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Securities code: 7745  
June 8, 2022

**To Shareholders with Voting Rights:**

Yasunobu Morishima  
Representative Director  
A&D HOLON Holdings Company,  
Limited  
3-23-14 Higashi-Ikebukuro,  
Toshima-ku, Tokyo, Japan

**NOTICE OF CONVOCATION OF  
THE 45th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 45th Annual General Meeting of Shareholders of A&D HOLON Holdings Company, Limited (the “Company”) will be held as described below.

In order to prevent the further spread of COVID-19, we would strongly request shareholders to exercise their voting rights, wherever possible, in advance of the General Meeting of Shareholders either in writing or online, and to refrain from attending this General Meeting of Shareholders in person.

**If you do decide to exercise your voting rights in writing or online, please ensure that your voting rights are exercised by the end of business hours at 5:30 p.m. on Thursday, June 23, 2022, Japan time.**

- 1. Date and Time:** Friday, June 24, 2022 at 10:30 a.m. Japan time  
(The reception desk will open from 9:30 a.m.)
- 2. Place:** Conference Room 6, 5F, Sunshine City World Import Mart  
3-1-3 Higashi-Ikebukuro, Toshima-ku, Tokyo
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 45th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 45th Fiscal Year (April 1, 2021 - March 31, 2022)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Eight (8) Directors
- Proposal 3:** Election of One (1) Corporate Auditor
- Proposal 4:** Partial Amendments to the Articles of Incorporation

Of the documents that need to be provided together with this Notice of Convocation, the Notes to Consolidated Financial Statements and the Notes to Non-consolidated Financial Statements are not included in this Notice of Convocation but are instead published online on the Company website (<https://andholon.com/>) in accordance with laws and regulations as well as Article 15 of the Company's Articles of Incorporation.

The Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Corporate Auditors in order to prepare the Audit Report and the Accounting Auditor in order to prepare the Accounting Auditor's Report include items described in the documentation provided with this Notice of Convocation as well as items posted on the Company website as described above.

Any amendments to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements will be posted on the Company's website (<https://andholon.com/>).

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Appropriation of Surplus

Having taken into consideration the business results for the fiscal year under review and the Company's future business development, the Company proposes to pay a year-end dividend for the fiscal year under review as described below.

Matters concerning the year-end dividend

(1) The type of dividend assets

The dividend will be paid as a cash dividend

(2) The allocation of dividend assets and the total amount to be allocated

The Company would like to pay a dividend of 15 yen per common share. That would result in a total dividend payout of 314,779,950 yen.

