



Notice of Convocation of the Sixth Ordinary General Meeting of Shareholders

June 1, 2023 - May 31, 2024

Date and time

Thursday, August 29, 2024 at 2 p.m.
(Attendance registration begins at 1:30 p.m.)

Place

Tokyo Convention Hall, Tokyo Square Garden 5F, 3-1-1, Kyobashi, Chuo-ku,
Tokyo

Meeting Agenda

- 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

If a significant change is made to how the shareholders meeting will take place, an announcement will be made on the BOOKOFF website:
<https://www.bookoffgroup.co.jp/ir/stock/stock2.html>

BOOKOFF GROUP HOLDINGS LIMITED

Securities code: 9278

Message from the President

The fiscal year that ended in May 2024 was the first year following the announcement of a new medium-term management policy that looks ahead to how the BOOKOFF Group should look five years from now. During the fiscal year, we opened many stores in our three main businesses: BOOKOFF operations in Japan, premium services and overseas operations. In addition, there were many activities to establish a sound IT infrastructure for these businesses and for recruiting and training the people who will support the growth of the BOOKOFF Group.

In BOOKOFF operations in Japan, our core business, the main objective based on the medium-term business policy is to provide customers with the best possible reuse experience. To accomplish this, there were many steps during the past fiscal year to prepare for a variety of initiatives involving progress in two ways. One is providing more merchandise, centered on books, linked to local market needs. The other is making BOOKOFF ultra-convenient and ultra-interesting.

At existing stores, activities for expanding and upgrading the selection of merchandise continued in order to make stores even more appealing. We also worked on increasing the use of digital services, chiefly our official smartphone app. At the end of May 2024, this app had 7.55 million members, which further strengthened links between our e-commerce operations and physical stores. We continued to provide opportunities to use our reuse services and learn about these services, which is another important activity. For example, we hold events such as a Trading Card Festival, Reuse Festival and a Reclothes Cup. These activities contributed to the increase in the number of customers at stores.

We made progress as planned involving recruiting and training people and with enabling our people to change to different positions within our group during the fiscal year. To increase the number of people at BOOKOFF operations in Japan and provide the people required for the planned growth of the premium services and overseas businesses, we recruited new graduates and encouraged part-time workers to switch to full-time status.

In the premium services business, the number of one-stop purchasing consultation desks increased in Tokyo's 23 wards. This growth demonstrates the steady progress this business is achieving with increasing the awareness of merchandise reuse services among people who are not accustomed to selling their personal possessions.

In the overseas business, growth continued at BOOKOFF in the United States and Jalan Jalan Japan in Malaysia as these operations added more stores. In the United States, BOOKOFF opened a store in a new state for the first time in 23 years by adding a store in Arizona. Jalan Jalan Japan has established a company in Kazakhstan with a partner in this country for the purpose of opening directly operated stores.

Amidst these events, it was discovered that employees at several stores operated by our subsidiary had engaged in fictitious purchases, improperly recorded inventory, and potentially fraudulently acquired cash. Consequently, we have decided to postpone the announcement of our financial results and have established a special investigation committee to conduct a thorough investigation. We sincerely apologize to our shareholders for the significant concern and inconvenience this has caused. We will promptly report the findings of the Special Investigation Committee's investigation upon its completion and will take appropriate actions as a corporate group.

The BOOKOFF Group is now advancing to the "new growth phase." Based on our mission of "being a source of an enjoyable and prosperous life for many people," we are dedicated to operating as a corporate group that is a source of value for customers as well as for employees, investors and society. We would like to play a role in achieving sustainability for ourselves and for society in two ways. First is growth by operating many types of businesses centered on "reuse." Second is more use of "reuse" which supports creating a recycling-oriented society in which resources are reused in effective ways.

Thank you for your understanding and support.

Yasutaka Horiuchi
President and CEO

(English Translation)

This English translation is an abridged version of the original document in Japanese. In the event of any discrepancy, the Japanese version prevails.

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Securities code: 9278

August 13, 2024

To Our Shareholders:

Yasutaka Horiuchi, President and CEO
BOOKOFF GROUP HOLDINGS LIMITED
2-14-20 Kobuchi, Minami-ku, Sagami-hara, Kanagawa, Japan

Notice of Convocation of the Sixth Ordinary General Meeting of Shareholders

I would like to take this opportunity to thank you for your support of BOOKOFF GROUP HOLDINGS LIMITED (“BOOKOFF” or the “Company”). We will hold the Sixth Ordinary General Meeting of Shareholders as described below.

For the convocation of this meeting, BOOKOFF is using electronic measures for the provision of shareholders meeting reference documents and other information (electronically provided items). Please access the BOOKOFF website as follows to view this information.

BOOKOFF website

<https://www.bookoffgroup.co.jp/ir/stock/stock2.html>

In addition to the above website, the electronically provided items can be viewed on the following website.

