

Securities Code: 6035

May 28, 2024

(Start date of measures for provision in electronic format: May 27, 2024)

To our shareholders:

**IR Japan Holdings, Ltd.**

2-5, Kasumigaseki 3-chome, Chiyoda-ku, Tokyo

Shirou Terashita

Representative Director, President and Chief Executive Officer

## **NOTICE OF THE 10TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to announce that we will hold the 10th Annual General Meeting of Shareholders of IR Japan Holdings, Ltd. (“the Company”), to be held as stated below.

The Company has taken measures for provision in electronic format for convening this meeting, and the matters for the measures are posted on the following website.

The Company website

[https://www.irjapan.jp/en/ir\\_info/release/](https://www.irjapan.jp/en/ir_info/release/)

In addition to the above, the information is also posted on the following website.

Tokyo Stock Exchange website

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

Access the above-mentioned Tokyo Stock Exchange website (Listed Company Search), enter and search for “IR Japan Holdings” in the issue name (company name) or “6035” in the Code, then select “Basic information,” and “Documents for public inspection/PR information.” The documents can be found under “Notice of General Shareholders Meeting/Information Materials for a General Shareholders Meeting” in the “Filed information available for public inspection” section.

If you are unable to attend the meeting in person, you can exercise your voting rights in advance either in writing or via the Internet. In addition, this meeting will be held as an attendance-type hybrid virtual general meeting of shareholders (hereinafter referred to as the “attendance-type online meeting”), therefore you can also attend the meeting and exercise your voting rights via the Internet on the day of the meeting.

Also, even if you attend the meeting in person on the day, we recommend you exercise voting rights in writing or via the Internet in advance as a precaution against possible transportation or communication failures, etc. Please review the Reference Documents for the General Meeting of Shareholders posted in this convocation notice and the matters for measures for provision in electronic format, and exercise your voting rights by no later than 5 p.m. (the close of the Company’s business hours) on Monday, June 17, 2024.

[Exercise of voting rights in advance via postal mail]

Indicate your approval or disapproval of the proposals in the enclosed Exercise of Voting Rights Form and return the form to the Company so that it arrives no later than the deadline indicated above.

[Exercise of voting rights in advance via electromagnetic methods (the Internet)]

Access the voting website designated by the Company (<https://www.net-vote.com/>) as indicated in the enclosed Exercise of Voting Rights Form, follow the instructions on the screen, and indicate your approval or disapproval of the proposals by the deadline indicated above. (For details, please refer to “Information on the Exercise of Voting Rights via the Internet in Advance” on page 4.)

1. Date and Time: 10 a.m., Tuesday, June 18, 2024  
2. Place: Marunouchi Building Hall&Conference Square,  
7F Marunouchi Building, 2-4-1 Marunouchi, Chiyoda-ku, Tokyo

3. Agenda:

- Matters to Be Reported:
1. Business Report, Consolidated Financial Statements and audit results of the Consolidated Financial Statements by the accounting auditor and the Audit and Supervisory Committee for the 10th fiscal year, from April 1, 2023 to March 31, 2024
  2. Non-Consolidated Financial Statements for the 10th fiscal year, from April 1, 2023 to March 31, 2024

Matters to Be Resolved:

- Proposal 1: Appropriation of Surplus
- Proposal 2: Election of Two (2) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

4. Information on the Exercise of Voting Rights in Advance

- (1) If you indicate neither your approval nor disapproval of the proposal(s) on the Exercise of Voting Rights Form sent via postal mail, it will be deemed that you indicated your approval of the proposal(s).
- (2) If you exercise your voting rights more than once in writing, the Company will regard the last vote received as valid.
- (3) If you exercise your voting rights redundantly via the Internet and in writing, the Company will regard the vote exercised via the Internet as valid.
- (4) If you exercise your voting rights more than once via the Internet, the Company will regard the last vote as valid.

