Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damage arising from the translation.

(Stock Exchange Code 3104) June 7, 2023

#### To Shareholders with Voting Rights:

Masahide Inoue Representative Director and President Fujibo Holdings, Inc. 1-18-12 Nihonbashi Ningyocho, Chuo-ku, Tokyo, Japan

#### NOTICE OF CONVOCATION OF THE 203RD ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

We are pleased to inform you that the 203rd Annual General Meeting of Shareholders of Fujibo Holdings, Inc. (the "Company") will be held for the purposes as described below.

The Company has taken measures for electronic provision in convening this General Meeting of Shareholders and posted matters subject to measures for electronic provision on the following website on the Internet.

Website of the Company:

https://www.fujibo.co.jp/ir/stock/stockholders/

In addition to the website above, the Company also posts the matters subject to measures for electronic provision on the website of the Tokyo Stock Exchange, Inc. (TSE). To confirm the information, please visit the TSE website (TSE Listed Company Information Service) below.

TSE website (TSE Listed Company Information Service): https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show

\*You can confirm the information by entering and searching for the issue name (company name) or the security code and select "Basic information" and "Documents for public inspection/PR information" in that order.

Instead of attending the meeting, you can exercise your voting rights in writing or via the Internet. Please review the attached Reference Materials for the General Meeting of Shareholders, and then indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it, or enter your vote for or against the proposals via the Internet, by 5:30 p.m. on Wednesday, June 28, 2023, Japan time.

1. Date and Time: Thursday, June 29, 2023 at 10:00 a.m. Japan time

2. Place: 10F, Kokusai Fashion Center Building (KFC Room 101 to 103)

1-6-1 Yokoami, Sumida-ku, Tokyo

\* The Company will not prepare souvenirs for shareholders attending the meeting. We appreciate your understanding.

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company's

203rd Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements

 Non-consolidated Financial Statements for the Company's 203rd Fiscal Year (April 1, 2022 - March 31, 2023)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus Election of Eight Directors Election of Three Auditors

## 4. Matters regarding the Convocation

- (1) When there is no indication of for or against for each of the proposals in a mailed Voting Rights Exercise Form, the vote shall be deemed as approval.
- (2) If voting rights are exercised both in writing and via the Internet, the voting rights exercised via the Internet shall be deemed valid.
- (3) If voting rights are exercised multiple times via the Internet, the most recent voting rights exercised shall be deemed valid.
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- © Shareholders who have not requested a paper copy will receive the Reference Materials for the General Meeting of Shareholders together with this Notice.
- Pursuant to laws and regulations and the Company's Articles of Incorporation, the following matters are not contained in the paper copy sent to shareholders who have requested it. As such, the paper copy is a part of the documents that were audited by the Auditors and the Accounting Auditor for the preparation of their audit reports.
  - Notes to Consolidated Financial Statements
  - Notes to Non-consolidated Financial Statements
- Any revisions to matters subject to measures for electronic provision will be posted on each of the websites.

#### Measures to Prevent Infection of the Coronavirus Disease

On the occasion of the 203rd Annual General Meeting of Shareholders of the Company, we would like to inform you that we will implement the following measures to prevent infection of the coronavirus disease (COVID-19). We appreciate your understanding and cooperation.

#### 1. Measures to be taken

- The Company will provide alcohol hand sanitizers near the reception desk.
- Our operational staff for the meeting will wear face covers while serving after confirming their physical conditions including their temperatures.

#### 2. Request to shareholders

- For those who plan to attend the meeting, we encourage you to pay attention to your physical condition until the date of the event and not to overexert yourself.
- Your voting rights can also be exercised in writing or via the Internet. We kindly recommend our shareholders to use these methods.

## 3. Request to shareholders who will attend the meeting

- When arriving at the meeting, please feel free to use hand sanitizers provided at the venue.
- The Company may take your temperature around the reception desk. For those who have a fever, we may
  refuse admission to the venue. Additionally, our operational staff may approach you and ask to leave the
  venue for those whose physical condition is appeared not to be well enough. We appreciate your
  understanding in this regard.

