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Securities code: 7745

June 9, 2025

(Start date of measures for electronic provision: June 3, 2025)

**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 48th 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 48th Annual 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 CONVOCATION OF THE 48th ANNUAL GENERAL MEETING OF SHAREHOLDERS.”

The Company’s website: <https://andholon.com/ir/event/> (in Japanese)

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 Tuesday, June 24, 2025, Japan time.**

- 1. Date and Time:** Wednesday, June 25, 2025 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:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 48th Fiscal Year (April 1, 2024 - March 31, 2025) 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 48th Fiscal Year (April 1, 2024 - March 31, 2025)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Seven (7) Directors
- Proposal 3:** 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. The following items are omitted from them in accordance with laws and regulations as well as Article 15 of the Company's Articles of Incorporation. The paper copy is therefore part of documents audited by the Corporate Auditors and Accounting Auditor when making their respective audit reports.

- Notes to Consolidated Financial Statements
- Notes to Non-consolidated Financial Statements

## 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 20 yen per common share. That would result in a total dividend payout of 554,503,220 yen.

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

June 26, 2025

**Proposal 2:** Election of Seven (7) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this General Meeting of Shareholders. In order to further enhance corporate governance, the Company proposes the increase of the number of Directors by one (1), and, accordingly, the election of seven (7) Directors.

The candidates for Director are as follows:

No.	Name	Attributes	Current positions at the Company	Attendance at the Board of Directors meetings
1	Yasunobu Morishima	[Reappointment]	President & CEO	18/18 (100%)
2	Ko Cho	[Reappointment]	Director, Executive Vice President	18/18 (100%)
3	Koji Takahashi	[Reappointment]	Director, Senior Executive Officer	18/18 (100%)
4	Yasuhiro Daisho	[Reappointment] [Outside] [Independent]	Director	18/18 (100%)
5	Fumiaki Shigemitsu	[Reappointment] [Outside] [Independent]	Director	18/18 (100%)
6	Kazuko Rudy	[Reappointment] [Outside] [Independent]	Director	18/18 (100%)
7	Kunio Kamide	[New appointment] [Outside] [Independent]	—	—

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)	May 1977 July 1988 June 1997 June 2006 June 2016 July 2016 April 2022	Joined the Company Director General Manager, Sales Headquarters Managing Executive Officer Representative Director and Senior Managing Executive Officer President & CEO (incumbent) Representative Director, A&D Company, Limited (incumbent)	247,500
2	Ko Cho (July 21, 1960)	April 1997 May 2009 June 2011 June 2013 June 2016 April 2018 June 2021 June 2022	Joined Holon Co., Ltd. General Manager, China & Taiwan Business Development Office, Holon Co., Ltd. Director and General Manager, Sales Division, Holon Co., Ltd. Director and General Manager, Sales Administration Division, Holon Co., Ltd. Managing Director in charge of Sales, Holon Co., Ltd. President & CEO, Holon Co., Ltd. (incumbent) Director, the Company Director, Executive Vice President (incumbent)	14,400
3	Koji Takahashi (July 27, 1960)	April 1984 April 2015 May 2015 April 2017 June 2019 June 2021 June 2022 June 2022 April 2023 April 2024	Joined The Ashikaga Bank, Ltd. Joined the Company General Manager, Business Administration Division, Business Management Headquarters General Manager, Corporate Strategic Planning Department Executive Officer Senior Executive Officer Director, Senior Executive Officer (incumbent) Director, A&D Company, Limited (incumbent) General Manager, Business Management Headquarters, in charge of Corporate Strategic Planning Department General Manager, Business Control Department, in charge of Corporate Planning Department, Administration Department, and Accounting Department (incumbent)	—
4	Yasuhiro Daisho (December 7, 1946)	April 1985 May 2017 June 2018	Professor, Faculty of Science and Engineering, Waseda University Professor Emeritus, Faculty of Science and Engineering, Waseda University (incumbent) Director, the Company (incumbent)	—

