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(Securities Code 2418)
March 12, 2026
(Commencement Date of Electronic Provision of Documents: March 6, 2026)

To Shareholders with Voting Rights:

Masayuki Tsukada
President and CEO
TSUKADA GLOBAL HOLDINGS Inc.
1-16-1 Kaigan, Minato-ku, Tokyo, Japan

NOTICE OF
THE 31ST ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to inform you that the 31st Annual General Meeting of Shareholders of TSUKADA GLOBAL HOLDINGS Inc. (the "Company") will be held for the purposes as described below.

The Company has taken measures to provide documents electronically for this General Meeting of Shareholders, and matters to be provided electronically have been posted on the website below.

The Company's website: https://www.tsukada-global.holdings/en/ir/stock/meeting.html

In addition to the website above, the information has been posted on the website of Tokyo Stock Exchange, Inc. (TSE). Please access the TSE website (TSE Listed Company Search) below, enter the issue name (company name) or securities code for search, and select "Basic Information" and "Documents for Public Inspection / PR Information."

TSE website https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

If not attending the meeting on the day, you may exercise your voting rights via the internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders included in the matters to be provided electronically, and exercise your voting rights no later than 6:00 p.m. on Friday, March 27, 2026 (JST).

1. **Date and Time:** Monday, March 30, 2026, at 10:00 a.m. (JST)
2. **Place:** Grand Central, 1F, The Strings Omotesandoh
   3-6-8, Kita-Aoyama, Minato-ku, Tokyo, Japan
   *Please note there will be no souvenirs for attendees.
3. **Meeting Agenda:**
   Matters to be reported:
   1. The Business Report, Consolidated Financial Statements for the Company's 31st fiscal term (from January 1, 2025 to December 31, 2025) and results of audits by the Financial Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
   2. Non-consolidated Financial Statements for the Company's 31st fiscal term (from January 1, 2025 to December 31, 2025)

   Proposals to be resolved:
   <Company Proposals>
   Proposal 1: Appropriation of Surplus
   Proposal 2: Election of Six Directors
   <Shareholder Proposal>
   Proposal 3: Appropriation of Surplus

4. Guidance for Exercise of Voting Rights

(1) If approval or disapproval for each proposal is not indicated on the Voting Rights Exercise Form, it will be deemed that approval is indicated for each company proposal and disapproval is indicated for the shareholder proposal.

(2) If a shareholder of the Company exercises his/her voting rights by proxy pursuant to the provisions of Article 15 of the Company's Articles of Incorporation, the shareholder may authorize one other shareholder with voting rights to exercise his/her voting rights. In this case, please submit a document certifying the authority of representation.

(3) If you exercise your voting rights in writing, please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it to us by no later than 6:00 p.m. on Friday, March 27, 2026.

(4) If you exercise your voting rights via the internet, please refer to "Procedures for Exercising Voting Rights via the Internet" on page 3 and exercise your voting rights no later than 6:00 p.m. on Friday, March 27, 2026.

(5) If you exercise your voting rights twice, once in writing and via the internet, those exercised via the internet shall be deemed valid. Also, if you exercise your voting rights more than once via the internet or using a personal computer and a smart phone, the vote exercised last shall be deemed valid.

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◎ If you are attending in person, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.

◎ If any revisions are made to the matters to be provided electronically, details of the revisions will be posted on the website where they are posted.

◎ In accordance with laws and regulations and provisions of Article 16 of the Company's Articles of Incorporation, the following matters are not included in paper copies sent to shareholders who have requested it. The paper copies are a part of the documents audited by the Audit & Supervisory Board Members and the Financial Auditor in preparing their respective audit reports.

- Consolidated Statements of Changes in Net Assets
- Notes on Consolidated Financial Statements
- Non-consolidated Statements of Changes in Net Assets
- Notes on Non-consolidated Financial Statements
- System to Ensure Appropriate Business Operations
- Overview of Status of Implementation of System to Ensure Appropriate Business Operations

Please note that page numbers and statements on reference pages of the paper copies sent to shareholders are the same as those of the matters to be provided electronically.
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<Procedures for Exercising Voting Rights via the Internet>

Please confirm the following matters before exercising your voting rights via the internet.
If you attend the meeting in person, you do not need to exercise your voting rights either by postal mail (Voting Rights Exercise Form) or via the internet.