Depending on the status of the spread of the COVID-19 infection and the announcement from governments, etc. up to the date of the event, the Company may change measures taken for the operation of the meeting. Please check the announcements to be posted on the Company's website (https://www.fujibo.co.jp/).

# **Reference Materials for the General Meeting of Shareholders**

### **Proposals and References**

# **Proposal 1:** Appropriation of Surplus

The Company considers the return of profits to shareholders its most important management issue, and in comprehensive consideration of factors such as the management environment and business results, strives to distribute stable dividends over the long term.

Based on the above policy, the Company proposes a year-end dividend of ¥55 per share for the fiscal year under review as described below. Added to the interim dividend of ¥55 per share, this gives a total dividend for the year of ¥110 per share.

#### Items Related to the Year-end Dividend

- (1) Type of dividend property Cash
- (2) Items related to the allocation of dividend property to shareholders and its total amount ¥55 per common share Total of ¥630,708,155
- (3) Effective date of the distribution of surplus June 30, 2023

## **Proposal 2:** Election of Eight Directors

The terms of office of all eight Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of eight Directors, including three Outside Directors.

With the aim to strengthen the corporate governance, the Company has established the Nomination Committee, with a majority of the members being independent Outside Directors. Regarding the candidates for Director, the Nomination Committee deliberates on the policy, procedures and original proposals, and the Board of Directors determines the candidates for Director based on the recommendation of the Committee.

The candidates for Director are as follows:

No.	Name (Date of birth)		Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Masahide Inoue (April 16, 1964)  Reelection	April 1987 August 2015 January 2017 September 2017  January 2018  May 2018  November 2018  April 2019  April 2020  June 2020  May 2021  June 2022	Joined the Company General Manager, Functional Product Business Development Department Executive Officer, the Company; Representative Director & President, Fujibo Textile, Inc. Executive Officer and General Manager, Osaka Branch, the Company; Representative Director & President, Fujibo Textile, Inc.; Representative Director & President, Fujibo Trading Co., Ltd.; Representative Director & President, Angle Co., Ltd. Executive Officer and General Manager, Functional Product Business Development Department, the Company; Representative Director & President, Fujibo Textile, Inc. Executive Officer, the Company; Representative Director & President, Yanai Chemical Industry Co., Ltd. Executive Officer and General Manager, Functional Product Business Development Department, the Company; Representative Director & President, Yanai Chemical Industry Co., Ltd. Executive Officer and General Manager, Functional Product Development Department, Near-Future Product Development Supervisory Department, the Company; Representative Director & President, Yanai Chemical Industry Co., Ltd. Executive Officer, the Company; Representative Director & President, Yanai Chemical Industry Co., Ltd. Director and Senior Executive Officer, the Company; Representative Director & President, Yanai Chemical Industry Co., Ltd. Director and Senior Executive Officer, the Company; Representative Director & President, Yanai Chemical Industry Co., Ltd. Director and Senior Executive Officer, the Company; Representative Director & President, Yanai Chemical Industry Co., Ltd.	8,127

[Reason for nomination as candidate for Director]

After serving as a responsible person in development departments and as Representative Director & President of a business subsidiary, Mr. Masahide Inoue has served as Representative Director and President of the Company since June 2022. As he possesses a wealth of experience and broad insight regarding the Group's business and corporate management, the Company has judged that he is suited for the position of the Company's Director, and has thus designated him as a candidate.

