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(Stock Exchange Code 3104)
June 5, 2024

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 204TH 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 204th 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 26, 2024, Japan time.

- 1. Date and Time:** Thursday, June 27, 2024 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 204th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 204th Fiscal Year (April 1, 2023 - March 31, 2024)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Nine Directors
 - Proposal 3:** Election of One Auditor

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.
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- ⊙ 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.

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 ¥623,632,570
- (3) Effective date of the distribution of surplus
June 28, 2024

Proposal 2: Election of Nine Directors

The terms of office of all eight Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, in order to strengthen the management supervisory function, the Company proposes the increase of the number of Outside Directors by one and the election of nine Directors, including four 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) <u>Reelection</u>	<p>April 1987 Joined the Company</p> <p>August 2015 General Manager, Functional Product Business Development Department</p> <p>January 2017 Executive Officer, the Company; Representative Director & President, Fujibo Textile, Inc.</p> <p>September 2017 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.</p> <p>January 2018 Executive Officer and General Manager, Functional Product Business Development Department, the Company; Representative Director & President, Fujibo Textile, Inc.</p> <p>May 2018 Executive Officer, the Company; Representative Director & President, Yanai Chemical Industry Co., Ltd.</p> <p>November 2018 Executive Officer and General Manager, Functional Product Business Development Department, the Company; Representative Director & President, Yanai Chemical Industry Co., Ltd.</p> <p>April 2019 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.</p> <p>April 2020 Executive Officer, the Company; Representative Director & President, Yanai Chemical Industry Co., Ltd.</p> <p>June 2020 Director and Senior Executive Officer, the Company; Representative Director & President, Yanai Chemical Industry Co., Ltd.</p> <p>May 2021 Director and Senior Executive Officer, the Company</p> <p>June 2022 Representative Director and President / Executive President To the present</p>	11,233
<p>[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.</p>			