1. Website for exercising voting rights
   (1) You can exercise your voting rights via the internet only by accessing the Company's designated website for exercising voting rights (https://evote.tr.mufg.jp/) via a personal computer or a smart phone. (Please note that this service is unavailable between the hours of 2:30 a.m. and 4:30 a.m. daily.)
   (2) You may not be able to exercise your voting rights depending on your internet connection environments: e.g., when you use a firewall, etc. for internet connection; when antivirus software is installed; when a proxy server is used; and when Transport Layer Security (TLS) encrypted communication is not designated.
   (3) Votes will be accepted via the internet until 6:00 p.m. on Friday, March 27, 2026. However, you are cordially requested to exercise your voting rights earlier, and call the Help Desk for any inquiries or questions.

2. How to exercise voting rights via the internet
   (1) Method via personal computer
   ・ On the website for exercising voting rights (https://evote.tr.mufg.jp/), please enter the "login ID" and "temporary password" that are indicated on the Voting Rights Exercise Form, and follow the on-screen guidance to enter whether you approve or disapprove each proposal.
   ・ You will be provided with a new "login ID" and "temporary password" each time a General Meeting of Shareholders is convened.
   (2) Method via smart phone
   ・ By scanning the "login QR code" indicated on the Voting Rights Exercise Form into your smart phone, you will be automatically connected to the website for exercising voting rights, where you will be able to exercise your voting rights.
   (You will not need to enter your "login ID" and "temporary password.")
   ・ You may not be able to log in using the QR code on certain types of smart phones. If you are unable to log in using the QR code, please exercise your voting rights via the method noted above in 2. (1) "Method via personal computer."
   *QR code is a registered trademark of DENSO WAVE INCORPORATED.

3. How multiple votes by the same shareholder will be handled
   (1) If you exercise your voting rights both in writing and via the internet, the internet vote shall be considered valid.
   (2) If you exercise your voting rights multiple times via the internet, the last vote cast shall be considered valid.

4. Fees incurred when you access the website for exercising voting rights
   Please note that any fees (internet connection charges, etc.) incurred when you access the website for exercising voting rights shall be borne by the shareholders in question.

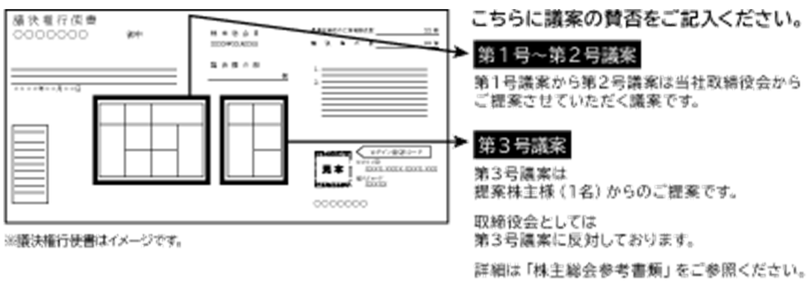
Inquiries about the system, etc. Securities Agency Division, Mitsubishi UFJ Trust and Banking Corporation (Help Desk) Telephone: 0120-173-027 (operating hours: 9:00 - 21:00; toll free, available only in Japan)

Electronic Voting Platform

Shareholders registered in the name of a trust and custody bank, etc. (including standing proxies) may use the Electronic Voting Platform operated by ICJ, Inc., a joint venture established by Tokyo Stock Exchange, Inc. and others, as an alternative electronic method other than the use of the internet as described above for exercising voting rights at the General Meeting of Shareholders of the Company, provided that they have already filed applications for the use of the said platform.

