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(Securities Code 2418)

March 14, 2023

(Commencement Date of Electronic Provision of Documents: March 8, 2023)

**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 28TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that the 28th 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>

**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 included in the matters to be provided electronically, and exercise your voting rights no later than 6:00 p.m. on Wednesday, March 29, 2023 (JST).**

**1. Date and Time:** Thursday, March 30, 2023, 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 28<sup>th</sup> fiscal term (from January 1, 2022 to December 31, 2022) 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 28<sup>th</sup> fiscal term (from January 1, 2022 to December 31, 2022)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Partial Amendments to the Articles of Incorporation  
**Proposal 3:** 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 3 and exercise your voting rights no later than 6:00 p.m. on Wednesday, March 29, 2023.
- (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.

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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.
  - ◎ 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>).
  - ◎ 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

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.

## <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 Wednesday, March 29, 2023. 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.

## 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 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: ¥5

Total amount of dividends: ¥238,500,830

(3) Effective date of dividends from surplus

March 31, 2023

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

1. Reasons for the amendments

With the aim of strengthening the functions of the head office and improving operational efficiency, the Company will move its head office to another location. Accordingly, the Company proposes to change the location of its head office provided for in Article 3 of the Articles of Incorporation from Shibuya-ku, Tokyo to Minato-ku, Tokyo.

2. Details of the amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Location of Head Office) Article 3. The head office of the Company shall be located in <u>Shibuya-ku</u> , Tokyo, Japan.	(Location of Head Office) Article 3. The head office of the Company shall be located in <u>Minato-ku</u> , Tokyo, Japan.

**Proposal 3: 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 Representative Director of Gloria Bridal Japan, Inc. (to present)</p>	7,267,700
<p><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.</p>			

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	1,224,400
		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	
		May 2019	Director of BEST LIFE STYLE Inc. (to present)	
<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.	577,200
		February 2016	Managing Director of FAJA, Inc. (currently BEST HERBS, Inc.) (to present)	
		March 2016	General Manager of Planning & Development Division of the Company 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)	
		March 2022	Responsible for Human Resources & General Affairs Division of the Company (to present)	
<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>September 2011 President and Representative Director of JBI Inc. (to present)</p> <p>March 2018 Outside Board Member of Gene Therapy Research Institution Co., Ltd. (to present)</p> <p>November 2018 Auditor of Yoshimura Package Partners Co. Ltd. (to present)</p> <p>June 2021 Director of TNBI Inc. (to present)</p> <p>March 2022 Outside Director of GATES GROUP CO., LTD. (to present)</p>	2,000
<p><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 17 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 Kwansai 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 Kwansai Gakuin University</p> <p>April 2014 Dean of School of Business Administration at Kwansai 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>            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 seven years at the conclusion of this Annual General Meeting of Shareholders.</p>			

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)	<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>March 2022 Outside Director of the Company (to present)</p> <p>June 2022 Outside Director of POCKETALK CORPORATION (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. Since he took office as Outside Director of the Company in March 2022, his term of office is one year 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, 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 March 31, 2023.