No.	Name (Date of birth)		Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Yasuo Toyooka (March 25, 1959) Reelection	Responsible for (Significant cond	Joined the Company General Manager, Secretarial Office Executive Officer and General Manager, Secretarial Office Senior Executive Officer and General Manager, Secretarial Office Senior Executive Officer, the Company; Representative Director & President, Fujibo Apparel Corporation; Representative Director & Chairman, Fujibo Trading Co., Ltd. Senior Executive Officer, the Company; Representative Director & President, Fujibo Apparel Corporation Director and Senior Executive Officer, the Company; Representative Director & President, Fujibo Apparel Corporation Representative Director and Managing Executive Officer, the Company; Representative Director & President, Fujibo Apparel Corporation Representative Director and Senior Managing Executive Officer, the Company; Representative Director & President, Fujibo Apparel Corporation To the present sibilities) es of Near-Future Product Development Customer Service and Advertising current positions) Director & President, Fujibo Apparel Corporation	8,462

[Reason for nomination as candidate for Director]

While serving as a responsible person in management departments and as Representative Director & President of a business subsidiary, Mr. Yasuo Toyooka has served as Representative Director of the Company since June 2021. As he possesses a wealth of experience and broad insight regarding the Group's business and corporate management, the Company has judged that he is suited for the position of the Company's Director, and has thus designated him as a candidate.

No.	Name (Date of birth)		Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the
	(2 4.00 61 61.011)			Company held
		April 1984 November 2010	Joined the Company General Manager, Human Resources Development Office, the Company	
		April 2015	General Manager Responsible for General Affairs, General Affairs and Human Resources Department, the Company	
		June 2015	General Manager, General Affairs Department, the Company	
	0 11'	April 2017	General Manager, General Affairs Department and General	
	Osamu Hirano (December 9, 1960)	•	Manager Responsible for Human Resources Department, the Company	6,386
	Reelection	August 2018	Executive Officer and General Manager, Secretarial Office, the Company	·
3		June 2022	Director, Senior Executive Officer, and General Manager,	
			Secretarial Office, the Company	
			To the present	
		(Current responsib	pilities)	
		Responsible for G	eneral Affairs and Human Resources	
		General Manager,	Secretarial Office	
	[Reason for nominatio	n as candidate for D	Director]	
			nanagement departments, Mr. Osamu Hirano has served as Director	
			th of experience and broad insight regarding the Group's busines	
		pany has judged the	at he is suited for the position of the Company's Director, and has	thus designated
	him as a candidate.			
		April 1989	Joined the Company	
		March 2013	Plant Manager, Nyugawa Plant, Fujibo Ehime Co., Ltd.	
		October 2015	Director and Managing Executive Officer	
		May 2017	Director and Senior Managing Executive Officer	
		January 2018	Director and Executive Vice President	
	Yoshimi Mochizuki	April 2019	Representative Director & President	
	(November 24, 1966)	June 2020	Executive Officer, the Company; Representative Director &	
	, , , , , , , , , , , , , , , , , , , ,		President, Fujibo Ehime Co., Ltd.	4,375
	Reelection	June 2021	Director and Senior Executive Officer, the Company;	
4			Representative Director & President, Fujibo Ehime Co., Ltd.	
		(C	To the present	
		(Current responsi		
		Supervisory dutie	s of Polishing Pad Business	

[Reason for nomination as candidate for Director]

(Significant concurrent positions)

While serving as Representative Director & President of a business subsidiary of the Company, Mr. Yoshimi Mochizuki has served as Director of the Company since June 2021. As he possesses a wealth of experience and broad insight regarding the Group's business and corporate management, the Company has judged that he is suited for the position of the Company's Director, and has thus designated him as a candidate.

Representative Director & President, Fujibo Ehime Co., Ltd.

