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August 6, 2024

Company name: BOOKOFF GROUP HOLDINGS LIMITED
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(Securities code: 9278; TSE Prime Market)
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Notice of the Policy for holding of Adjourned Meeting of the Sixth Ordinary General Meeting of Shareholders

BOOKOFF GROUP HOLDINGS LIMITED (the "Company") hereby announces that its Board of Directors, at a meeting held today, approved the following policy for holding an adjourned meeting of the Sixth Ordinary General Meeting of Shareholders.

1. Reason for deciding on the policy of holding an Adjourned Meeting of the Ordinary General Meeting of Shareholders

At the Sixth Ordinary General Meeting of Shareholders, to be held on August 29, 2024, the Company had planned to report to shareholders the following matters: Business Report, Consolidated Financial Statements and the results of audits conducted by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements for the Company's Sixth Fiscal Year (June 1, 2023 - May 31, 2024) and Non-consolidated Financial Statements for the Company's Sixth Fiscal Year (June 1, 2023 - May 31, 2024).

As was announced on June 25, 2024 in a release titled "Notice of Establishment of Special Investigation Committee and Postponement of Announcement of Financial Results for the Fiscal Year Ended May 31, 2024," The Company established a Special Investigation Committee of external experts for the investigation. The financial statements will be confirmed after this committee has submitted its report. Due to the extra time required to complete the financial statements, it will not be possible to report results of operations for the fiscal year at the shareholders meeting to be held on August 29, 2024.

Consequently, the Company plans to hold an adjourned meeting of the August 2024 shareholders meeting at which the results of operations for the fiscal year will be reported and the date and location of this meeting will be determined by the Board of Directors in accordance with a proposal, if approved by shareholders, to be submitted at the August 2024 shareholders meeting.

Assuming shareholders approve the proposal concerning an adjourned meeting of the August 2024 shareholders meeting, the Company intends to notify shareholders of the adjourned meeting and hold it.

The adjourned meeting will be part of the August 2024 shareholders meeting. Consequently, shareholders who are eligible to attend the adjourned meeting are the same as shareholders who are able to exercise their voting rights at the August 2024 shareholders meeting.

2. Holding of the Sixth Ordinary General Meeting of Shareholders

1. Date and time Thursday, August 29, 2024 at 2 p.m.
2. Place Tokyo Convention Hall Tokyo Square Garden 5F,
3-1-1, Kyobashi, Chuo-ku, Tokyo

3. Meeting Agenda

- Matters to be reported:
1. The Business Report, Consolidated Financial Statements and the results of audits conducted by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements for the Company's Sixth Fiscal Year (June 1, 2023 - May 31, 2024)
 2. Non-consolidated Financial Statements for the Company's Sixth Fiscal Year (June 1, 2023 - May 31, 2024)
- * This report will not be presented at this shareholders meeting, but will be presented at the adjourned meeting.

Proposals to be resolved:

- Proposal No. 1: Appropriation of Retained Earnings
- Proposal No. 2: Election of Five Directors (Excluding Directors who are Audit & Supervisory Committee Members)
- Proposal No. 3: Election of One Director who is an Audit & Supervisory Committee Member

3. Date, time and place of the Adjourned Meeting following the Sixth Ordinary General Meeting of Shareholders

The date, time and place of the adjourned meeting will be announced as soon as they are determined after the proposal is approved at the shareholders meeting.

4. Meeting agenda of the Adjourned Meeting following the Sixth Ordinary General Meeting of Shareholders

Matters to be Reported

1. The Business Report, Consolidated Financial Statements and the results of audits conducted by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements for the Company's Sixth Fiscal Year (June 1, 2023 - May 31, 2024)
2. Non-consolidated Financial Statements for the Company's Sixth Fiscal Year (June 1, 2023 - May 31, 2024)

We sincerely apologize for the inconvenience and concern caused by this incident.