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(Securities Code 2418)  
March 14, 2022

**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 27TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that the 27th Annual General Meeting of Shareholders of TSUKADA GLOBAL HOLDINGS Inc. (the “Company”) will be held for the purposes as described below.

**To prevent the spread of COVID-19 infections, please refrain from attending the meeting in person and exercise your voting rights in writing or via the internet in advance. 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 Tuesday, March 29, 2022 (JST).**

- 1. Date and Time:** Wednesday, March 30, 2022, 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 27<sup>th</sup> fiscal term (from January 1, 2021 to December 31, 2021) 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 27<sup>th</sup> fiscal term (from January 1, 2021 to December 31, 2021)  
**Proposals to be resolved:**
  - Proposal 1:** Partial Amendments to the Articles of Incorporation
  - Proposal 2:** Election of Six Directors
  - Proposal 3:** Awarding of Retirement Benefits to Retiring Director
- 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 10 and exercise your voting rights no later than 6:00 p.m. on Tuesday, March 29, 2022.
  - (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 smart 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>).
- ◎ In accordance with laws and regulations and the provisions of Article 16 of the Company's Articles of Incorporation, Notes on Consolidated and Non-consolidated Financial Statements are posted on the website of the Company (<https://www.tsukada-global.holdings>). The Consolidated and the Non-consolidated Financial Statements shown in the attachment to this Notice are part of the Consolidated and the Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Financial Auditor in preparing their respective audit reports.
- ◎ If any material changes should be made to the operation of the General Meeting of Shareholders in response to the status of the COVID-19 pandemic before the meeting, they will be 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: Partial Amendments to the Articles of Incorporation

##### 1. Reasons for the amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 16, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

##### 2. Details of the amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 16 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p>	<p>&lt;Deleted&gt;</p>
<p>&lt;Newly established&gt;</p>	<p><u>(Measures for Electronic Provision, Etc.)</u></p> <p><u>Article 16 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u></p> <p><u>2 Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
<Newly established>	<p data-bbox="804 226 1106 253"><u>(Supplementary Provisions)</u></p> <ol style="list-style-type: none"> <li data-bbox="804 259 1404 640">1. <u>The deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before amendment and the establishment of Article 16 (Measures for Electronic Provision, Etc.) of the Articles of Incorporation after amendment shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u></li> <li data-bbox="804 647 1404 835">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 16 of the Articles of Incorporation before amendment shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u></li> <li data-bbox="804 842 1404 994">3. <u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></li> </ol>

**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)	<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>February 2007 President and Director of PT. Tirtha Bridal (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 Chairman and CEO of Best-Anniversary Inc. (to present)</p> <p>May 2019 President and Representative Director of BEST LIFE STYLE Inc. (to present)</p> <p>July 2020 Manager of TGU LLC (to present)</p> <p>August 2020 President and Representative Director of Gloria Bridal Japan, Inc. (to present)</p>	7,351,700
<u>Reasons for Nomination as a Candidate for Director</u>			
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.			

No.	Name (Date of birth)	Career summary, positions, assignments and important concurrent positions	Number of shares of the Company held
2	Keiko Tsukada (December 7, 1951)	December 1995 Joined the Company June 1997 Executive Managing Director of the Company (to present) December 2002 Representative Director of Fine Expand Co., Ltd. (to present) March 2005 President of Best Bridal Hawaii, Inc. (to present) July 2007 General Manager of Marketing Division of the Company July 2014 General Manager of Business Development Division of the Company April 2016 Responsible for Business Development Division of the Company (to present) May 2019 Director of BEST LIFE STYLE Inc. (to present)	1,224,400
<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.			
3	Kento Tsukada (February 13, 1989)	September 2014 Director of FAJA, Inc. (currently BEST HERBS, Inc.) Director of RAJA, Inc. February 2016 Managing Director of FAJA, Inc. (currently BEST HERBS, Inc.) (to present) March 2016 General Manager of Planning & Development Division of the Company (to present) Director of the Company (to present) January 2018 President and Representative Director of Best-Anniversary Inc. (to present) May 2019 Director of BEST LIFE STYLE Inc. August 2019 Managing Director of RAJA, Inc. (to present) August 2020 Director of Gloria Bridal Japan, Inc. (to present) March 2021 Managing Director of BEST HOSPITALITY Network Inc. (to present) March 2021 Managing Director of BEST LIFE STYLE Inc. (to present)	483,200
<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.			

No.	Name (Date of birth)	Career summary, positions, assignments and important concurrent positions	Number of shares of the Company held
4	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.</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 and Expected Role</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 16 years at the conclusion of this Annual General Meeting of Shareholders.</p>			
5	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>March 2016 Outside Director of the Company (to present)</p> <p>October 2018 Outside Director of SHINMEI HOLDINGS CO., LTD. (to present)</p> <p>March 2021 Outside Director of Aigran Holdings, Inc. (to present)</p>	—
<p><u>Reasons for Nomination as a Candidate for Outside Director and Expected Role</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 six years at the conclusion of this Annual General Meeting of Shareholders.</p>			
6	Hideto Nishitani (March 2, 1960)	<p>April 1983 Joined Orient Leasing Co., Ltd. (currently ORIX Corporation)</p> <p>January 2011 Executive Officer of ORIX Corporation</p> <p>October 2012 Board Director of Houlihan Lokey Inc.</p> <p>January 2014 Managing Executive Officer of ORIX Corporation</p> <p>April 2015 CEO of ORIX Corporation USA</p> <p>September 2019 Managing Executive Officer and Assistant to CEO of ORIX Corporation</p> <p>July 2020 CEO of Virtuous Capital LLC (to present)</p>	—
<p><u>Reasons for Nomination as a Candidate for Outside Director and Expected Role</u></p> <p>Hideto Nishitani has abundant experience and extensive knowledge concerning investment, finance and M&amp;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.</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) Hideto Nishitani is a candidate for Outside Director. As he meets the requirements for an independent officer set by the Tokyo Stock Exchange, the Company plans to designate him as an independent officer and notify the Tokyo Stock Exchange.
  - (3) 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.
  - (4) If this proposal is approved, 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 plans to conclude an agreement with Hideto Nishitani to limit liability for damages stipulated in Article 423, Paragraph 1 of the Act. 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 March 31, 2022.



**Proposal 3: Awarding of Retirement Benefits to Retiring Director**

To reward the service of Kenichi Maruyama, who will retire from the office of Director at the conclusion of this Annual General Meeting of Shareholders, during his term of office, the Company would like to pay retirement benefits to him within the scope of a reasonable amount according to certain standards determined by the Company.

We would like to leave the specific amount of retirement benefits, timing of awarding, method, etc. entirely to the Board of Directors.

The retirement benefits are awarded because of Kenichi Maruyama's appropriate involvement in the management of the Company as a Director and his efforts to carry out business. The amount is calculated and paid based on the Company's officer retirement benefits regulations and is deemed appropriate.

The career summary of the retiring Director is as follows:

Name	Career Summary
Kenichi Maruyama	March 2016 Director of the Company (to present)

## <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 2:00 a.m. and 5:00 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) 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 Tuesday, March 29, 2022. 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.
- 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 exercise your voting rights using 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."

\*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.

### 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.