(3) The effective date of the appropriation of the surplus

June 27, 2022

**Proposal 2: Election of Eight (8) Directors**

The terms of office of all six (6) Directors will expire at the conclusion of this General Meeting of Shareholders. In order to seek to ensure management transparency and further strengthen corporate governance, the Company would like to increase the number of Directors by two (2) persons and proposes the election of eight (8) Directors.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Yasunobu Morishima (September 1, 1947)	<p>May 1977      Joined the Company</p> <p>July 1988      Director</p> <p>June 1997      General Manager, Sales Headquarters</p> <p>June 2006      Managing Executive Officer</p> <p>June 2016      Representative Director and Senior Managing Executive Officer</p> <p>July 2016      President &amp; CEO (incumbent)</p> <p>April 2022      Representative Director, A&amp;D Company, Limited (former A&amp;D Split Preparatory Company, Limited) (incumbent)</p>	247,500
2	Hao Zhang (July 21, 1960)	<p>April 1997      Joined Holon Co., Ltd.</p> <p>May 2009      General Manager, China &amp; Taiwan Business Development Office, Holon Co., Ltd.</p> <p>June 2011      Director and General Manager, Sales Division, Holon Co., Ltd.</p> <p>June 2013      Director and General Manager, Sales Administration Division, Holon Co., Ltd.</p> <p>June 2016      Managing Director in charge of Sales, Holon Co., Ltd.</p> <p>April 2018      President &amp; CEO, Holon Co., Ltd. (incumbent)</p> <p>June 2021      Director, the Company (incumbent)</p>	14,400
3	Sadao Ito (September 9, 1948)	<p>October 1988      Joined the Company</p> <p>June 2006      Executive Officer</p> <p>June 2007      General Manager, Business Management Headquarters</p> <p>June 2012      Director (incumbent)</p> <p>June 2016      Managing Executive Officer</p> <p>June 2020      In charge of Business Management (incumbent)</p> <p>June 2021      Senior Managing Executive Officer (incumbent)</p> <p>April 2022      Director, A&amp;D Company, Limited (former A&amp;D Split Preparatory Company, Limited) (incumbent)</p>	44,300
4	Koji Takahashi (July 27, 1960)	<p>April 1984      Joined The Ashikaga Bank, Ltd.</p> <p>April 2015      Joined the Company</p> <p>May 2015      General Manager, Business Administration Division, Business Management Headquarters</p> <p>April 2017      General Manager, Corporate Strategic Planning Department (incumbent)</p> <p>June 2019      Executive Officer</p> <p>June 2021      Senior Executive Officer (incumbent)</p>	—

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Hiroshi Kawada (November 6, 1949)	April 1975	Joined Yamato Transport Co., Ltd.	—
		November 2005	Director, Yamato Holdings Co., Ltd.	
		June 2008	Auditor, Yamato Holdings Co., Ltd.	
		June 2015	Director, the Company (incumbent)	
6	Yasuhiro Daisho (December 7, 1946)	April 1985	Professor, Faculty of Science and Engineering, Waseda University	—
		June 2018	Director, the Company (incumbent)	
7	Yutaka Inui (January 3, 1945)	April 1967	Joined Nomura Securities Co., Ltd.	—
		December 1988	Director, Nomura Securities Co., Ltd.	
		June 1998	President & CEO, Ace Securities Co., Ltd.	
		June 2012	Chairman and CEO, Ace Securities Co., Ltd.	
		July 2012	Chairman, Osaka District, Japan Securities Dealers Association	
		June 2014	Director, Maruhachi Securities Co., Ltd.	
		June 2017	Chairman, Maruhachi Securities Co., Ltd.	
		June 2017	Chairman, Ace Securities Co., Ltd.	
		June 2020	Director, the Company (incumbent)	
8	Fumiaki Shigemitsu (October 27, 1957)	April 1982	Joined Toshiba Corporation	—
		July 2008	Outside Director, Advanced Mask Inspection Technology Inc.	
		January 2010	Joined NuFlare Technology, Inc.	
		July 2010	Representative Director, NuFlare Technology, Inc.	
		July 2011	Advisor, NuFlare Technology, Inc.	
		May 2013	Auditor, Semiconductor Equipment Association of Japan	
		July 2017	Full-time Auditor, Toshiba Electronic Devices & Storage Corporation	

- Notes: 1. Mr. Yasunobu Morishima also serves as Representative Director of A&D Company, Limited, a subsidiary of the Company. Mr. Sadao Ito also serves as a Director of the same subsidiary, and Mr. Koji Takahashi is scheduled to be appointed as a Director of the same subsidiary. Mr. Hao Zhang serves concurrently as the President & CEO of Holon Co., Ltd., a subsidiary of the Company, and Mr. Fumiaki Shigemitsu is scheduled to become a Corporate Auditor of the same subsidiary. There is no special interest between the Company and the other candidates for Director.
2. The Company has entered into a directors and officers liability insurance contract (the “D&O insurance”) to insure its Directors and Corporate Auditors. The contract will cover damages that may arise due to insured Directors and Corporate Auditors assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If the candidates are appointed as Director, each of them will be insured under the D&O insurance. The contract period of the D&O insurance is one (1) year. That period is scheduled to be renewed by resolution of the Board of Directors before the period expires.
3. Reasons for appointing candidates for Outside Director, the independence of Outside Directors, and liability limitation agreements
- 1) Reasons for appointing candidates for Outside Director, their expected roles, and the independence of Outside Directors
    - i. Mr. Hiroshi Kawada is a candidate for Outside Director. He has been reported to the Tokyo Stock Exchange as an independent director in accordance with the provisions of the Tokyo Stock Exchange.
    - ii. Mr. Kawada has amassed a wealth of experience and broad insight during long career as a manager of an operating company. The Company expects him to use that experience to supervise the management of the Company and to help strengthen corporate governance by