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	<p>April 1981 Joined the Company</p> <p>April 2015 General Manager, Secretarial Office</p> <p>June 2017 Executive Officer and General Manager, Secretarial Office</p> <p>June 2018 Senior Executive Officer and General Manager, Secretarial Office</p> <p>August 2018 Senior Executive Officer, the Company; Representative Director & President, Fujibo Apparel Corporation; Representative Director & Chairman, Fujibo Trading Co., Ltd.</p> <p>April 2019 Senior Executive Officer, the Company; Representative Director & President, Fujibo Apparel Corporation</p> <p>June 2019 Director and Senior Executive Officer, the Company; Representative Director & President, Fujibo Apparel Corporation</p> <p>June 2021 Representative Director and Managing Executive Officer, the Company; Representative Director & President, Fujibo Apparel Corporation</p> <p>June 2022 Representative Director and Senior Managing Executive Officer, the Company; Representative Director & President, Fujibo Apparel Corporation</p> <p>To the present</p> <p>(Current responsibilities)</p> <p>Supervisory duties of Lifestyle Apparel Business and Near-Future Product Development</p> <p>Responsible for Customer Service, Advertising, and Osaka Branch</p> <p>(Significant concurrent positions)</p> <p>Representative Director & President, Fujibo Apparel Corporation</p>	10,551
<p>[Reason for nomination as candidate for Director]</p> <p>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.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Osamu Hirano (December 9, 1960) <u>Reelection</u>	<p>April 1984 Joined the Company</p> <p>November 2010 General Manager, Human Resources Development Office</p> <p>April 2015 General Manager Responsible for General Affairs, General Affairs and Human Resources Department</p> <p>June 2015 General Manager, General Affairs Department</p> <p>April 2017 General Manager, General Affairs Department and General Manager Responsible for Human Resources Department</p> <p>August 2018 Executive Officer and General Manager, Secretarial Office</p> <p>June 2022 Director, Senior Executive Officer, and General Manager, Secretarial Office</p> <p>June 2023 Representative Director, Managing Executive Officer, and General Manager, Secretarial Office</p> <p>To the present</p> <p>(Current responsibilities)</p> <p>Responsible for General Affairs and Human Resources General Manager, Secretarial Office</p>	8,349
<p>[Reason for nomination as candidate for Director]</p> <p>While serving as a responsible person in management departments, Mr. Osamu Hirano has served as Representative Director of the Company since June 2023. 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.</p>			
4	Yoshimi Mochizuki (November 24, 1966) <u>Reelection</u>	<p>April 1989 Joined the Company</p> <p>March 2013 Plant Manager, Nyugawa Plant, Fujibo Ehime Co., Ltd.</p> <p>October 2015 Director and Managing Executive Officer</p> <p>May 2017 Director and Senior Managing Executive Officer</p> <p>January 2018 Director and Executive Vice President</p> <p>April 2019 Representative Director & President</p> <p>June 2020 Executive Officer, the Company; Representative Director & President, Fujibo Ehime Co., Ltd.</p> <p>June 2021 Director and Senior Executive Officer, the Company; Representative Director & President, Fujibo Ehime Co., Ltd.</p> <p>To the present</p> <p>(Current responsibilities)</p> <p>Supervisory duties of Polishing Pad Business</p> <p>Responsible for Intellectual Properties and Facilities Administration</p> <p>(Significant concurrent positions)</p> <p>Representative Director & President, Fujibo Ehime Co., Ltd.</p>	5,580
<p>[Reason for nomination as candidate for Director]</p> <p>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.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Tatsuya Sasaki (May 8, 1964) <u>Reelection</u>	April 1988 September 2011 June 2013 May 2015 June 2018 July 2022 October 2022 June 2023 To the present (Current responsibilities) Responsible for Corporate Planning, IR, and Risk Management General Manager, Finance and Accounting Department	1,505
[Reason for nomination as candidate for Director] After holding responsible positions in financial institutions, Mr. Tatsuya Sasaki has been serving as a Director of the Company since June 2023. 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
6	Ruth Marie Jarman (May 30, 1966) Reelection Outside Independent	<p>December 1988 Joined Recruit Co., Ltd. June 1992 Ran a translation/interpreting operation December 2000 Joined Space Design Inc. April 2008 Director April 2012 Chief Executive Officer, Jarman International K.K. To the present June 2019 Outside Director, the Company To the present June 2020 Outside Director, Member of the Board, KADOKAWA CORPORATION To the present March 2024 Outside Director, Earth Corporation To the present</p> <p>(Significant concurrent positions) Chief Executive Officer, Jarman International K.K. Outside Director, Member of the Board, KADOKAWA CORPORATION Outside Director, Earth Corporation</p>	2,800
[Reason for nomination as candidate for 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.			
7	Hisashi Kobayashi (November 12, 1954) Reelection Outside Independent	<p>April 1977 Joined Daikyo Oil Co., Ltd. (currently Cosmo Oil Co., Ltd.) June 2002 General Manager, Fukuoka Branch, Cosmo Oil Co., Ltd. June 2004 General Manager, Osaka Branch June 2006 Executive Officer and General Manager, Sales Management Department June 2008 Senior Executive Officer and General Manager, Sales Management Department June 2010 Senior Executive Officer June 2011 Director, Senior Executive Officer June 2014 Director, Senior Managing Executive Officer October 2015 Transitioned to a holding company structure by establishing Cosmo Energy Holdings Co., Ltd. President and Representative Director, Cosmo Oil Co., Ltd. June 2020 Outside Director, the Company To the present</p>	1,900
[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	<p>April 1990 Joined Tokyo Electric Power Company Co., Ltd. (currently Tokyo Electric Power Company Holdings, Inc.)</p> <p>April 2013 Executive Officer and Vice President, Customer Service Company</p> <p>April 2016 Managing Director, TEPCO Energy Partner, Incorporated</p> <p>June 2017 Auditor, TEPCO Energy Partner, Incorporated</p> <p>June 2022 Full-time Auditor, Tokyo Power Technology Ltd.</p> <p>To the present Outside Director, the Company To the present</p> <p>(Significant concurrent positions) Full-time Auditor, Tokyo Power Technology Ltd.</p>	700
[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.			
9	Takahiro Tsubota (May 15, 1957) New Outside Independent	<p>April 1981 Joined Iwata Air Compressor Manufacturing Co., Ltd. (currently ANEST IWATA Corporation)</p> <p>April 2000 General Manager, Coating System Division, ANEST IWATA Corporation</p> <p>June 2001 Director and General Manager, Coating System Division</p> <p>April 2003 Director, General Manager, Coating Equipment Division, and General Manager, Coating System Division</p> <p>April 2004 Director and General Manager, Coating Equipment & System Division</p> <p>April 2008 President and Representative Director</p> <p>April 2014 President, Representative Director, and Chief Executive Officer</p> <p>April 2022 Chairman and Director</p> <p>July 2023 Advisor</p> <p>June 2024 Scheduled to retire from Advisor</p>	0
[Reason for nomination as candidate for Outside Director and summary of expected role] Mr. Takahiro Tsubota 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.			