How to Complete the Voting Rights Exercise Form

For this Annual General Meeting of Shareholders, the Company has received a document from one shareholder concerning the exercise of shareholder proposal rights (hereinafter referred to as the 'Shareholder Proposal').
<u>The Board of Directors of the Company is opposed to the Shareholder Proposal.</u>
If you agree with the opinion of the Board of Directors, in the Approve/Disapprove column, please circle the character "賛" (Approve) for the company proposals and the character "否" (Disapprove) for the Shareholder Proposal.
If approval or disapproval for each proposal is not indicated for each proposal, it will be deemed that approval is indicated for each company proposal and disapproval is indicated for the Shareholder Proposal.



Examples of How to Indicate Your Vote
The following are examples of how to indicate approval or disapproval on the Voting Rights Exercise Form.

Reference Documents for the General Meeting of Shareholders

Proposals and References

<Company Proposals (Proposal 1 and Proposal 2)>

Proposal 1: Appropriation of Surplus

Taking into consideration the business performance during this fiscal year and future business development, etc., the Company proposes the year-end dividend for this fiscal year as follows:

<Year-End Dividends>

(1) Type of dividend property

Cash

(2) Matters related to allocation of dividend property and total amount thereof

Dividend per share of the Company's common stock:	¥6
Total amount of dividends:	¥284,078,796

(3) Effective date of dividends from surplus

March 31, 2026

Proposal 2: Election of Six Directors

The terms of office of six Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes that six Directors be elected.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions, assignments and important concurrent positions	Number of shares of the Company held
1	Masayuki Tsukada (June 21, 1946)	June 1997 President and CEO of the Company (to present) June 1999 CEO of Best Bridal Hawaii, Inc. (to present) August 2000 President and Representative Director of Best Planning Inc. (to present) October 2006 President and Representative Director of Acqua Grazie, Inc. (currently Best-Anniversary Inc.) February 2007 President and Director of PT. Tirtha Bridal (to present) January 2011 President and Representative Director of Hospitality Network Corporation (currently BEST HOSPITALITY Network Inc.) November 2013 President and Representative Director of Best Global, Inc. December 2013 Representative Director of Ecpark Pte. Ltd. (to present) February 2014 President and Representative Director of Best Bridal Inc. Successor Preparatory Company (currently Best Bridal Inc.) (to present) September 2014 President and Representative Director of FAJA, Inc. (currently BEST HERBS, Inc.) (to present) President and Representative Director of RAJA, Inc. (to present) January 2015 Manager of Best Resort LLC (to present) August 2015 Manager of BEST HOSPITALITY LLC (to present) January 2018 Chairman and CEO of Best-Anniversary Inc. (to present) May 2019 President and Representative Director of BEST LIFE STYLE Inc. July 2020 Manager of TGU LLC (to present) August 2020 President and Representative Director of Gloria Bridal Japan, Inc. (to present) June 2024 Managing Director of BT KALAKAUA, LLC (to present) November 2024 President of TGH-GEM LP (to present) President of TGH Palladian LP (to present) President of TGH GEM Glass House LP (to present) May 2025 President of Victory Hotel Dunhill HN Investors LLC (to present) President of Victory Hotel Dunhill HN Mezz LLC (to present)	7,067,700

Reasons for Nomination as a Candidate for Director

Masayuki Tsukada built the Tsukada Global Holdings Group seen today as the Company’s founder. He leads management with strong leadership as the Representative Director and provides guidance and advice from a broad perspective for the management in general. We nominated him as a candidate for Director to sustainably increase corporate value.

