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(Stock Exchange Code 6059)

June 10, 2024

(Starting date of the measures for electronic provision: June 4, 2024)

**To Shareholders with Voting Rights:**

Takehiro Yamamoto  
President and Representative Director  
UCHIYAMA HOLDINGS Co., Ltd.  
10-10, 2-chome, Kumamoto, Kokurakita-ku,  
Kitakyushu, Fukuoka, Japan

**NOTICE OF  
THE 18TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially notified that the 18th Annual General Meeting of Shareholders of UCHIYAMA HOLDINGS Co., Ltd. (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 on the following website as “Notice of the 18th Annual General Meeting of Shareholders” (in Japanese only).

The Company’s website: <https://uchiyama-gr.jp/>

In addition to the above, the materials 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 above website, search for us by entering our company name or stock exchange code, and select “Basic information” and then “Documents for public inspection/PR information.”

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Tuesday, June 25, 2024, Japan time.

- 1. Date and Time:** Wednesday, June 26, 2024 at 10:00 a.m. Japan time
- 2. Place:** Banquet hall HISHO on the fifth floor, JR KYUSHU STATION HOTEL KOKURA located at 1-1, 1-chome, Asano, Kokurakita-ku, Kitakyushu, Fukuoka, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company’s 18th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company’s 18th Fiscal Year (April 1, 2023 - March 31, 2024)

**Proposals to be resolved:**

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Partial Amendments to the Articles of Incorporation

**Proposal 3:** Election of 6 Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal 4:** Election of 2 Directors Who Are Audit and Supervisory Committee Members

- ⊙ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ⊙ If neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form, it shall be deemed a vote of approval for the proposal.
- ⊙ There is no distribution of souvenirs to our shareholders attending the meeting. We sincerely appreciate your understanding.
- ⊙ Any updates to the matters to be provided electronically will be posted on the relevant websites.
- ⊙ Numbering of the items on the documents that have been sent is identical to that on the matters to be provided electronically.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### **Proposal 1:** Appropriation of Surplus

Considering the enhancement of management structure and future business development and others, as well as internal reserve, the Company proposes to pay the following as the year-end dividend for the fiscal year 2023:

- (1) Type of dividend assets  
Cash
- (2) Appropriation of dividend property to shareholders and total amount  
¥5 per share of common stock, for a total of 97,200,165 yen
- (3) Effective date of distribution of surplus  
June 27, 2024

**Proposal 2:** Partial Amendments to the Articles of Incorporation

(1) Reasons for proposal

In accordance with the business expansion of the Company group, the amendment is to add a business purpose to Article 2 (Purpose) of the current Articles of Incorporation.

(2) Details of the amendments

The Company proposes the following amendments to the current Articles of Incorporation (underlined sections indicate changes):

Current Articles of Incorporation	Proposed Amendments
Article 1 (Omitted)	Article 1 (Unchanged)
(Purpose)	(Purpose)
Article 2 (Omitted)	Article 2 (Unchanged)
1 - <u>9</u> (Omitted)	1 - 8 (Unchanged)
(Newly established)	<u>9 Non-life insurance agency business</u>
	<u>10</u> All operations incidental to each of the above