Tokyo Stock Exchange website (Tokyo Stock Exchange listed company search service)

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

After accessing the above Tokyo Stock Exchange website, enter either “BOOKOFF” in the company name box or “9278” in the securities code box and click search. Then select “Basic information,” and then “Documents for public inspection/PR information” to view the information in “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” in “Filed information available for public inspection”

If you do not attend this meeting, you can submit your votes by using the internet or postal mail. Please review the Reference Documents for the General Meeting of Shareholders and submit your votes by no later than 5 p.m., Wednesday, August 28, 2024.

Exercise of voting rights via the internet

Please visit BOOKOFF’s designated website to submit your votes (<https://evote.tr.mufg.jp/>) for or against the proposals by following the on-screen instructions. When using a smartphone or tablet, scan the log-in QR code on the Voting Right Exercise Form to access the website for submitting your votes.

Exercise of voting rights in writing

Please vote on the proposals in the enclosed Voting Right Exercise Form and return it so that it will arrive by the deadline.

1. Date and time Thursday, August 29, 2024 at 2 p.m. (Attendance registration begins at 1:30 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 BOOKOFF’s Sixth Fiscal Year (June 1, 2023 - May 31, 2024)
 2. Non-consolidated Financial Statements for BOOKOFF’s Sixth Fiscal Year (June 1, 2023 - May 31, 2024)
*For details about handling of matters to be reported, please see “Holding of Adjourned Meeting of the Sixth Ordinary General Meeting of Shareholders” on page 6.

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 Audit & Supervisory Committee Member
4. Matters prescribed for convocation
 - (1) If you do not vote for or against the proposals on the Voting Right Exercise Form, BOOKOFF will assume that you have voted in favor of the proposals.
 - (2) If you vote both in writing and via the internet, only your votes sent via the Internet will be valid.
 - (3) If you vote multiple times via the internet, only your last votes will be valid.

(English Translation)

This English translation is an abridged version of the original document in Japanese. In the event of any discrepancy, the Japanese version prevails.

The results of voting at this shareholders meeting will be posted on the BOOKOFF website (<https://www.bookoffgroup.co.jp/ir/stock/stock2.html>).

Holding of Adjourned Meeting of the Sixth Ordinary General Meeting of Shareholders

At the Sixth Ordinary General Meeting of Shareholders, to be held on August 29, 2024, BOOKOFF 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 BOOKOFF's Sixth Fiscal Year (June 1, 2023 - May 31, 2024) and Non-consolidated Financial Statements for BOOKOFF'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," BOOKOFF 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, BOOKOFF 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, BOOKOFF 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.

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

Reference Documents for the General Meeting of Shareholders

■ Proposal No. 1: Appropriation of Retained Earnings

BOOKOFF positions the distribution of earnings to shareholders as one of its highest priorities and also recognizes an increase in corporate value along with its business growth and expansion as the most important management issue.

In view of the current results of operations, future business activities and other items, the year-end dividend for the fiscal year ended May 31, 2024 (FY5/2024) is proposed as follows.

- | | |
|----------------------------------------------------------|----------------------------------------------------------------------------------------|
| (1) Type of dividend: | Cash |
| (2) Dividend payment and total amount: | 25 yen per share of BOOKOFF common stock
Total amount of dividends: 494,253,150 yen |
| (3) Effective date of distribution of retained earnings: | August 30, 2024 |

■ Proposal No. 2: Election of Five Directors (Excluding Directors who are Audit & Supervisory Committee Members)

At the conclusion of this General Meeting of Shareholders, the term of office of all six Directors (excluding Directors who are Audit & Supervisory Committee members, the same applies hereafter in this agenda) will expire.

Therefore, BOOKOFF proposes the election of five (5) candidates, which will decrease the number of Directors by one (1) in order to revise the structure of management and better facilitate strategic and timely decisions at the Board of Directors.

Regarding this proposal, the Audit & Supervisory Committee has determined that all candidates for Director are suitably qualified.

The candidates for Directors are as follows.

Candidate No.	Name	Current Positions and Responsibilities at the Company	Remarks
1	Yasutaka Horiuchi	President and CEO	Reelection
2	Yoko Mori	Director	Reelection
3	Norihiro Watanabe	Director	Reelection
4	Masaaki Takano	Independent Outside Director	Reelection Outside Independent
5	Hideki Hasegawa	Independent Outside Director	Reelection Outside Independent

Notes 1: The Company has entered into an agreement with Mr. Masaaki Takano and Mr. Hideki Hasegawa, in accordance with Paragraph 1, Article 427 of the Companies Act to limit liabilities for damages to the Company as stipulated in Paragraph 1, Article 423 of the Companies Act. The Company intends to limit the liabilities under the agreement to the minimum liability amount as stipulated in Paragraph 1, Article 425 of the Companies Act. If they are reelected, the Company plans to extend this agreement.