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="3">Career summary, positions, assignments and important concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="8">2</td><td rowspan="8">Keiko Tsukada
(December 7, 1951)</td><td>December</td><td>1995</td><td>Joined the Company</td><td rowspan="8">1,224,400</td></tr>
<tr><td>June</td><td>1997</td><td>Executive Managing Director of the Company (to present)</td></tr>
<tr><td>December</td><td>2002</td><td>Representative Director of Fine Expand Co., Ltd. (to present)</td></tr>
<tr><td>March</td><td>2005</td><td>President of Best Bridal Hawaii, Inc. (to present)</td></tr>
<tr><td>July</td><td>2007</td><td>General Manager of Marketing Division of the Company</td></tr>
<tr><td>July</td><td>2014</td><td>General Manager of Business Development Division of the Company</td></tr>
<tr><td>April</td><td>2016</td><td>Responsible for Business Development Division of the Company</td></tr>
<tr><td>May</td><td>2019</td><td>Director of BEST LIFE STYLE Inc. (to present)</td></tr>
<tr><td colspan="6"><u>Reasons for Nomination as a Candidate for Director</u>
Keiko Tsukada, since joining the Company in 1995, has engaged in predominately marketing related work for many years, contributed to value creation of various facilities and branding for the Group, and has abundant experience and knowledge related to management. We nominated her as a candidate for Director to sustainably increase corporate value.</td></tr>
<tr><td rowspan="11">3</td><td rowspan="11">Kento Tsukada
(February 13, 1989)</td><td>September</td><td>2014</td><td>Director of FAJA, Inc. (currently BEST HERBS, Inc.)
Director of RAJA, Inc.</td><td rowspan="11">777,200</td></tr>
<tr><td>February</td><td>2016</td><td>Managing Director of FAJA, Inc. (currently BEST HERBS, Inc.) (to present)</td></tr>
<tr><td>March</td><td>2016</td><td>General Manager of Planning & Development Division of the Company
Director of the Company (to present)</td></tr>
<tr><td>January</td><td>2018</td><td>President and Representative Director of Best-Anniversary Inc. (to present)</td></tr>
<tr><td>March</td><td>2018</td><td>Director of Best Planning Inc. (to present)</td></tr>
<tr><td>May</td><td>2019</td><td>Director of BEST LIFE STYLE Inc.</td></tr>
<tr><td>August</td><td>2019</td><td>Managing Director of RAJA, Inc. (to present)</td></tr>
<tr><td>August</td><td>2020</td><td>Director of Gloria Bridal Japan, Inc. (to present)</td></tr>
<tr><td>March</td><td>2021</td><td>Managing Director of BEST HOSPITALITY Network Inc. (to present)
Managing Director of Best Global, Inc. (to present)
Managing Director of BEST LIFE STYLE Inc. (to present)</td></tr>
<tr><td>March</td><td>2022</td><td>Responsible for Human Resources & General Affairs Division of the Company (to present)</td></tr>
<tr><td>March</td><td>2023</td><td>Managing Director of Best Bridal Inc. (to present)</td></tr>
<tr><td colspan="6"><u>Reasons for Nomination as a Candidate for Director</u>
Kento Tsukada has experience as a Director at our group companies, in addition to experience that includes new business development, and is a competent person who can reliably implement the Group governance sought for a holding company. In light of this, we nominated him as a candidate for Director to sustainably increase corporate value.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="3">Career summary, positions, assignments and important concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="14">4</td><td rowspan="14">Takashi Nishibori
