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(Securities Code 2418)  
March 12, 2019

**To Shareholders with Voting Rights:**

Masayuki Tsukada  
President and CEO  
TSUKADA GLOBAL HOLDINGS Inc.  
3-11-10 Higashi, Shibuya-ku, Tokyo, Japan

**NOTICE OF  
THE 24TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 24th Annual General Meeting of Shareholders of TSUKADA GLOBAL HOLDINGS Inc. (the “Company”). The meeting will be held for the purposes as described below.

**If you are unable to attend the meeting in person, you can exercise your voting rights in writing or by electronic methods (the internet). If you exercise your voting rights in writing or by electronic methods, please review the Reference Documents for the General Meeting of Shareholders attached hereto, and exercise your voting rights no later than 6:00 p.m. on Wednesday, March 27, 2019 (JST).**

- 1. Date and Time:** Thursday, March 28, 2019, at 10:00 a.m. (JST)  
**2. Place:** Art Grace Club  
1-1-9 Kamiosaki, Shinagawa-ku, Tokyo, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 24<sup>th</sup> fiscal term (from January 1, 2018 to December 31, 2018) 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 24<sup>th</sup> fiscal term (from January 1, 2018 to December 31, 2018)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Six Directors

**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 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 via the internet, please refer to “Procedures for Exercising Voting Rights via the Internet” on page 7 and exercise your voting rights no later than 6:00 p.m. on Wednesday, March 27, 2019.
- (4) 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 mobile phone, the vote exercised last shall be deemed valid.

- ◎ If you are attending in person, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.
- ◎ If there should be any matters that must be corrected in the Reference Documents for the General Meeting of Shareholders, the Business Report, and/or the Consolidated and the Non-consolidated Financial Statements, the corrected matters are posted on the website of the Company (<https://www.tsukada-global.holdings>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

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

Taking into consideration the business performance during this fiscal year, 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: ¥5

Total amount of dividends: ¥238,500,830

- (3) Effective date of dividends from surplus

March 29, 2019

**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, position, assignment and important concurrent positions	Number of shares of the Company held
1	Masayuki Tsukada (June 21, 1946)	<p>June 1997 President and CEO of the Company (to present)</p> <p>June 1999 CEO of Best Bridal Hawaii, Inc. (to present)</p> <p>August 2000 President and Representative Director of Best Planning Inc. (to present)</p> <p>October 2006 President and Representative Director of Acqua Grazie, Inc. (currently Best-Anniversary Inc.)</p> <p>December 2006 President and Director of Best Bridal Korea, Inc. (to present)</p> <p>February 2007 President and Director of PT. Tirtha Bridal (to present)</p> <p>July 2007 President and Representative Director of Life Create Bank, Inc. (to present)</p> <p>January 2011 President and Representative Director of Hospitality Network Corporation (currently BEST HOSPITALITY Network Inc.) (to present)</p> <p>November 2013 President and Representative Director of Best Global, Inc. (to present)</p> <p>December 2013 Representative Director of Ecpark Pte. Ltd. (to present)</p> <p>February 2014 President and Representative Director of Best Bridal Inc. Successor Preparatory Company (currently Best Bridal Inc.) (to present)</p> <p>September 2014 President and Representative Director of FAJA, Inc. (currently BEST HERBS, Inc.) (to present) President and Representative Director of RAJA, Inc. (to present)</p> <p>January 2015 Manager of Best Resort LLC (to present)</p> <p>August 2015 Manager of BEST HOSPITALITY LLC (to present)</p> <p>January 2018 President and CEO of Best-Anniversary Inc. (to present)</p>	10,965,700
<p><u>Reasons for Nomination as a Candidate for Director</u></p> <p>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.</p>			