**Proposal 3:** Election of 6 Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 6 Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we request the appointment of 6 Directors who are not Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has judged that each candidate is suitable for the position of Director of the Company based on the evaluation of their business execution, performance, etc. during the fiscal year 2023.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
1	Fumiharu Uchiyama (April 12, 1941)	<p>June 1971 President and Representative Director of Uchiyama Building Co., Ltd.</p> <p>October 1984 President and Representative Director of Uchiyama Urbest Co., Ltd. (currently Bonheure Corporation)</p> <p>October 1984 Director of Bonheure Corporation</p> <p>March 1987 President and Representative Director of House Twenty-two Co., Ltd.</p> <p>February 1998 Director of Kouno LLC.</p> <p>December 2004 President and Representative Director of Sawayaka Club Co., Ltd.</p> <p>October 2006 President and Representative Director of the Company</p> <p>November 2009 President and Representative Director of Sawayaka Amanogawa Co., Ltd. (currently Sawayaka Club Co., Ltd.)</p> <p>April 2021 Chairman and Representative Director of the Company (current position) Chairman and Representative Director of Sawayaka Club Co., Ltd. (current position) Chairman and Representative Director of Bonheure Corporation (current position) (to present)</p> <p>[Significant concurrent positions] Chairman and Representative Director of Sawayaka Club Co., Ltd. Chairman and Representative Director of Bonheure Corporation</p>	1,999,317
<p>[Reason for nomination as a candidate for Director] As a founder, the candidate has been engaged in the management of the Group for many years since its foundation and built the foundation of the present Group. The Company expects that, for the Group to achieve further growth and development, the role to be performed by his leadership and wealth of experience would be significant, and has thus made him again a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
2	Takehiro Yamamoto (January 30, 1971)	<p>July 1994 Joined Saito LLC</p> <p>March 2002 Director of NOA LLC</p> <p>March 2002 Director of Kouno LLC.</p> <p>March 2002 Director of ZEN Corporation Co., Ltd.</p> <p>February 2004 Corporate Auditor of Uchiyama Building Co., Ltd.</p> <p>November 2005 Senior Managing Director of Bonheure Corporation</p> <p>October 2006 Senior Managing Director of the Company</p> <p>March 2008 Senior Managing Director and General Manager of Corporate Planning Office of the Company</p> <p>June 2010 Senior Managing Director of Sawayaka Club Co., Ltd.</p> <p>June 2020 Representative Senior Managing Director and General Manager of Corporate Planning Office of the Company Representative Senior Managing Director of Sawayaka Club Co., Ltd.</p> <p>April 2021 President and Representative Director of the Company (current position) President and Representative Director of Sawayaka Club Co., Ltd. (current position)</p> <p>January 2022 Representative Komisaris of PT.Sawayaka Fujindo Indonesia (current position) (to present)</p> <p>[Significant concurrent positions] President and Representative Director of Sawayaka Club Co., Ltd. Representative Komisaris of PT.Sawayaka Fujindo Indonesia</p>	18,154
<p>[Reason for nomination as a candidate for Director]</p> <p>After being engaged mainly in promoting IPO and medium-term management plan, as well as IR, as a head of the corporate planning division, the candidate has served as President and Representative Director of the Company since April 2021. Based on his wealth of experience and achievements, the Company expects that he is an appropriate person for Director of the Company who will contribute to enhancing the Group's corporate value, and has thus made him again a candidate for Director.</p>			
3	Shigemi Utano (June 28, 1965)	<p>September 1990 Joined Uchiyama Building Co., Ltd.</p> <p>June 1994 Director of AMENITY Co., Ltd.</p> <p>October 1995 Director of ZEN Corporation Co., Ltd.</p> <p>January 1998 Director of Uchiyama Building Co., Ltd.</p> <p>November 2005 Senior Managing Director of Bonheure Corporation</p> <p>October 2006 Senior Managing Director of the Company (current position)</p> <p>April 2011 President and Representative Director of Bonheure Corporation (current position) (to present)</p> <p>[Significant concurrent position] President and Representative Director of Bonheure Corporation</p>	64,748
<p>[Reason for nomination as a candidate for Director]</p> <p>The candidate serves as President and Representative Director of Bonheure Corporation, one of the principal business companies of the Group. He has been engaged in the Real Estate Business, Karaoke Business and Restaurant Business for many years, and has experience and achievements in these fields. The Company expects that he would continue to execute duties as a Director of the Company appropriately, based on these experiences and insight regarding overall management, and has thus made him again a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
4	Kenji Kawamura (August 30, 1961)	August 2003 Joined Kouno LLC. June 2005 Director of Sawayaka Club Co., Ltd. October 2006 Director of the Company June 2021 Director (Audit and Supervisory Committee Member) of the Company Corporate Auditor of Sawayaka Club Co., Ltd. Corporate Auditor of Bonheure Corporation June 2022 Director of the Company (current position) Director of Sawayaka Club Co., Ltd. (current position) (to present) [Significant concurrent position] Director of Sawayaka Club Co., Ltd.	17,661
[Reason for nomination as a candidate for Director] The candidate has been engaged in the Nursing Care Business, one of the Group's principal segments, for many years. In addition, he has a wealth of working experience at medical institutions, along with broad knowledge and expertise covering both fields of long-term care and medical care. Drawing on these experiences and achievements, the Company has determined that he would appropriately execute duties as a Director of the Company, and has thus made him again a candidate for Director.			
5	Koji Futamura (January 15, 1976)	May 1996 Joined Bonheure Corporation March 2002 Director of NOA LLC March 2002 Director of Kouno LLC. March 2002 Director of ZEN Corporation Co., Ltd. November 2005 Managing Director of Bonheure Corporation June 2010 Director of the Company (current position) April 2011 Senior Managing Director of Bonheure Corporation (current position) (to present) [Significant concurrent position] Senior Managing Director of Bonheure Corporation	33,356
[Reason for nomination as a candidate for Director] The candidate has been engaged in the Karaoke Business and Restaurant Business, the Group's principal segments, for many years. He is well-versed in the store operation of karaoke and restaurant, and has a wealth of experience and achievements. The Company expects that he would continue to execute duties as a Director of the Company appropriately, and has thus made him again a candidate for Director.			
6	Koujiro Kubota (February 7, 1966)	December 1994 Joined Uchiyama Urbest Co., Ltd. (currently Bonheure Corporation) October 2006 General Manager of Accounting Department of the Company (current position) June 2021 Director of the Company (current position) Director of Sawayaka Club Co., Ltd. (current position) Director of Bonheure Corporation (current position) (to present) [Significant concurrent positions] Director of Sawayaka Club Co., Ltd. Director of Bonheure Corporation	7,482
[Reason for nomination as a candidate for Director] The candidate, who currently serves as General Manager of Accounting Department, has acquired a wealth of experience and a wide range of knowledge through his involvement with the Real Estate Business and the Nursing Care Business since joining the Company. In addition, the Company expects that he would implement the Company's corporate philosophy accurately, fairly and efficiently and contribute to maintaining the soundness of the Company and improving the medium-to-long-term corporate value, and has thus made him again a candidate for Director.			