offering advice on the Company's general management. Therefore, the Company requests his appointment as an Outside Director.

- iii. Mr. Yasuhiro Daisho is a candidate for Outside Director. He has been reported to the Tokyo Stock Exchange as an independent director in accordance with the provisions of the Tokyo Stock Exchange.
  - iv. Mr. Daisho has been involved in research on automobile-related environmental and energy issues and mobility as a specially appointed research professor at the Research Organization for Next Generation Vehicles at Waseda University. The Company expects him to apply his wealth of specialist experience and broad insight to the measurement, control and simulation systems business that the Company operates to support automobile development. The Company also expects him to help strengthen corporate governance by offering advice on the Company's general management. Therefore, the Company requests his appointment as an Outside Director.
  - v. Mr. Yutaka Inui is a candidate for Outside Director. He has been reported to the Tokyo Stock Exchange as an independent director in accordance with the provisions of the Tokyo Stock Exchange.
  - vi. Mr. Inui has amassed a wealth of experience and broad insight during long career as a manager in the financial industry. The Company expects him to use that experience to supervise the management of the Company and to help strengthen corporate governance by offering advice on the Company's general management. Therefore, the Company requests his appointment as an Outside Director.
  - vii. Mr. Fumiaki Shigemitsu is a candidate for Outside Director. He will be reported to the Tokyo Stock Exchange as an independent director in accordance with the provisions of the Tokyo Stock Exchange.
  - viii. Mr. Shigemitsu has amassed a wealth of experience and broad insight as a manager over many years, which the Company expects him to use to supervise the management of the Company. The Company also expects him to apply his abundant knowledge and broad insight as an expert to the Company's semiconductor-related business and to help strengthen corporate governance by offering advice on the Company's general management. Therefore, the Company requests his appointment as an Outside Director.
  - ix. Mr. Hiroshi Kawada, Mr. Yasuhiro Daisho, Mr. Yutaka Inui, and Mr. Fumiaki Shigemitsu have never served as business executors or officers (excluding persons who were business executors) of the Company or its subsidiaries.
  - x. Mr. Hiroshi Kawada, Mr. Yasuhiro Daisho, Mr. Yutaka Inui, and Mr. Fumiaki Shigemitsu do not currently serve as business executors or officers (excluding persons who were business executors) of specified affiliates of the Company, nor have they served in any such positions during the past ten (10)-year period.
  - xi. Mr. Hiroshi Kawada, Mr. Yasuhiro Daisho, Mr. Yutaka Inui, and Mr. Fumiaki Shigemitsu are not scheduled to receive any large sums of money or other assets from the Company or its specified affiliates, nor have they received any sums from those parties during the past two (2)-year period.
  - xii. Mr. Hiroshi Kawada, Mr. Yasuhiro Daisho, Mr. Yutaka Inui, and Mr. Fumiaki Shigemitsu are not the spouse, relative of third-degree kinship, or any other equivalent relation of business executors or officers (excluding persons who were business executors) of the Company or its specified affiliates.
  - xiii. Mr. Hiroshi Kawada, Mr. Yasuhiro Daisho, Mr. Yutaka Inui, and Mr. Fumiaki Shigemitsu have not, within the last two (2) years, served as Outside Director or Corporate Auditor of any joint-stock company whose rights and obligations have been inherited by the Company through a merger, an absorption-type company split, an incorporation-type company split, or a transfer of operations, nor have they served as business executives or officers (excluding persons who were business executives) of any such company.
- 2) Reasons why the candidates have been judged capable or appropriately performing their duties as Outside Directors

