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Securities code: 7745

September 7, 2023

(Start date of measures for electronic provision: August 31, 2023)

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 CONVOCAION OF
AN EXTRAORDINARY 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 an Extraordinary General Meeting of Shareholders of A&D HOLON Holdings Company, Limited (the “Company”) will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information electronically, and posts matters to be provided electronically on the following website as “NOTICE OF CONVOCAION OF AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS.”

The Company’s website: <https://andholon.com/en/news/>

In addition to the above, the matters are posted on the following website as well.

Tokyo Stock Exchange’s website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please review them by accessing the above website, entering “A&D HOLON Holdings” in the issue name (company name) or “7745” in the securities code, clicking “Search,” and selecting “Basic information” and then “Documents for public inspection/PR information.”

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 5:15 p.m. on Thursday, September 21, 2023, Japan time.

- 1. Date and Time:** Friday, September 22, 2023 at 10:30 a.m. Japan time
(The reception desk will open from 9:30 a.m.)
- 2. Place:** Conference Room 4, 5F, Sunshine City World Import Mart
3-1-3 Higashi-Ikebukuro, Toshima-ku, Tokyo

3. Meeting Agenda:

Proposals to be resolved:

Proposal : Election of One (1) Corporate Auditor

Any amendments to the matters to be provided electronically will be posted on the respective websites where the information is posted.

The paper copy we sent also serves as that including matters to be provided electronically which are provided upon the request for delivery of the paper copy (available only in Japanese).

Reference Documents for the General Meeting of Shareholders

Proposal : Election of One (1) Corporate Auditor

The proposal to elect one (1) Corporate Auditor at the 46th Annual General Meeting of Shareholders held on June 27, 2023 was not approved, and as a result, the number of Corporate Auditors fell short of the legally mandated number. Accordingly, the Company proposes the election of one (1) Outside 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
Naoki Kondo (December 4, 1973)	<p>October 2000 Registered as an Attorney at Law Joined Tokiwa Comprehensive Law Firm</p> <p>March 2004 Joined Oh-Ebashi LPC & Partners</p> <p>March 2009 Registered as a New York State Attorney</p> <p>July 2009 Deputy Director (Trade Negotiations and Dispute Settlement), Trade Policy Bureau, Ministry of Economy, Trade and Industry</p> <p>December 2012 Joined Oh-Ebashi LPC & Partners</p> <p>January 2016 Partner, Oh-Ebashi LPC & Partners (incumbent)</p> <p>March 2021 Corporate Auditor, ibis inc.</p> <p>October 2021 Outside Director (Audit and Supervisory Committee Member), ibis inc. (incumbent)</p> <p>June 2023 External Director (Audit and Supervisory Committee Member), Tokuyama Corporation (incumbent)</p>	—

- Notes:
1. Mr. Naoki Kondo is a new candidate for Outside Corporate Auditor.
 2. There is no special interest between Mr. Naoki Kondo and the Company.
 3. Mr. Naoki Kondo serves concurrently as Outside Director (Audit and Supervisory Committee Member) of ibis inc. and External Director (Audit and Supervisory Committee Member) of Tokuyama Corporation.
 4. 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.
 5. Reasons for appointing the candidate for Outside Corporate Auditor, the independence of the Outside Corporate Auditor, and liability limitation agreements
 - 1) Reasons for appointing the candidate for Outside Corporate Auditor and the independence of the Outside Corporate Auditor
 - i. If Mr. Naoki Kondo is elected as originally proposed, he is scheduled to be reported to the Tokyo Stock Exchange as an independent auditor in accordance with the provisions of the Tokyo Stock Exchange.
 - ii. The Company expects Mr. Kondo to utilize his specialized knowledge as an attorney at law in the auditing of the Company to monitor general management, and continuously requests his appointment as an Outside Corporate Auditor.
 - iii. Mr. Kondo has never served as a business executor or officer of the Company or its subsidiaries.
 - iv. Mr. Kondo does not currently serve as a business executor or officer of specified affiliates of the Company, nor has he served in any such positions during the past ten (10)-year period.
 - v. Mr. Kondo is not scheduled to receive any large sums of money or other assets from the Company or its specified affiliates, nor has he received any sums from those parties during the past two (2)-year period.
 - vi. Mr. Kondo is not the spouse, relative of third-degree kinship, or any other equivalent relation of business executors or officers of the Company or its specified affiliates.

- 2) Reasons why the candidate has been judged capable or appropriately performing his duties as Outside Corporate Auditor

Candidate for Outside Corporate Auditor Mr. Naoki Kondo is well-versed in legal affairs as an attorney at law and has sufficient knowledge to supervise corporate management, so the Company believes that he will be able to appropriately perform his duties as an Outside Corporate Auditor.

- 3) Liability limitation agreements with an Outside Corporate Auditor

If the candidate Mr. Naoki Kondo is appointed as Corporate Auditor, the Company plans to enter into liability limitation agreements with Mr. Kondo with respect to the liability under Article 423, Paragraph 1 of the Companies Act, whereby he bears liability for damages limited to the minimum liability amount under Article 425, Paragraph 1 of the same act.

[Reference]

Skills Matrix for Directors and Corporate Auditors after the End of an Extraordinary 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	○	○	○			
Ko Cho	Director, Executive Vice President	○	○	○			
Koji Takahashi	Director, Senior Executive Officer	○				○	○
Hiroshi Kawada	Outside Director	○	○				○
Yasuhiro Daisho	Outside Director				○		
Fumiaki Shigemitsu	Outside Director	○			○		
Kazuko Rudy	Outside Director		○	○			
Yasuhiro Sagara	Corporate Auditor		○			○	○
Hideo Umezawa	Outside Corporate Auditor	○					○
Naoki Kondo	Outside Corporate Auditor		○			○	