No.	Name (Date of birth)		Past experience, positions, responsibilities, and significant concurrent positions				
5	Tatsuya Sasaki (May 8, 1964) New	*	Joined the Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.) General Manager, Corporate Planning Dept. and General Manager, Human Resources Dept., Mitsubishi UFJ Research and Consulting Co., Ltd. General Manager, Private Banking Department, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.) (also serving as the same for Mitsubishi UFJ Financial Group, Inc.) General Manager, Public Relations Department (also serving as the same for Mitsubishi UFJ Financial Group, Inc.) Managing Executive Officer and General Manager, Business Promotion Unit, Consulting Business Division, Mitsubishi UFJ Research and Consulting Co., Ltd. Advisor, Corporate Planning Department, the Company Executive Officer and General Manager Responsible for Finance and Accounting Department To the present bilities) Corporate Planning Responsible for Finance and Accounting Department	200			
		General Manager					

[Reason for nomination as candidate for Director]

After holding responsible positions in financial institutions, Mr. Tatsuya Sasaki has been serving as an Executive Officer of the Company since October 2022. As he possesses a wealth of experience and broad insight regarding the Group's business and corporate management, the Company has judged that he is suited for the position of the Company's Director, and has thus designated him as a candidate.

No.	Name (Date of birth)		Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held			
		December 1988	Joined Recruit Co., Ltd.				
		June 1992	Ran a translation/interpreting operation				
		December 2000	Joined Space Design Inc.				
	Ruth Marie Jarman	April 2008	Director				
	(May 30, 1966)	April 2012	Chief Executive Officer, Jarman International K.K.				
	Reelection Outside		To the present				
		June 2019	Outside Director, the Company	1,800			
			To the present	2,000			
		June 2020	Outside Director, Member of the Board, KADOKAWA				
6	F		CORPORATION				
	Independent		To the present				
		(Significant concu					
		Chief Executive Officer, Jarman International K.K.					
			Outside Director, Member of the Board, KADOKAWA CORPORATION				
	[Reason for nomination	n as candidate for C	Outside Director and summary of expected role]				

Ms. Ruth Marie Jarman possesses abundant knowledge and experience regarding business strategy to satisfy international clients as a consultant, and to utilize her professional insight and the viewpoint of a woman in the Company's management, the Company has designated her as a candidate. The Company expects her to supervise the Company's management from a standpoint independent of the Company's management.

	April 1977 Joined Daikyo Oil Co., Ltd. (currently Cosmo Oil Co., Ltd.)  June 2002 General Manager, Fukuoka Branch, Cosmo Oil Co., Ltd.				
		General Manager, Fukuoka Branch, Cosmo Oil Co., Ltd.			
		June 2004	General Manager, Osaka Branch		
	Hisashi Kobayashi	June 2006	Executive Officer and General Manager, Sales Management		
	(November 12, 1954)		Department		
	(140 veinber 12, 1934)	June 2008	Senior Executive Officer and General Manager, Sales		
	Reelection		Management Department		
	Reelection	June 2010	Senior Executive Officer	1,500	
	Outside	June 2011	Director, Senior Executive Officer		
7		June 2014	Director, Senior Managing Executive Officer		
	Independent	October 2015	Transitioned to a holding company structure by establishing		
	maepenaem		Cosmo Energy Holdings Co., Ltd.		
			President and Representative Director, Cosmo Oil Co., Ltd.		
		June 2020	Outside Director, the Company		
			To the present		

[Reason for nomination as candidate for Outside Director and summary of expected role]

Mr. Hisashi Kobayashi has long been involved in management, and to utilize his wealth of experience and broad insight as a corporate manager in the Company's management, the Company has designated him as a candidate. The Company expects him to supervise the Company's management from a standpoint independent of the Company's management.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	Rieko Sato (December 6, 1964)  Reelection  Outside  Independent	April 1990 Joined Tokyo Electric Power Company Co., Ltd. (currently Tokyo Electric Power Company Holdings, Inc.)  April 2013 Executive Officer and Vice President, Customer Service Company  April 2016 Managing Director, TEPCO Energy Partner, Incorporated June 2017 Auditor, TEPCO Energy Partner, Incorporated June 2022 Full-time Auditor, Tokyo Power Technology Ltd.  To the present Outside Director, the Company To the present (Significant concurrent positions)  Full-time Auditor, Tokyo Power Technology Ltd.	200

[Reason for nomination as candidate for Outside Director and summary of expected role]

Ms. Rieko Sato has long been involved in management, and to utilize her wealth of experience and broad insight as a corporate manager as well as the viewpoint as a woman in the Company's management, the Company has designated her as a candidate. The Company expects her to supervise the Company's management from a standpoint independent of the Company's management.