Candidate for Outside Director Mr. Hiroshi Kawada has sufficient knowledge to supervise corporate management based on his extensive experience as a corporate manager, so the Company believes that he will be able to appropriately perform his duties as an Outside Director. He will have served as an Outside Director of the Company for seven (7) years at the conclusion of this General Meeting of Shareholders.

Candidate for Outside Director Mr. Yasuhiro Daisho not only possesses a high degree of expertise as a university professor, but has also amassed a wealth of experience and broad insight from leading various research projects, so the Company believes that he will be able to appropriately perform his duties as an Outside Director. He will have served as an Outside Director of the Company for four (4) years at the conclusion of this General Meeting of Shareholders.

Candidate for Outside Director Mr. Yutaka Inui has sufficient knowledge to supervise corporate management based on his extensive experience in the financial industry, so the Company believes that he will be able to appropriately perform his duties as an Outside Director. He will have served as an Outside Director of the Company for two (2) years at the conclusion of this General Meeting of Shareholders.

Candidate for Outside Director Mr. Fumiaki Shigemitsu has sufficient knowledge to supervise corporate management based on his extensive experience as a corporate manager, so the Company believes that he will be able to appropriately perform his duties as an Outside Director.

3) Liability limitation agreements with Outside Directors

The Company has entered into liability limitation agreements with Mr. Hiroshi Kawada, Mr. Yasuhiro Daisho, Mr. Yutaka Inui, and Mr. Fumiaki Shigemitsu with respect to the liability under Article 423, Paragraph 1 of the Companies Act, whereby they bear liability for damages limited to the minimum liability amount under Article 425, Paragraph 1 of the same act. If the candidates are re-elected or elected Directors as proposed, the Company plans to continue or enter into the said liability limitation agreements with them.

**Proposal 3: Election of One (1) Corporate Auditor**

The term of office of Corporate Auditor Mr. Takaaki Suga will expire at the conclusion of this General Meeting of Shareholders, so the Company proposes the election of one (1) Corporate Auditor.

The Company has obtained the consent of the Board of Corporate Auditors regarding this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary, positions and significant concurrent positions		Number of shares of the Company held
Yasuhiro Sagara (July 9, 1960)	April 1984 June 2012	Joined the Company General Manager, Internal Audit Department (incumbent)	—

- Notes:
1. Mr. Yasuhiro Sagara is scheduled to be appointed as a Corporate Auditor of A&D Company, Limited, a subsidiary of the Company.
  2. The Company has entered into a directors and officers liability insurance contract (the “D&O insurance”) to insure its Directors and Corporate Auditors. The contract will cover damages that may arise due to insured Directors and Corporate Auditors assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If the candidate is appointed as Corporate Auditor, he will be insured under the D&O insurance. The contract period of the D&O insurance is one (1) year. That period is scheduled to be renewed by resolution of the Board of Directors before the period expires.



**[Reference]**

## Skills Matrix for Directors and Corporate Auditors after the End of the Annual General Meeting of Shareholders

Name	Position	Particular expertise and professional experience					
		Corporate management	Global experience	Sales	Technology	Legal affairs	Finance / accounting
Yasunobu Morishima	President & CEO	○	○	○			
Hao Zhang	Director, Executive Vice President	○	○	○			
Sadao Ito	Director, Senior Managing Executive Officer	○	○				○
Koji Takahashi	Director, Senior Executive Officer	○				○	○
Hiroshi Kawada	Outside Director	○	○				○
Yasuhiro Daisho	Outside Director				○		
Yutaka Inui	Outside Director	○					○
Fumiaki Shigemitsu	Outside Director	○			○		
Yasuhiro Sagara	Corporate Auditor		○			○	○
Katsumi Aya	Outside Corporate Auditor					○	
Hideo Umezawa	Outside Corporate Auditor	○					○

## **Proposal 4: Partial Amendments to the Articles of Incorporation**

### 1. Reasons for amendments

#### 1) Change of Business Purpose

The Company has determined to change its business purpose in order to clarify the content of its business operations to better reflect the current business activities of the Company and its subsidiaries.