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Fumiaki Shigemitsu (October 27, 1957)	<p>April 1982      Joined Toshiba Corporation</p> <p>July 2008      Outside Director, Advanced Mask Inspection Technology Inc.</p> <p>January 2010    Joined NuFlare Technology, Inc.</p> <p>July 2011      President &amp; Representative Director, NuFlare Technology, Inc.</p> <p>May 2013      Auditor, Semiconductor Equipment Association of Japan</p> <p>July 2017      Full-time Auditor, Toshiba Electronic Devices &amp; Storage Corporation</p> <p>June 2022      Director, the Company (incumbent)</p> <p>June 2022      Corporate Auditor, Holon Co., Ltd. (incumbent)</p>	—
6	Kazuko Rudy (Real name: Kazuko Kiriya) (October 10, 1948)	<p>September 1972    Joined the Accounting Audit Office, University of Chicago</p> <p>August 1976      PR Manager, Estee Lauder Co., Ltd.</p> <p>November 1978    Marketing Manager, Estee Lauder Co., Ltd.</p> <p>March 1980      General Manager, Direct Marketing Department, Time Life Books Division, Time Inc.</p> <p>December 1983    Representative Director, WITAN ACTEN LLC (currently WITAN ACTEN Co., Ltd.) (incumbent)</p> <p>June 2011      Vice President, the Japan Academic Society of Direct Marketing</p> <p>April 2013      MBA course Professor, Graduate School of Management, Ritsumeikan University</p> <p>May 2014      Outside Audit &amp; Supervisory Board Member, Seven &amp; i Holdings Co., Ltd.</p> <p>June 2015      Outside Director, TOPPAN FORMS CO., LTD.</p> <p>April 2016      MBA course Visiting Professor, Graduate School of Management, Ritsumeikan University</p> <p>May 2019      Outside Director, Seven &amp; i Holdings Co., Ltd.</p> <p>June 2023      Director, the Company (incumbent)</p>	—
7	Kunio Kamide (June 28, 1949)	<p>April 1973      Joined JEOL Ltd.</p> <p>December 1998    Department Manager, Semiconductor &amp; Electronics Sales Division, Semiconductor Operation, JEOL Ltd.</p> <p>April 2001      Division Manager, Semiconductor &amp; Electronics Sales Division, Semiconductor Operation, JEOL Ltd.</p> <p>June 2006      Corporate Officer, JEOL Ltd.</p> <p>June 2011      Advisor (semiconductor-related), JEOL Ltd. (incumbent)</p> <p>                 President, JEOL Taiwan Semiconductors Ltd.</p> <p>                 President, JEOL Shanghai Semiconductors Ltd.</p> <p>June 2019      Advisor, JEOL Taiwan Semiconductors Ltd. (incumbent)</p> <p>September 2021    Outside Director, Lasertec Corporation</p>	—

- Notes:
1. Mr. Yasunobu Morishima also serves as Representative Director of A&D Company, Limited, a subsidiary of the Company, and Mr. Koji Takahashi as a Director of the same subsidiary. Mr. Ko Cho serves concurrently as the President & CEO of Holon Co., Ltd., a subsidiary of the Company and Mr. Fumiaki Shigemitsu as 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. 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.
      - ii. Mr. Daisho has been involved in research on automobile-related environmental and energy issues and mobility as a Professor Emeritus in the Faculty of Science and Engineering 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.
      - iii. Mr. Fumiaki Shigemitsu 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. 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.
      - v. Ms. Kazuko Rudy is a candidate for Outside Director. She has been reported to the Tokyo Stock Exchange as an independent director in accordance with the provisions of the Tokyo Stock Exchange.
      - vi. Ms. Rudy has business experience overseas, and the Company expects her to apply her abundant knowledge and broad insight as an expert in marketing theory and to help strengthen corporate governance by offering advice on the Company’s general management. Therefore, the Company requests her appointment as an Outside Director.
      - vii. Mr. Kunio Kamide is a candidate for Outside Director. He is scheduled to be reported to the Tokyo Stock Exchange as an independent director in accordance with the provisions of the Tokyo Stock Exchange.
      - viii. Mr. Kamide has amassed a wealth of experience and broad insight over many years at an operating company, 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. Yasuhiro Daisho, Ms. Kazuko Rudy, and Mr. Kunio Kamide have never served as business executors or officers (excluding persons who were business executors) of the Company or its subsidiaries.
      - x. Mr. Yasuhiro Daisho, Ms. Kazuko Rudy, and Mr. Kunio Kamide 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. Yasuhiro Daisho, Ms. Kazuko Rudy, and Mr. Kunio Kamide 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. Yasuhiro Daisho, Ms. Kazuko Rudy, and Mr. Kunio Kamide 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.