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. Ms. Ruth Marie Jarman, Mr. Hisashi Kobayashi, Ms. Rieko Sato, and Mr. Takahiro Tsubota 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. The Company also plans to designate Mr. Takahiro Tsubota as an Independent Director as defined by the rules of the Tokyo Stock Exchange, and make 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 five years for Ms. Ruth Marie Jarman, four years for Mr. Hisashi Kobayashi, and two years 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. In the event that Mr. Takahiro Tsubota 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 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 One Auditor

The term of office of Mr. Hideaki Onishi will expire at the conclusion of this year’s Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of one Auditor.

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 candidate for Auditor based on the recommendation of the Committee.

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

The candidate for Auditor is as follows:

Name (Date of birth)	Past experience, positions, and significant concurrent positions		Number of shares of the Company held
Katsuhiko Okamoto (March 20, 1966) <input type="checkbox"/> New <input type="checkbox"/> Outside <input type="checkbox"/> Independent	April 1988	Joined Oji Transportation Co., LTD. (currently Tokyo Fukuyama Transporting Co., LTD.)	0
	May 2012	General Manager, Accounting Division, FUKUYAMA TRANSPORTING, CO., LTD. (temporary assignment)	
	July 2013	Joined FUKUYAMA TRANSPORTING, CO., LTD.	
	August 2014	Executive Officer and General Manager, Accounting Division	
	February 2016	Executive Officer and Chief Manager, Accounting Management Division	
	April 2016	Executive Officer and General Manager, Management Office, Internal Audit Office	
	July 2017	Executive Officer, General Manager, Accounting and Finance Management Division, and Responsible for Group Accounting	
	June 2018	Full-time Audit & Supervisory Board Member	
	June 2021	General Manager, Internal Audit Management Office, President’s Office	
	October 2022	General Manager, Adachi Branch, Tokyo Fukuyama Transporting Co., LTD. (temporary assignment)	
March 2024	Retired from FUKUYAMA TRANSPORTING, CO., LTD.		
[Reason for nomination as candidate for Outside Auditor] Mr. Katsuhiko Okamoto 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 the candidate for Auditor and the Company.
2. Mr. Katsuhiko Okamoto is a candidate for Outside Auditor.
3. The Company plans to designate Mr. Katsuhiko Okamoto as an Independent Auditor as defined by the rules of the Tokyo Stock Exchange and make a submission to the said Exchange.
4. 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. The 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)

	Name	Independent officer	Gender	Corporate management, management strategy	Production technology, safety, quality	Sales, marketing	Legal affairs, risk management	International experience	Financial affairs, accounting
Directors	Masahide Inoue		Male	●	●	●			
	Yasuo Toyooka		Male	●		●			
	Osamu Hirano		Male	●			●		
	Yoshimi Mochizuki		Male	●	●				
	Tatsuya Sasaki		Male	●		●	●		●
	Ruth Marie Jarman	●	Female	●		●		●	
	Hisashi Kobayashi	●	Male	●		●	●	●	
	Rieko Sato	●	Female	●		●	●		
	Takahiro Tsubota	●	Male	●	●	●		●	
Auditors	Atsunori Noguchi		Male	●			●		●
	Katsuhiko Okamoto	●	Male	●			●		●
	Kotaro Otsuka	●	Male				●		
	Katsuya Fujii	●	Male	●			●		●