#### 2) Amendments due to the introduction of the system for electronic provision of materials for general meetings of shareholders

The amended provisions stipulated in the provision of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced from 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 accordingly as detailed below.

- i. The proposed Article 15, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- ii. The purpose of the proposed Article 15, 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.
- iii. The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- iv. Supplementary provisions related to the effective date, etc. shall be established to coincide with the above establishing and deleting of the provisions.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 1 &lt;omitted here&gt;</p> <p>Article 2 The purpose of the Company is to engage in the following businesses, while also seeking to control or manage the business activities of companies or entities that are engaged in the following businesses through the acquisition of shares in those companies or the acquisition or holding of a stake in those entities.</p> <p>(1) The design, manufacture, and sale of applied electronic instruments</p> <p>(2) The design, manufacture, and sale of electronic measuring instruments</p> <p>(3) <u>The design, manufacture, sale, and official certification of weighing instruments</u></p> <p>(4) The design, manufacture, and sale of digital blood pressure monitors</p> <p>(5) The design, manufacture, and sale of electronic medical equipment</p> <p>(6) The design, manufacture, and sale of various types of health-related devices</p> <p>(7) The export, import, and sale of the machinery, equipment, measuring instruments, and weighing scales mentioned in each of the preceding items and parts for those items</p> <p>(8) The leasing and management of mobile assets and real estate assets</p> <p>&lt;Newly established&gt;</p> <p><u>(9) All incidental operations relating to each of the preceding items</u></p> <p>Articles 3-14 &lt;omitted here&gt;</p> <p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 15 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>Articles 16-48 &lt;omitted here&gt;</p>	<p>Article 1 &lt;unchanged&gt;</p> <p>Article 2 The purpose of the Company is to engage in the following businesses, while also seeking to control or manage the business activities of companies or entities that are engaged in the following businesses through the acquisition of shares in those companies or the acquisition or holding of a stake in those entities.</p> <p>(1) The design, manufacture, and sale of applied electronic instruments</p> <p>(2) The design, manufacture, and sale of electronic measuring instruments</p> <p>(3) <u>The design, manufacture, and sale of weighing instruments</u></p> <p>(4) The design, manufacture, and sale of digital blood pressure monitors</p> <p>(5) The design, manufacture, and sale of electronic medical equipment</p> <p>(6) The design, manufacture, and sale of various types of health-related devices</p> <p>(7) The export, import, and sale of the machinery, equipment, measuring instruments, and weighing scales mentioned in each of the preceding items and parts for those items</p> <p>(8) The leasing and management of mobile assets and real estate assets</p> <p>(9) <u>The official certification of weighing instruments</u></p> <p><u>(10) All incidental operations relating to each of the preceding items</u></p> <p>Articles 3-14 &lt;unchanged&gt;</p> <p><u>(Measures for Electronic Provision, Etc.)</u></p> <p><u>Article 15 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>Articles 16-48 &lt;unchanged&gt;  <u>Supplementary provisions</u>  1. <u>The amendment to Article 15 shall come into effect on September 1, 2022, 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>  2. <u>Notwithstanding the provisions of the preceding paragraph, Article 15 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain in force with respect to a general meeting of shareholders to be held on a date within six (6) months from the Effective Date.</u>  3. <u>These supplementary provisions shall be deleted after the lapse of six (6) months from the Effective Date or the lapse of three (3) months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>