conclusion of this General Meeting of Shareholders.
5. Ms. Yuki Otsuki, who possesses abundant experience as an industrial physician in such areas as work environment improvement and mental health management, has been fulfilling her role appropriately through providing opinions and advice to ensure adequacy and appropriateness of decision-making by the Board of Directors and providing advice on promoting the

- health and productivity management. Expecting that she will leverage her experience and skills to provide advice for decision-making by the Board of Directors, the Company recommends that she be elected as Outside Director. The term of office of Ms. Yuki Otsuki as Outside Director will be three (3) years at the conclusion of this General Meeting of Shareholders.
6. Mr. Tatsuo Watanabe, who possesses abundant experience in corporate management and other duties gained over many years, has been fulfilling his role appropriately through providing opinions and advice to ensure adequacy and appropriateness of decision-making by the Board of Directors. Expecting that he will leverage his experience and skills to provide advice for decision-making by the Board of Directors, the Company recommends that he be elected as Outside Director. The term of office of Mr. Tatsuo Watanabe as Outside Director will be one (1) year at the conclusion of this General Meeting of Shareholders.
  7. Mr. Tatsuya Harada has been fulfilling his role appropriately through providing opinions and advice to ensure adequacy and appropriateness of decision-making by the Board of Directors, mainly based on his profound knowledge as a specialist in advanced technology. Expecting that he will leverage his experience and skills to provide advice for decision-making by the Board of Directors, the Company recommends that he be elected as Outside Director. The term of office of Mr. Tatsuya Harada as Outside Director will be one (1) year at the conclusion of this General Meeting of Shareholders.
  8. The Company has entered into agreements with Outside Directors Ms. Mika Matsuo, Ms. Yuki Otsuki, Mr. Tatsuo Watanabe, and Mr. Tatsuya Harada to limit their liability pursuant to Article 427, Paragraph 1 of the Companies Act. Subject to their reappointment, the Company intends to continue the above-mentioned agreements with them.  
The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by Article 425, Paragraph 1 of the Companies Act.
  9. The Company has entered into a directors' and officers' liability insurance policy with an insurance company and intends to renew it in April 2024. The policy covers expenses and damage payments to be borne by insured persons arising from third party litigations, derivative lawsuits, and corporate litigations.  
However, there are grounds for exemptions. For example, losses or damage an insured person has caused intentionally or with gross negligence will not be covered.  
If the candidates for Directors assume office, they will become insured persons under the insurance policy.
  10. The Company has designated Ms. Mika Matsuo, Ms. Yuki Otsuki, Mr. Tatsuo Watanabe, and Mr. Tatsuya Harada as independent officers prescribed by the Tokyo Stock Exchange, Inc. and registered them as such at the Tokyo Stock Exchange, Inc. Subject to their reappointment as Directors, the Company will reappoint them as independent officers.

(Reference)

If all candidates listed in this Notice of the Annual General Meeting of Shareholders are elected as proposed, the Company's Board of Directors, including Corporate Auditors who are not up for election this time, will comprise members with the following skills:

Name	Business management	Finance	Legal affairs/ risks/ governance	IT/ technological trends/products	Global experience	Personnel affairs/ human resource development/ health and productivity management	Society/ environment/ sustainability	Business development/ sales/marketing
Ryota Nishimori	•			•	•	•	•	•
Akihiko Sako	•				•	•	•	•
Togo Shimizu		•			•	•		•
Mika Matsuo					•	•	•	
Yuki Otsuki						•	•	
Tatsuo Watanabe	•	•	•					
Tatsuya Harada				•				
Masaaki Yoshida		•	•					
Kazuki Kawamata				•				•
Hirokazu Honda			•		•			
Yuichi Ishino	•	•			•			•