#### (Notes)

- 1. There are no special interests between each candidate for Director and the Company.
- 2. Ms. Ruth Marie Jarman, Mr. Hisashi Kobayashi, and Ms. Rieko Sato are candidates for Outside Directors.
- 3. The Company has designated Ms. Ruth Marie Jarman, Mr. Hisashi Kobayashi, and Ms. Rieko Sato as Independent Directors as defined by the rules of the Tokyo Stock Exchange, and has made a submission to the said Exchange.
- 4. Ms. Ruth Marie Jarman, Mr. Hisashi Kobayashi, and Ms. Rieko Sato are currently Outside Directors of the Company, and at the conclusion of this General Meeting, their respective terms of office as Outside Directors will be four years for Ms. Ruth Marie Jarman, three years for Mr. Hisashi Kobayashi, and one year for Ms. Rieko Sato.
- 5. In its Articles of Incorporation, the Company defines that it may conclude agreements with Directors (excluding executive directors, etc.) to limit their liability for damages due to negligence of duties, and such liability limitation agreements have been concluded with Ms. Ruth Marie Jarman, Mr. Hisashi Kobayashi, and Ms. Rieko Sato with the limit set as the amount stipulated by laws and regulations. In the event that Ms. Ruth Marie Jarman, Mr. Hisashi Kobayashi, and Ms. Rieko Sato are reelected, the Company plans to continue said liability limitation agreements with them.
- 6. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract will compensate for damages and litigation expenses to be borne by the insured in the event that a claim for damages is made against the insured due to an act committed in his/her capacity as a director or an officer of the Company. Each candidate for Director will be included as the insured of the insurance contract. In addition, the Company plans to renew the insurance contract with the above details at the next renewal.

# **Proposal 3:** Election of Three Auditors

The terms of office of Mr. Hiroaki Matsuo, Mr. Masaru Namatame, and Mr. Kotaro Otsuka will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of three Auditors, including two Outside Auditors.

Regarding the candidates for Auditor, the Nomination Committee, the majority of which consists of independent Outside Directors, deliberates on the policy, procedures and original proposals, and the Board of Directors determines the candidates for Auditor based on the recommendation of the Committee.

The Board of Auditors has given its consent to this proposal.

The candidates for Auditor are as follows:

No.	Name (Date of birth)		Past experience, positions, and significant concurrent positions	Number of shares of the Company held
1	Atsunori Noguchi (November 10, 1961) New	April 1984 June 2008 November 2008 April 2011 June 2015 June 2021	Joined the Company General Manager Responsible for Accounting, Business Administration Department General Manager, Business Administration Department General Manager, Finance and Accounting Department Executive Officer and General Manager, Finance and Accounting Department Senior Executive Officer and General Manager, Finance and Accounting Department To the present	7,845

[Reason for nomination as candidate for Auditor]

While serving as a responsible person in finance and accounting departments, Mr. Atsunori Noguchi has served as Senior Executive Officer of the Company since June 2021. As he possesses a wealth of experience and broad insight in the Group, the Company has judged that he is suited for the position of the Company's Auditor, and has thus designated him as a candidate.