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1. Attendees are kindly requested to submit their Exercise of Voting Rights Form to the receptionist on the day of the meeting.
  2. In accordance with laws and regulations as well as the Company's Articles of Incorporation, the documents sent to shareholders who have requested delivery of documents do not include the following matters. Accordingly, said documents are part of the documents audited by the Audit and Supervisory Committee and the accounting auditor when preparing the audit report.
    - 1) "Company Structure and Policy" in the Business Report
    - 2) "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
    - 3) "Notes to Non-Consolidated Financial Statements" in the Non-Consolidated Financial Statements
  3. In the event of any modification to the matters for measures for provision in electronic format, the modified information will be posted on the respective websites.
  4. The Company participates in the "Electronic Voting Platform for Institutional Investors" operated by ICJ, Inc.
  5. Photographing, videotaping, and audio recording are prohibited in the venue of the General Meeting of Shareholders. Also prohibited are videotaping, audio recording, and simultaneous distribution of the live stream on the Internet. Please be aware that the Company will not be responsible for any loss or damage caused by such actions.
  6. "Attendance-type online meeting" refers to a general meeting of shareholders in which, in addition to the traditional general meeting of shareholders held in a physical location, shareholders who are not present at the location of the general meeting of shareholders can "attend," as stipulated in the Companies Act, the general meeting of shareholders using means such as the Internet. This corresponds to the hybrid attendance-type virtual general meeting of shareholders specified in the Ministry of Economy, Trade and Industry's "Implementation Guide for Hybrid Virtual General Meetings of Shareholders (formulated on February 26, 2020)."

### **Information on the Exercise of Voting Rights in Advance**

You may exercise your voting rights in advance by using one of the following two methods. In addition, as a precaution against possible traffic conditions, communication failures, etc. on the day of the meeting, shareholders who are considering attending the meeting are also requested to exercise your voting rights in advance of joining the meeting.

#### **1. Exercise of voting rights in advance via postal mail**

Indicate your approval or disapproval of the proposals in the enclosed Exercise of Voting Rights Form, and mail the form without affixing a postal stamp.

Deadline for the exercise of voting rights: **Must arrive no later than 5 p.m. on Monday, June 17, 2024**

#### **2. Exercise of voting rights in advance via the Internet**

Access the voting website using your PC or smartphone. If using your smartphone, you may exercise your voting rights directly by using the QR code. Please refer to the next page for details. (The term “QR code” is a registered trademark of DENSO WAVE INCORPORATED.)

Deadline for the exercise of voting rights: **No later than 5 p.m. on Monday, June 17, 2024**

#### **Handling when voting rights are exercised more than once**

- (1) If you exercise your voting rights redundantly via the Internet and in writing, the Company will regard the vote exercised via the Internet as valid.
- (2) If you exercise your voting rights more than once via the Internet, the Company will regard the last vote as valid.

#### Notes:

- The shareholder is responsible for any expenses incurred (e.g., Internet connection charges) while accessing the voting website.
- The website may not be available depending on the shareholder’s Internet connection.
- The voting website is not accessible when using certain mobile phones, including feature phones with Internet connections.

### **Information on the Exercise of Voting Rights via the Internet in Advance**

You can exercise your voting rights in advance via the Internet, using a PC or smartphone by accessing the following voting website designated by the Company.

#### **Using a Smartphone**

1. You can easily exercise your voting rights by scanning the “QR code for smartphones” on the enclosed Exercise of Voting Rights Form.
2. Once you have logged in, enter your approval or disapproval of the proposals, by following the instructions on the screen.

If you wish to change your votes after you have exercised your voting rights, please access the voting website for PCs, use the “Login ID” and “Password” that are written on the Exercise of Voting Rights Form, and follow the instructions on the screen to enter your approval or disapproval.

#### **Using a PC**

1. Please access the voting website.  
<https://www.net-vote.com/>
2. Use the “Login ID” and “Password” that are written on the enclosed Exercise of Voting Rights Form, and follow the instructions on the screen to enter your approval or disapproval.