(April 1, 1960)</td><td>April</td><td>1983</td><td>Joined Hitachi Zosen Corporation (currently Kanadevia Corporation)</td><td rowspan="14">2,000</td></tr>
<tr><td>March</td><td>1987</td><td>Joined Wako Securities Co., Ltd. (currently Mizuho Securities Co., Ltd.)</td></tr>
<tr><td>October</td><td>1996</td><td>Joined Weathernews Inc.</td></tr>
<tr><td>December</td><td>1999</td><td>Joined Big Store.Com Co., Ltd.</td></tr>
<tr><td>October</td><td>2001</td><td>Director of Finantec Co., Ltd.</td></tr>
<tr><td>March</td><td>2006</td><td>Outside Director of the Company (to present)</td></tr>
<tr><td>November</td><td>2007</td><td>Outside Director of ANAP Inc.</td></tr>
<tr><td>September</td><td>2011</td><td>President and Representative Director of JBI Inc. (to present)</td></tr>
<tr><td>March</td><td>2018</td><td>Outside Board Member of Gene Therapy Research Institution Co., Ltd.</td></tr>
<tr><td>November</td><td>2018</td><td>Outside Auditor of Yoshimura Package Partners Co. Ltd.</td></tr>
<tr><td>June</td><td>2021</td><td>Director of TNBI Inc. (to present)</td></tr>
<tr><td>March</td><td>2022</td><td>Outside Director of GATES GROUP CO., LTD. (to present)</td></tr>
<tr><td>September</td><td>2023</td><td>Outside Director of HEYAGOTO Co., Ltd. (to present)</td></tr>
<tr><td>October</td><td>2023</td><td>Outside Director of ZEUS enterprise Co., Ltd. (to present)</td></tr>
<tr><td colspan="6"><u>Reasons for Nomination as a Candidate for Outside Director and Expected Role</u>
Takashi Nishibori has abundant experience and extensive knowledge concerning the field of corporate management as the manager of a consulting company. We nominated him as a candidate for Outside Director so that he will contribute to the enhancement of corporate governance by continuing to supervise the management of the Company and giving advice on the management of the Company in general. Since he took office as Outside Director of the Company in March 2006, his term of office is 20 years at the conclusion of this Annual General Meeting of Shareholders.</td></tr>
<tr><td rowspan="8">5</td><td rowspan="8">Takashi Terachi
(June 20, 1959)</td><td>April</td><td>1998</td><td>Professor at School of Business Administration at Kwansei Gakuin University (to present)</td><td rowspan="8">–</td></tr>
<tr><td>April</td><td>2011</td><td>Manager of Academic Affairs at Kwansei Gakuin University</td></tr>
<tr><td>April</td><td>2014</td><td>Dean of School of Business Administration at Kwansei Gakuin University</td></tr>
<tr><td>March</td><td>2016</td><td>Outside Director of the Company (to present)</td></tr>
<tr><td>October</td><td>2018</td><td>Outside Director of SHINMEI HOLDINGS CO., LTD. (to present)</td></tr>
<tr><td>March</td><td>2021</td><td>Outside Director of Aigran Holdings, Inc. (to present)</td></tr>
<tr><td>June</td><td>2023</td><td>Outside Director of Shokubun Co., Ltd. (to present)</td></tr>
<tr><td>January</td><td>2024</td><td>Outside Director of Adviser Navi Co., Ltd. (to present)</td></tr>
<tr><td colspan="6"><u>Reasons for Nomination as a Candidate for Outside Director and Expected Role</u>
Takashi Terachi has expertise and extensive knowledge as a university professor. We nominated him as a candidate for Outside Director so that he will contribute to the enhancement of corporate governance by giving advice on the management of the Company in general. Since he took office as Outside Director of the Company in March 2016, his term of office is ten years at the conclusion of this Annual General Meeting of Shareholders.</td></tr>
</table>