2) Reasons why the candidates have been judged capable of appropriately performing their duties as Outside Directors

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 seven (7) 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. He will have served as an Outside Director of the Company for three (3) years at the conclusion of this General Meeting of Shareholders.

Candidate for Outside Director Ms. Kazuko Rudy has business experience overseas, and has abundant knowledge and broad insight as an expert in marketing theory, so the Company believes that she will be able to appropriately perform her duties as an Outside Director. She 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. Kunio Kamide has sufficient knowledge to supervise corporate management based on his extensive experience at an operating company, 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. Yasuhiro Daisho, Mr. Fumiaki Shigemitsu, and Ms. Kazuko Rudy 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 Directors as proposed, the Company plans to continue the said liability limitation agreements with them. Also, if the appointment of Mr. Kunio Kamide is approved, the Company plans to enter into the same agreement with him.



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

The term of office of Corporate Auditor Mr. Hideo Umezawa 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
Shigeo Kobayashi (August 5, 1956)	October 1978    Joined Coopers & Lybrand April 1982    Registered as a Certified Public Accountant September 1990    Representative Partner, Chuo Shinko Audit Corporation August 2007    Partner, KPMG AZSA & Co. (currently KPMG AZSA LLC) (resigned in June 2019) July 2019    Shigeo Kobayashi Certified Public Accountant Office (incumbent) June 2020    Outside Audit & Supervisory Board Member, Taikisha Ltd. November 2024    Partner, Zelos LLC (incumbent)	—

- Notes:
1. Mr. Shigeo Kobayashi is a newly appointed candidate for Outside Corporate Auditor.
  2. There is no special interest between the Company and Mr. Shigeo Kobayashi.
  3. Mr. Shigeo Kobayashi also serves as a Representative of Shigeo Kobayashi Certified Public Accountant Office and Partner of Zelos LLC.
  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 a liability limitation agreement
    - 1) Reasons for appointing the candidate for Outside Corporate Auditor and the independence of the Outside Corporate Auditor
      - i. If Mr. Shigeo Kobayashi is appointed as originally proposed, he is scheduled to be an independent auditor in accordance with the provisions of the Tokyo Stock Exchange.
      - ii. The Company expects Mr. Kobayashi to utilize his specialized knowledge as a certified public accountant in the auditing of the Company to monitor general management, and requests his appointment as an Outside Corporate Auditor.
      - iii. Mr. Kobayashi has never served as a business executor or officer of the Company or its subsidiaries.
      - iv. Mr. Kobayashi 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. Kobayashi 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. Kobayashi 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 of appropriately performing his duties as Outside Corporate Auditor

Candidate for Outside Corporate Auditor Mr. Shigeo Kobayashi's practical experience as a certified public accountant, as mentioned above, and his experience in company management were comprehensively taken into consideration.

3) A liability limitation agreement with an Outside Corporate Auditor

If Mr. Shigeo Kobayashi is appointed as Outside Corporate Auditor, the Company plans to enter into a liability limitation agreement with him with respect to the liability under Article 423, Paragraph 1 of the Companies Act. Under the agreement, he will bear 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 the Annual General Meeting of Shareholders

Name	Position	Particular expertise and professional experience							
		Corporate management	Technology development	Sales / marketing	Global business	HR / labor affairs	Environment / society	Legal affairs / compliance	Finance / accounting
Yasunobu Morishima	President & CEO	○	○	○					
Ko Cho	Director, Executive Vice President	○		○	○				
Koji Takahashi	Director, Managing Executive Officer					○	○	○	○
Yasuhiro Daisho	Outside Director		○				○	○	
Fumiaki Shigemitsu	Outside Director	○	○			○		○	
Kazuko Rudy	Outside Director			○	○		○		
Kunio Kamide	Outside Director	○		○	○				
Yasuhiro Sagara	Full-time Corporate Auditor				○			○	○
Naoki Kondo	Outside Corporate Auditor				○		○	○	
Shigeo Kobayashi	Outside Corporate Auditor				○			○	○