#### **Handling of “Login ID” and “Password”**

- (1) The “Login ID” and “Password” on the Exercise of Voting Rights Form is only valid for this General Meeting of Shareholders.
- (2) The “Password” is an important information for verifying that the person exercising their voting rights is the shareholder. Please handle it with care.
- (3) If you wish to have your “Password” re-issued, please contact the dedicated phone number below.

#### **Inquiries Concerning the Exercise of Voting Rights in Advance via the Internet**

Transfer Agency Services Department, IR Japan, Inc.

Phone: 0120-975-960 (toll free in Japan)

Business hours: 9 a.m. to 5 p.m. (excluding Saturdays, Sundays and holidays)

(Reference) Institutional investors can use the electronic voting platform operated by ICJ, Inc.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Related Information

#### Proposal 1: Appropriation of Surplus

Appropriation of surplus for the fiscal year ended March 31, 2024 is proposed as follows.

The Company makes it a basic policy to distribute profits to its shareholders according to its business results, while maintaining its financial strength by securing sufficient internal reserves to carry out sound business operations.

In line with this policy, the Company proposes the following year-end dividend for the fiscal year under review.

Proposed year-end dividend:

- 1) Type of dividends:  
Money
- 2) Distribution of dividends and the aggregate amount:  
¥15.00 per share of the Company's common shares  
Aggregate dividend amount: ¥266,450,745
- 3) Effective date for the distribution of surplus:  
June 19, 2024

**Proposal 2: Election of Two (2) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The terms of all two (2) directors (excluding directors who are audit and supervisory committee members; the same shall apply hereinafter in this proposal) will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes to elect two (2) directors. With respect to this proposal, the Audit and Supervisory Committee has determined all of the candidates are suitable as directors of the Company.

The nominees for the position of directors are as follows.

No.		Name	Position and responsibility in the Company	Attendance at meetings of the Board of Directors (Times)
1	Renomination	Shirou Terashita	Representative Director, President and Chief Executive Officer	14/14 (100%)
2	Renomination	Yutaka Fujiwara	Director, in charge of Administration Department, and General Manager of Corporate Planning Department	14/14 (100%)

No.	Name (Date of birth)	Career, positions and responsibilities in the Company [Significant representation of other entities]
1	<p data-bbox="309 465 448 495"><u>Renomination</u></p> <p data-bbox="309 555 512 607">Shirou Terashita (January 5, 1959)</p> <p data-bbox="309 667 539 719">Tenure as director: Nine years, five months</p> <p data-bbox="309 745 539 853">Attendance at meetings of the Board of Directors (Times): 14/14 (100%)</p> <p data-bbox="309 880 539 965">Number of the Company's shares held: 9,055,100</p>	<p data-bbox="557 344 1235 374">November 1982    Joined AIA, Inc. (currently THE IR Corporation)</p> <p data-bbox="557 374 1227 403">October 1997    Joined IR Japan, Inc. (the former IR Japan, Inc.)</p> <p data-bbox="557 403 932 432">January 2001    Executive Officer</p> <p data-bbox="557 432 1283 483">September 2004    Member of the "Corporate Value Study Group" of the Ministry of Economy, Trade and Industry</p> <p data-bbox="557 483 1350 535">June 2006    Director and Senior Managing Director of IR Japan, Inc. (the former IR Japan, Inc.)</p> <p data-bbox="557 535 1131 564">April 2007    Director and Executive Vice President</p> <p data-bbox="557 564 1342 616">October 2007    Representative Director and President of IR Japan Holdings, Inc. (currently IR Japan, Inc.)</p> <p data-bbox="557 616 1334 667">December 2007    Representative Director and President of IR Japan, Inc. (the former IR Japan, Inc.)</p> <p data-bbox="557 667 1294 719">April 2008    Representative Director, President and Chief Executive Officer of IR Japan, Inc.</p> <p data-bbox="557 719 1350 770">March 2012    Member of the "Study Group on Ideal Corporate Governance System" of the Ministry of Economy, Trade and Industry</p> <p data-bbox="557 770 1294 822">February 2015    Representative Director, President and Chief Executive Officer of the Company (current)</p> <p data-bbox="557 822 1294 873">December 2017    Member of the "Corporate Governance System Study Group" of the Ministry of Economy, Trade and Industry</p> <p data-bbox="557 873 1294 925">February 2021    Representative Director, President and Chief Executive Officer of Japan Originated Investment Bank, Inc.</p> <p data-bbox="557 925 1318 976">November 2022    Director of IR Japan, Inc. Representative Director and President of Japan Originated Investment Bank, Inc. (current)</p> <p data-bbox="557 976 983 1005">[Significant representation of other entities]</p> <p data-bbox="557 1005 1350 1034">Representative Director and President of Japan Originated Investment Bank, Inc.</p>
Reason for nomination as a director:		<p data-bbox="309 1117 1350 1305">Mr. Shirou Terashita possesses a wealth of experience and extensive knowledge as a corporate manager and has been demonstrating his presence as Representative Director, President and Chief Executive Officer of the Group in economic and legal communities. He also has been engaged in proactive interaction in many meetings, such as serving as a member of various study groups of the Ministry of Economy, Trade and Industry. The Company has nominated him as a candidate for director because it has determined that his experience and capabilities, including his thorough knowledge of the Group's various divisions, make him well qualified for the position of director of the Company.</p>