No.	Name (Date of birth)	Career summary, positions, assignments and important concurrent positions	Number of shares of the Company held
6	Hideto Nishitani (March 2, 1960)	April 1983 Joined Orient Leasing Co., Ltd. (currently ORIX Corporation) January 2011 Executive Officer of ORIX Corporation October 2012 Board Director of Houlihan Lokey Inc. January 2014 Managing Executive Officer of ORIX Corporation April 2015 CEO of ORIX Corporation USA September 2019 Managing Executive Officer and Assistant to CEO of ORIX Corporation July 2020 CEO of Virtuous Capital LLC (to present) March 2022 Outside Director of the Company (to present) June 2022 Outside Director of POCKETALK CORPORATION (to present) December 2024 Board Adviser of ARK Investment Management LLC (to present)	23,000
Reasons for Nomination as a Candidate for Outside Director and Expected Role Hideto Nishitani has abundant experience and extensive knowledge concerning investment, finance and M&A. We nominated him as a candidate for Outside Director so that he will contribute to the enhancement of corporate governance by supervising the Company's business related to investment, including overseas investment, and giving advice on the management of the Company in general from an international perspective. Since he took office as Outside Director of the Company in March 2022, his term of office is four years at the conclusion of this Annual General Meeting of Shareholders.			

Notes:

1. No special interest exists between the Company and any of the above candidates for Directors.
2. Masayuki Tsukada, a candidate for Director, is a parent company, etc. as defined in Article 2, Item 4-2 of the Companies Act.
3. Matters related to candidates for Outside Directors are as follows:
   (1) Takashi Nishibori, Takashi Terachi and Hideto Nishitani are candidates for Outside Directors. The Company has notified the Tokyo Stock Exchange, on which the Company is listed, of said candidates' designation as independent officers. If their reelection is approved in accordance with this proposal, the Company plans to continue the said notification.
   (2) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act and Article 29, Paragraph 2 of the Company's Articles of Incorporation, the Company has concluded an agreement with Takashi Nishibori, Takashi Terachi and Hideto Nishitani to limit liability for damages stipulated in Article 423, Paragraph 1 of the Act. If this proposal is approved, the Company plans to continue the said limited liability agreement. The maximum amount of liability for damages based on the said agreement shall be the minimum liability amount as stipulated in laws and regulations.
4. The Company has in effect a directors and officers liability insurance agreement stipulated in Article 430-3, Paragraph 1 of the Companies Act that insures all its Directors, and all insurance premiums are borne by the Company. This insurance agreement covers losses that may arise in the event that the Directors, the insured, are held liable, or incur a claim in pursuit of such liability, with regard to the performance of their duties.
   If the candidates take office as Directors, they will be insured by the insurance agreement, which is to be renewed on September 30, 2026.

<Shareholder Proposal (Proposal 3)>

Proposal 3 has been submitted by one shareholder (the "Proposing Shareholder") and is hereinafter referred to as the "Shareholder Proposal."

The following is the relevant section of the proposal document submitted by the Proposing Shareholder (the "Proposal Document"), reproduced as originally submitted except for formal adjustments.

Proposal 3: Appropriation of Surplus

[Details of proposal]

The appropriation of surplus shall be as follows. If the Board of Directors of the Company proposes the appropriation of surplus at this meeting, this proposal shall be proposed independently and additionally.

(1) Type of dividend property

Cash

(2) Dividend per share

Twenty percent (20%) of the Company's profit per share stated in the Company's Consolidated Earnings Report for the Fiscal Year Ended December 31, 2025, rounded down to the nearest yen ("20% of actual EPS,") less the interim dividend of 6 yen per share for the 31st fiscal year and the appropriation of surplus per share of the Company's stock proposed by the Board of Directors of the Company and approved at this Annual General Meeting of Shareholders.

(3) Matters related to allocation of dividend property and total amount thereof

Dividend per share of the Company's stock in (2) above (Total amount of dividends is calculated by multiplying the dividend per share by the total number of the Company's issued shares as of December 31, 2025 (excluding treasury stock)).

(4) Effective date of dividends of surplus

Date of the Annual General Meeting of Shareholders

(5) Commencement date of dividend payment

Three weeks after the business day immediately following the date of this meeting

[Reason for the proposal]

The Company is expected to maintain a high level of profitability as its bridal business continues to improve profitability and its hotel business continues to grow rapidly. Under these circumstances, the Company's net profit is expected to achieve a new record high for the two consecutive fiscal years ended December 31, 2024 and December 31, 2025. On the other hand, the Company's dividend payout ratio has been consistently declining, except for the extraordinary period of the COVID-19 pandemic. After peaking at 24.8% in the fiscal year ended December 31, 2016, it has continued to decline and is expected to fall below 8% in the fiscal year ended December 31, 2025.

The average payout ratio for companies listed on the TSE Prime, Standard, and Growth Markets in fiscal 2024 was 36.4%, and the Company's payout ratio may be considered markedly low in comparison. Value stocks with a stable earnings base tend to actively return profits to shareholders, and dividend payout ratios of 50% or more are not uncommon. Despite the Company being a value stock with high profitability compared to its peers in the same industries, its low level of shareholder returns is a matter that cannot be overlooked.