No.	Name (Date of birth)	Past experience, positions, and significant concurrent positions	Number of shares of the Company held
2	Kotaro Otsuka (August 5, 1968)  Reelection  Outside  Independent	 Registered as an attorney-at-law Joined Ushijima Law Firm (currently Ushijima & Partners, Attorneys-at-Law) Joined Koga Law Firm (currently Kasumi Sogo Law Firm) Representative Attorney-at-Law, Nakagawa & Otsuka Law Firm To the present Outside Auditor, the Company To the present ncurrent positions) Attorney-at-Law, Nakagawa & Otsuka Law Firm	600

[Reason for nomination as candidate for Outside Auditor]

Mr. Kotaro Otsuka possesses abundant knowledge and experience regarding corporate legal affairs as an attorney-at-law. The Company has designated him as a candidate in the expectation that he will audit the execution of Directors' duties based on his professional insight, from a standpoint independent of the management team. Although he has not been directly involved in corporate management other than as an Outside Auditor, the Company has judged that he is capable of properly performing his duties as an Outside Auditor for the reasons described above.

		April 1980	Joined Kao Soap Co., Ltd. (currently Kao Corporation)	
	Katsuya Fujii	March 2003	General Manager, IR Group Department, Accounting and	
	(September 8, 1957)		Finance Division, Kao Corporation	
		June 2011	General Manager, Finance Department, Accounting and Finance	
	New		Division	400
		March 2017	Full-time Audit & Supervisory Board Member	400
	Outside	March 2021	Retired from Full-time Audit & Supervisory Board Member	
3				
	Independent			

[Reason for nomination as candidate for Outside Auditor]

Mr. Katsuya Fujii possesses experience in serving as a person in charge of departments responsible for finance and accounting and Full-time Audit & Supervisory Board Member at another company. The Company has designated him as a candidate in the expectation that he will audit the execution of Directors' duties based on his abundant experience and broad insight, from a standpoint independent of the management team.

#### (Notes)

- 1. There are no special interests between each candidate for Auditor and the Company.
- 2. Mr. Kotaro Otsuka and Mr. Katsuya Fujii are candidates for Outside Auditor.
- 3. The Company has designated Mr. Kotaro Otsuka as an Independent Auditor as defined by the rules of the Tokyo Stock Exchange, and has made a submission to the said Exchange. The Company also plans to designate Mr. Katsuya Fujii as an Independent Auditor as defined by the rules of the Tokyo Stock Exchange and make a submission to the said Exchange.
- 4. Mr. Kotaro Otsuka is currently an Outside Auditor of the Company, and at the conclusion of this General Meeting, his term of office as Outside Auditor will be four years.
- 5. In its Articles of Incorporation, the Company defines that it may conclude agreements with Auditors to limit their liability for damages due to negligence of duties, and such a liability limitation agreement has been concluded with Mr. Kotaro Otsuka with the limit set as the amount stipulated by laws and regulations. In the event that Mr. Kotaro Otsuka is reelected, the Company plans to continue said liability limitation agreement with him. In the event that Mr. Katsuya Fujii is elected, the Company plans to conclude a liability limitation agreement with him, with the limit set as the amount stipulated by laws and regulations.
- 6. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance contract will compensate for damages and litigation expenses to be borne by the insured in the event that a claim for damages is made against the insured due to an act committed in his/her capacity as a director or an officer of the Company. Each candidate for Auditor will be included as the insured of the insurance contract. In addition, the Company plans to renew the insurance contract with the above details at the next renewal.

(Reference) Knowledge and expertise expected from Directors and Auditors of the Company (skill matrix)

								<i>y</i> (	
	Operational execution	Independent officer	Name	Corporate management, management strategy	Production technology, safety, quality	Sales, marketing	Legal affairs, risk management	International experience	Financial affairs, accounting
	•		Masahide Inoue	•	•	•			
	•		Yasuo Toyooka	•		•			
	•		Osamu Hirano	•			•		
Directors	•		Yoshimi Mochizuki	•	•				
Directors	•		Tatsuya Sasaki	•		•	•		•
		•	Ruth Marie Jarman	•		•		•	
		•	Hisashi Kobayashi	•		•	•	•	
		•	Rieko Sato	•		•	•		
			Atsunori Noguchi	•			•		•
		•	Hideaki Onishi	•			•		•
Auditors		•	Kotaro Otsuka				•		
		•	Katsuya Fujii	•			•		•