No.	Name (Date of birth)	Career, positions and responsibilities in the Company [Significant representation of other entities]
2	<p>Renomination</p> <p>Yutaka Fujiwara (August 13, 1971)</p> <p>Tenure as director: Two years</p> <p>Attendance at meetings of the Board of Directors (Times): 14/14 (100%)</p> <p>Number of the Company's shares held: 1,900</p>	<p>April 1995      Joined Nishimatsu Construction Co., Ltd.</p> <p>September 2010      Joined IR Japan, Inc.</p> <p>January 2017      Senior General Manager of Administration Department</p> <p>July 2017      Deputy Senior General Manager of Business Operations Department</p> <p>January 2020      Senior General Manager of Administration Department</p> <p>February 2021      Senior General Manager of Administration Department of Japan Originated Investment Bank, Inc.</p> <p>May 2022      Director of IRJ Business Consulting Staff, Inc.</p> <p>June 2022      Director and Senior General Manager of Administration Department of the Company</p> <p>Director and Senior General Manager of Administration Department of IR Japan, Inc.</p> <p>Director and Senior General Manager of Administration Department of Japan Originated Investment Bank, Inc.</p> <p>September 2022      Director, in charge of Administration Department, and General Manager of Corporate Planning Department of the Company (current)</p> <p>Director, in charge of Administration Department, and Senior General Manager of Planning Department of IR Japan, Inc. (current)</p> <p>Director, in charge of Administration Department, and Senior General Manager of Planning Department of Japan Originated Investment Bank, Inc. (current)</p> <p>Director, in charge of Administration Department, and Senior General Manager of Planning Department of IRJ Business Consulting Staff, Inc. (current)</p> <p>[Significant representation of other entities]</p> <p>Director, in charge of Administration Department, and Senior General Manager of Planning Department of IR Japan, Inc.</p> <p>Director, in charge of Administration Department, and Senior General Manager of Planning Department of Japan Originated Investment Bank, Inc.</p> <p>Director, in charge of Administration Department, and Senior General Manager of Planning Department of IRJ Business Consulting Staff, Inc.</p>
	<p>Reason for nomination as a director: Mr. Yutaka Fujiwara possesses a wealth of experience and extensive knowledge in general affairs, personnel affairs, and accounting. The Company has nominated him as a candidate for director because it has determined that his experience and capabilities, including his thorough knowledge of the Group-wide business and management acquired through his career in charge of the administrative divisions of the Group, make him well qualified for the position of director of the Company.</p>	

Notes:

1. There are no significant conflicts of interest between any of the nominees and the Company.
2. Mr. Shirou Terashita qualifies as a parent company, etc. pursuant to Article 2, Item 4-2 of the Companies Act.
3. The Company has entered into indemnity agreements with Mr. Shirou Terashita and Mr. Yutaka Fujiwara to cover the costs to be borne in the event that they become parties, etc. in civil, administrative, or criminal proceedings, as well as compensation for damages to third parties excluding the Company. If the reappointments of Mr. Terashita and Mr. Fujiwara are approved, the Company plans to continue the above agreement with each of these members.
4. The Company has concluded a directors and officers liability insurance contract with an insurance company. This insurance contract will cover the legal damages and litigation expenses to be borne by the insured, provided that they were not caused by the insured's intentional or gross negligence. If the reappointments of Mr. Terashita and Mr. Fujiwara are approved, they will be included as the insured under this insurance contract. The Company also plans to renew this insurance contract under the same conditions, at the next renewal.



### **[Policies and Procedures in Nominating Director Candidates]**

The Company has formulated the following policies and procedures in the election/dismissal of directors and the nomination of director candidates.

#### <Policy>

The policy of standards for proposing the election/dismissal of directors is as follows.

##### (1) Election Standards

In proposing the election of directors, each candidate for both internal and outside directors shall meet all the standards prescribed below.

##### (Internal directors)

- 1) Must have superior character and insight and comply with the Group's corporate mission;
- 2) Must fully understand the Group's history, corporate culture and attributes of the employees and have abundant experience and expertise in the Group's business;
- 3) Must be capable of continuously improving the Group's corporate value with an understanding of its business environment, competitive trends, management philosophy, etc., as well as proposing and executing specific management strategies and implementation plans that will contribute to the significant increase in its corporate value in the medium to long term;
- 4) Must make ongoing efforts to constantly examine and improve the Group's management strategies and implementation plans; and
- 5) Must be sensitive to market changes regarding the industry to which the Group belongs and to its value offered, and capable of constructive discussions on the direction which the Group is to take.

##### (Outside directors)

- 1) Must have superior character and insight and comply with the Group's corporate mission;
- 2) Must have a high level of expertise and abundant experience in any of the fields of corporate management, finance and accounting, taxation, law or other specialized field;
- 3) Must fully understand attributes of the Group (promptness, flexibility and effectiveness), welcome proposals made by executive directors towards the sustained improvement of its corporate value, fulfill supervisory functions at the Board of Directors based on appropriate risk management, and be expected to contribute to constructive deliberations that will significantly increase its corporate value; and
- 4) Regarding independent outside directors, the Independence Standards, prescribed by the Group, must be met.

##### (2) Dismissal Standards

A proposal for dismissal shall be made if a director falls under any of the standards prescribed below.

- 1) If a director is found to be in a socially reprehensible relationship with anti-social forces;
- 2) If a director violates laws, regulations, the Articles of Incorporation or any other Group Regulations, and causes the Group to incur significant losses or hinders its business;
- 3) If a director significantly hinders the execution of duties; or
- 4) If a director is clearly found not to meet each requirement of the Election Standards.

#### <Procedures>

Election/dismissal procedures for a director are as follows.

- 1) Directors (excluding directors who are audit and supervisory committee members) are subject to election by resolution of the general meeting of shareholders each year.
- 2) Directors who are audit and supervisory committee members are subject to election by resolution of the general meeting of shareholders every two years.
- 3) All director candidates are determined by the Board of Directors upon fair, transparent and rigorous deliberations by the Nomination and Compensation Advisory Committee and after the consent obtained from the Audit and Supervisory Committee.

**[Skills Matrix]**

	Management /corporate strategy	Business strategy	Marketing	ESG management	Banking/ finance	Global	Legal/risk management	Auditing/ internal control
Shirou Terashita	○	○	○	○		○	○	
Yutaka Fujiwara	○			○			○	○
Kazufumi Onishi	○	○				○	○	○
Akira Kimura	○	○		○		○	○	○
Nobuyoshi Yamori				○	○	○	○	○
Kimikazu Noumi	○	○	○		○	○	○	○