No.	Name (Date of birth)	Career summary, position, assignment and important concurrent positions	Number of shares of the Company held
2	Keiko Tsukada (December 7, 1951)	<p>December 1995 Joined the Company</p> <p>June 1997 Executive Managing Director of the Company (to present)</p> <p>December 2002 Representative Director of Fine Expand Co., Ltd. (to present)</p> <p>March 2005 President of Best Bridal Hawaii, Inc. (to present)</p> <p>July 2007 General Manager of Marketing Division of the Company</p> <p>July 2014 General Manager of Business Development Division of the Company</p> <p>April 2016 Responsible for Business Development Division of the Company (to present)</p>	1,424,400
<p><u>Reasons for Nomination as a Candidate for Director</u></p> <p>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.</p>			
3	Kento Tsukada (February 13, 1989)	<p>January 2013 Joined Hospitality Network Corporation (currently BEST HOSPITALITY Network Inc.)</p> <p>September 2014 Director of FAJA, Inc. (currently BEST HERBS, Inc.) Director of RAJA, Inc. (to present)</p> <p>February 2016 Managing Director of FAJA, Inc. (currently BEST HERBS, Inc.) (to present)</p> <p>March 2016 General Manager of Planning &amp; Development Division of the Company (to present) Director of the Company (to present)</p> <p>January 2018 President and Representative Director of Best-Anniversary Inc. (to present)</p>	219,200
<p><u>Reasons for Nomination as a Candidate for Director</u></p> <p>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.</p>			
4	Kenichi Maruyama (April 22, 1962)	<p>March 1986 Joined McDonald's Company (Japan), Ltd.</p> <p>November 2005 General Manager of Division of Sales Headquarters of McDonald's Company (Japan), Ltd.</p> <p>October 2009 General Manager of Division of Human Resources Headquarters of McDonald's Company (Japan), Ltd.</p> <p>September 2014 Joined the Company</p> <p>April 2015 General Manager of Human Resources Division of the Company</p> <p>February 2016 General Manager of Human Resources Division and General Manager of General Affairs Division of the Company (to present)</p> <p>March 2016 Director of the Company (to present)</p>	1,000
<p><u>Reasons for Nomination as a Candidate for Director</u></p> <p>Kenichi Maruyama has abundant business experience and extensive knowledge in administration. We nominated him as a candidate for Director to enhance the effectiveness of the Board of Directors' decision making and supervisory function by making use of his experience and knowledge.</p>			

No.	Name (Date of birth)	Career summary, position, assignment and important concurrent positions	Number of shares of the Company held
5	Takashi Nishibori (April 1, 1960)	<p>April 1983 Joined Hitachi Zosen Corporation</p> <p>March 1987 Joined Wako Securities Co., Ltd. (currently Mizuho Securities Co., Ltd.)</p> <p>October 1996 Joined Weathernews Inc.</p> <p>December 1999 Joined Big Store.Com Co., Ltd.</p> <p>October 2001 Director of Finantec Co., Ltd.</p> <p>March 2006 Outside Director of the Company (to present)</p> <p>November 2007 Outside Director of ANAP Inc. (to present)</p> <p>March 2011 Outside Director of Shinoken Group Co., Ltd. (to present)</p> <p>September 2011 President and Representative Director of JBI Inc. (to present)</p>	2,000
<p><u>Reasons for Nomination as a Candidate for Outside Director</u></p> <p>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 13 years at the conclusion of this Annual General Meeting of Shareholders.</p>			
6	Takashi Terachi (June 20, 1959)	<p>April 1998 Professor at School of Business Administration at Kwansei Gakuin University (to present)</p> <p>January 2010 President and Representative Director of Anchor Associates Co., Ltd. (to present)</p> <p>April 2011 Manager of Academic Affairs at Kwansei Gakuin University</p> <p>April 2014 Dean of School of Business Administration at Kwansei Gakuin University</p> <p>August 2015 Outside Director of J-COM Holdings Co., Ltd. (currently LIKE Co., Ltd.)</p> <p>March 2016 Outside Director of the Company (to present)</p>	-
<p><u>Reasons for Nomination as a Candidate for Outside Director</u></p> <p>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 three years at the conclusion of this Annual General Meeting of Shareholders.</p>			

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 or equivalent 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 and Takashi Terachi 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 and Takashi Terachi 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.

## <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, a smart phone or a mobile phone. (Please note that this service is unavailable between the hours of 2:00 a.m. and 5:00 a.m. daily.)
- (2) You may not be able to exercise your voting rights from a personal computer or a smart phone 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) When exercising voting rights from a mobile phone, in order to ensure security, the designated website is only compatible with mobile terminals capable of TLS encrypted communication and transmission of mobile phone information.
- (4) Votes will be accepted via the internet until 6:00 p.m. on Wednesday, March 27, 2019. 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 or mobile phone

- 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.
- To prevent unauthorized access ("spoofing") and falsification of the details of votes by third persons other than shareholders, you will be requested to change your "temporary password" on the website for exercising voting rights.
- 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.")

- For security reasons, you may only log in with the QR code one time. From the second time, you will need to enter the "login ID" and "temporary password" even if you scan the QR code.
- 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 or mobile phone."

\*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 by postal mail 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. Also, if you exercise your voting rights multiple times via a personal computer, a smart phone and/or a mobile phone, 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. Similarly, when mobile phones, etc. are used, any packet communication charges or other fees arising from the use of mobile phones, etc. shall be borne by the shareholders.

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.