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. The Company has entered into a directors and officers liability insurance contract with an insurance company. The insurance covers expenses for litigation such as derivative lawsuits and legal damages to be borne by insureds. Each candidate will be insured under the insurance contract. The Company plans to renew the contract with the same details at the next renewal.
3. The number of shares of the Company held by each candidate for Director does not include shares held under the Uchiyama Holdings Officer Shareholding Association.

**Proposal 4:** Election of 2 Directors Who Are Audit and Supervisory Committee Members

The terms of office of Directors who are Audit and Supervisory Committee Members, Mr. Nobuyuki Yoshioka and Mr. Yasuo Kamio, will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we request the appointment of 2 Directors who are Audit and Supervisory Committee Members. The Audit and Supervisory Committee has previously given its approval to this proposal. The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities at the Company and significant concurrent positions	Number of shares of the Company held
1	Nobuyuki Yoshioka (January 2, 1956)	<p>March 2002 Office Manager of Social Welfare Corporation Sawayaka            October 2006 Director of the Company            March 2007 Director of Sawayaka Club Co., Ltd.            June 2022 Director (Audit and Supervisory Committee Member) of the Company (current position)            Corporate Auditor of Sawayaka Club Co., Ltd. (current position)            Corporate Auditor of Bonheure Corporation (current position)</p> <p>[Significant concurrent positions]            Corporate Auditor of Sawayaka Club Co., Ltd.            Corporate Auditor of Bonheure Corporation</p>	26,818
<p>[Reason for nomination as a candidate for Director]            The candidate has been engaged in the Nursing Care Business, one of the Group's principal segments, for many years. He is a certified Long-Term Care Support Specialist and has a wealth of work experience and professional knowledge in the field of long-term care. He has served as Director who is an Audit and Supervisory Committee Member since June 2022. The Company has determined that he would be able to adequately fulfill the duties of Director who is an Audit and Supervisory Committee Member by utilizing his experience and deep insight, and has thus made him again a candidate.</p>			
2	Yasuo Kamio (December 17, 1967)	<p>October 1994 Joined Century Audit Corporation (currently KPMG AZSA LLC)            January 2013 Joined Kamio and Partners            January 2013 Established Kamio Yasuo CPA Office (current position)            August 2015 Representative member of Kamio and Partners (current position)            May 2019 Corporate Auditor of KYOKUTO Co., Ltd. (current position)            June 2020 Director (Audit and Supervisory Committee Member) of the Company (current position) (to present)</p> <p>[Significant concurrent positions]            Representative of Kamio Yasuo CPA Office            Representative member of Kamio and Partners            Corporate Auditor of KYOKUTO Co., Ltd.</p>	8,000
<p>[Reason for nomination as a candidate for Outside Director and overview of expected roles]            The candidate has past experience of serving at a major auditing company as a certified public accountant, and has a high level of views and experiences. He has also been involved in practice of corporate accounting for many years, therefore, although he does not have experience of being directly involved in corporate management, the Company has determined that he would be able to continue to adequately fulfill the duties of Outside Director who is an Audit and Supervisory Committee Member of the Company, and has thus made him again a candidate. After his election, he is expected to execute duties as an Outside Director who is an Audit and Supervisory Committee Member of the Company by utilizing his professional knowledge in accounting as a certified public accountant and a tax accountant.</p>			