We have submitted improvement proposals and requests in writing, but the Board of Directors' written responses have stated only that it will 'consider' them. It has taken no concrete, effective actions and has failed to sincerely address the pressing issues at hand. Moreover, despite knowing that AOKI Holdings Inc., the Company's third largest shareholder (shareholding ratio as of December 31, 2023: 6.75%; as of December 31, 2024: 0%), was to sell all of its strategic cross-shareholdings, the Company took no measures to address the resulting deterioration in supply and demand.

As a result, the Company's stock price fell to a PER of 3.60 (4.95 excluding extraordinary income) as of December 5, 2025, one of the lowest levels among listed companies in the service industry, resulting in an abnormal divergence between profitability and the PER. This can be easily understood by comparing with the Company's peers as of the same date. In the bridal business, TAKE and GIVE. NEEDS Co., Ltd. had a PER of 37.08 and IKK Holdings Inc. 19.97, while in the luxury hotel business, the PER for Imperial Hotel, Ltd. was 84.63 and that of The Royal Hotel, Limited was 22.43.

In addition, PBR stood at 0.73 as of the same date and has remained consistently low at under 1.0. These figures are inconceivable as stock price indicators for a company that is expected to achieve record high profits for a second consecutive fiscal year and whose profit margins are generally higher than those of its competitors. It can be inferred that these stock price indicators stem from issues in management's approach toward minority shareholders.

Therefore, we ask the Company to improve this situation, conduct management that is conscious of stock prices, and implement measures to bring the dividend payout ratio closer to an appropriate level as soon as possible, to contribute to the enhancement of shareholder returns and corporate value. As a small first step in that direction, we propose that the Company pay a dividend of 20% of actual EPS. In addition, we advise the Company to divest most of its foreign currency-denominated financial assets and use part of the proceeds to raise its dividend payout ratio, while allocating most of the remainder to the partial repayment of interest-bearing debt and investments in the future.

Although the Company's business is driven by domestic demand, the existence of substantial foreign currency-denominated financial assets means that ordinary income is heavily influenced by movements in the USD/JPY exchange rate. This situation is undesirable as it may lead to misunderstandings among investors. This was evident in the results for the nine months ended September 30, 2024 (ordinary income fell to a loss of 917 million yen despite a three-fold expansion of operating income for the July–September quarter), announced on November 8, 2024, as well as the results for the three months ended March 31, 2025 (ordinary income fell by 60% despite a 74% increase in operating income for the January–March quarter), announced on May 9, 2025.

If we consider that part of the proceeds from the sale of financial assets could be used to raise the dividend payout ratio, even if a dividend of 20% of actual EPS were to be paid as per our proposal, it would be possible to smoothly implement growth investments for the Company's sustained growth. We also believe that it would be possible to secure flexible funds for strategic businesses, M&As, etc., and the funds necessary to continue core businesses.

In addition, according to a written response from the Company dated November 21, 2024, the Company stresses that "we will now fully focus on growth investments" and, at the same time, that "it is necessary to allocate cash to the repayment of interest-bearing debt" (quoted verbatim from the document), effectively asserting its desire to defer shareholder returns. However, if the Company were to divest the majority of its foreign currency-denominated financial assets, this single bold decision would simultaneously bring about four benefits, namely reducing borrowings from financial institutions, securing funds for business investment, eliminating the unsound situation in which financial results are affected by exchange rates, and securing funds for shareholder returns.

In its "Action to Implement Management That Is Conscious of Cost of Capital and Stock Price" announced on March 31, 2023, the Tokyo Stock Exchange (hereinafter referred to as "TSE") requests companies to conduct management that considers capital costs and stock prices and provides guidelines to the effect that delisting would be an option if a company wants to avoid that burden. Further, in the disclosed materials for the follow-up meeting that it held on August 19, 2024, TSE stated clearly that, in the TSE reforms, it would focus on "quality over quantity" and expressed the view that delisting would be an option if a company wishes to avoid an increase in shareholder returns through dialogue with investors, while promoting initiatives from the perspective of minority shareholder protection.

We sincerely hope that the Company, which has refused to engage in concrete and forward-looking dialogue and has continued to provide virtually no substantive response, will redress the current situation in which it is acting against TSE's market reforms and that it will sincerely address minority shareholders and the market.

[Opinion of the Board of Directors of the Company on Proposal 3]

<u>The Board of Directors of the Company opposes the Shareholder Proposal.</u>

The Company recognizes the return of profits to shareholders as one of its most important management issues and strives to realize stable and continuous returns to shareholders, while taking matters such as financial soundness, investment for growth, and changes in the business environment into comprehensive account.

The purpose of the Shareholder Proposal is to require the payment of dividends with a lower limit set at 20% of actual EPS and seeks the payment of an additional dividend to the extent that the amount proposed by the Board of Directors falls short of such limit. In substance, it provides for the calculation of the dividend (i.e., a lower limit for the dividend payout ratio) based on a specified calculation method. Upon careful consideration, the Company's Board of Directors opposes the Shareholder Proposal. The reasons are as follows:

First, the Company is actively engaged in growth investments to seize growth opportunities in the hotel business and other areas and achieve significant growth. This has resulted in an increase in interest-bearing debt, which will require ongoing repayment in the future. Securing a certain amount of cash reserves is essential to enhance the certainty of such repayment plans and to maintain the Company's creditworthiness and funding capacity, even in the event of changes in the interest rate environment and capital markets. The Shareholder Proposal, which greatly exceeds the level of Proposal 1 (Appropriation of Surplus) proposed by the Board of Directors, is not consistent with the Company's growth strategy and may impair its financial soundness and flexibility in fund management.

Second, the Group's business environment faces certain risks in future business operations, including changes in order trends in the bridal business. The hotel business is also susceptible to external and geopolitical risks, such as earthquakes, natural disasters, and global affairs, making its future uncertain in some respects. Under such circumstances, we believe that, to implement stable and continuous shareholder return measures while continuously improving corporate value, it is crucial to maintain the flexibility of capital policy and financial capacity.

Third, to strengthen our corporate structure into the future and implement medium- to long-term growth strategies, it is important to seize investment opportunities appropriately and secure the necessary funds, while maintaining the optimal balance between investment, repayment, and shareholder returns. The Shareholder Proposal, which greatly exceeds the level proposed by the Board of Directors in Proposal 1 (Appropriation of Surplus), could undermine the Company's cash position aligned with business strategy, result in the loss of opportunities for growth investments, and may not contribute to the medium- to long-term enhancement of corporate value and, by extension, to the interests of shareholders.

Fourth, although the Proposal Document states that funds could be secured through the sale of foreign currency-denominated financial assets and appropriated for shareholder returns, given the realities of the Company's asset management, divesting foreign currency-denominated financial assets flexibly and at a large scale and using the proceeds as a source of funds for additional dividends, as envisioned in the Proposal Document, would not necessarily be easy. Although there may be multiple factors that give rise to foreign exchange gains and losses at the Company, in particular, they include those arising from business operations transactions, such as loans to overseas hotel operating companies. While these may contribute to foreign exchange gains and losses, certain of them are of a nature that may be eliminated in consolidation. Therefore, their connection to securing of funds for returns through divestment, as described in the Proposal Document, is not necessarily straightforward. Accordingly, it must be said that the method of raising funds assumed in the Shareholder Proposal and its effectiveness are questionable.

For the above reasons, the Company's Board of Directors <u>opposes the Shareholder Proposal</u>. The Company will continue to examine its capital policy and engage in constructive dialogue with shareholders, while taking into account the business environment, financial conditions, and growth investments, with the aim of both enhancement of returns to shareholders and the sustained improvement of corporate value.

The Proposal Document claims that the Company was aware in advance of a particular shareholder's intention to sell its shares in the Company. Generally speaking, the Company is not in a position to know in advance the intentions of share transactions by other companies or the timing of sales, and there is no confirmed fact that the Company had prior knowledge of the timing of the sale by that shareholder. In addition, the shareholder's holding of the Company's stock is believed to be for pure investment purposes.