(Notes)

1. There are no special interests between each candidate for Director who is an Audit and Supervisory Committee Member and the Company.
2. Under Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Mr. Nobuyuki Yoshioka and Mr. Yasuo Kamio to limit the liability for damages of Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreements is the amount set forth by laws and regulations. If this proposal is approved at this General Meeting of Shareholders, the Company plans to continue with the agreements with Mr. Nobuyuki Yoshioka and Mr. Yasuo Kamio.
3. Mr. Yasuo Kamio is a candidate for Outside Director who is an Audit and Supervisory Committee Member. The term of office of Mr. Yasuo Kamio as Outside Director who is an Audit and Supervisory Committee Member will be 4 years.
4. The Company has entered into a directors and officers liability insurance contract with an insurance company. The insurance covers expenses for litigation such as derivative lawsuits and legal damages to be borne by insureds. Each candidate will be insured under the insurance contract. The Company plans to renew the contract with the same details at the next renewal.
5. Mr. Yasuo Kamio is a candidate for Outside Director who is an Audit and Supervisory Committee Member. The Company has submitted him to the Tokyo Stock Exchange as an Independent Director as stipulated by the Exchange.
6. The number of shares of the Company held by each candidate for Director who is an Audit and Supervisory Committee Member does not include shares held under the Uchiyama Holdings Officer Shareholding Association.

[Reference]

Expertise and experience of the Company's Directors and Directors who are Audit and Supervisory Committee Members (Skill Matrix)

(Assuming that the election of each candidate for Director is approved at this General Meeting of Shareholders)

No.	Category	Name	Gender	Current Position	Date of Appointment as Director	Corporate Management and Business Strategy	Corporate Governance
1	Inside	Fumiharu Uchiyama	Male	Chairman and Representative Director	October 2, 2006	○	○
2	Inside	Takehiro Yamamoto	Male	President and Representative Director	October 2, 2006	○	○
3	Inside	Shigemi Utano	Male	Senior Managing Director	October 2, 2006	○	○
4	Inside	Kenji Kawamura	Male	Director	June 23, 2022	○	○
5	Inside	Koji Futamura	Male	Director	June 28, 2010	○	○
6	Inside	Koujiro Kubota	Male	Director	June 24, 2021	○	○
7	Inside	Nobuyuki Yoshioka	Male	Director (Audit and Supervisory Committee Member)	June 23, 2022	○	○
8	Outside	Mamoru Sumikawa	Male	Outside Director (Audit and Supervisory Committee Member)	June 27, 2017	○	○
9	Outside	Shinichiro Kishimoto	Male	Outside Director (Audit and Supervisory Committee Member)	June 27, 2017	○	○
10	Outside	Yasuo Kamio	Male	Outside Director (Audit and Supervisory Committee Member)	June 24, 2020	○	○

No.	Finance and Accounting	Legal Affairs	Human Resource Development	Sales and Marketing	Customer Satisfaction	M&A	Audit and Supervisory
1			○	○	○	○	
2	○	○	○	○	○	○	
3		○	○	○	○	○	
4		○		○	○		○
5		○	○	○	○		
6	○	○	○				
7		○	○		○		○
8	○	○					○
9	○	○					○
10	○	○					○