2: The Company has entered into a directors and officers liability insurance contract with an insurance company in accordance with the provisions of Paragraph 1, Article 430-3 of the Companies Act, and the insurance contract covers damages arising from the assumption of responsibility for the execution of duties by the insured persons, including the Company's Directors, or from the receipt of claims related to the pursuit of such responsibility (however, this does not apply to cases of personal gain, favors, illegal acts, etc. by the insured person.). In the event that each candidate is elected, he or she will become an insured person under the relevant insurance policy. The insurance policy is scheduled to be renewed with the same terms and conditions at the next renewal.

3: Mr. Masaaki Takano and Mr. Hideki Hasegawa meet the criteria for independence stipulated by the Tokyo Stock Exchange on which the Company is listed and "Independence Criteria of Outside Directors" of the Company. They are registered at the exchange as independent executives and they will remain independent executives if they are reelected.

Candidate No.
1

Yasutaka Horiuchi

Candidate for reelection

● Past experience, positions, responsibilities and significant concurrent positions

April 1999	Joined the Chuo Coopers & Lybrand Consulting Co., Ltd. (formerly)
August 2004	Joined Tohmatsu Consulting Co., Ltd. (currently Deloitte Tohmatsu Consulting LLC)
March 2006	Joined BOOKOFF CORPORATION LIMITED
April 2008	Executive Officer, Deputy General Manager of Administrative Division of BOOKOFF CORPORATION LIMITED
June 2009	Director, Executive Officer, General Manager of Administrative Division of BOOKOFF CORPORATION LIMITED
April 2012	Director, Executive Officer, General Manager of the Corporate Planning Department of BOOKOFF CORPORATION LIMITED
April 2013	Director and Executive Officer of BOOKOFF CORPORATION LIMITED
April 2015	President and CEO of BOOKOFF Online, Inc. (formerly)
January 2016	President and CEO of Booklog, Inc.
March 2016	Director, Executive Officer, General Manager of the Corporate Planning Department of BOOKOFF CORPORATION LIMITED
April 2017	Director and Executive Officer of BOOKOFF CORPORATION LIMITED
April 2017	President and CEO of BOOKOFF CORPORATION LIMITED (to present)
October 2018	President and CEO of BOOKOFF (to present)

● Date of birth

April 28, 1976

● Number of shares of the Company held

44,500 shares

● Term of office as Director (at the conclusion of this

General Meeting of Shareholders)

5 years and 11 months

● Attendance at the Board of Directors meetings in FY5/2024

13/13 (100%)

● Particular conflicts of interest between the candidate and the

Company

None

● Reason for the nomination

Mr. Horiuchi has achieved a recovery in results of operations and the stability of performance since becoming representative director.

He has used strong leadership, backed by logical thinking supported by numerical analysis, to overcome challenges created by the multiyear pandemic while playing a leading role in the determination and execution of new strategies for growth.

He is expected to manage the BOOKOFF Group based on the medium-term management policy, conduct risk management, and locate and create businesses that can be new sources of growth. Mr. Horiuchi is also involved with the training of people who can be senior executives or the next generation management responsible for future growth of the BOOKOFF Group and has a strong commitment to investor relations activities to earn an appropriate assessment of the BOOKOFF Group's corporate value. Mr. Horiuchi is a candidate for reelection as a Director because he has suitable skills for further increasing corporate value and achieving the sustained growth of the BOOKOFF Group.

● Candidate statement to shareholders

In July 2023, we established our medium-term management policy. Alongside expanding our BOOKOFF business in Japan, the premium services business, and the overseas business, we aim to achieve sustained growth through a diversified business portfolio and by taking on the challenge of creating new businesses. As the scope and speed of our business expansion increase, I commit to strengthening our internal controls and developing a system and human resources to ensure strict compliance. I am determined to make steady progress on our medium-term management policy to produce clearly visible benefits.

Candidate No.
2

Yoko Mori

Candidate for reelection

● Past experience, positions, responsibilities and significant concurrent positions

August 1991	Joined McDonald's Company (Japan), Ltd.
June 2008	Joined LOTTERIA Co., Ltd.
April 2011	General Manager of Human Resources Department of LOTTERIA Co., Ltd.
July 2012	Joined REX Holdings Inc. (currently REINS International Inc.) General Manager of Human Resources Department of REX Holdings Inc.
July 2016	Joined COLOWIDE CO., LTD. Executive Officer, General Manager of Human Resources Administration Division of COLOWIDE CO., LTD.
June 2017	Director of COLOWIDE CO., LTD.
June 2019	Director of BOOKOFF CORPORATION LIMITED (to present)
April 2020	Executive Officer of BOOKOFF
June 2020	Director of BOOKOFF (to present)
September 2021	President of B-Assist, Inc. (to present)
September 2022	Outside Director of HPC Systems Inc. (to present)

● Date of birth

November 2, 1968

● Number of shares of the Company held

4,300 shares

● Term of office as Director (at the conclusion of this General Meeting of Shareholders)

4 years and 2 months

● Attendance at the Board of Directors meetings in FY5/2024

13/13 (100%)

● Particular conflicts of interest between the candidate and the Company

None

● Reason for the nomination

Ms. Mori is playing a leading role in SDG activities at the BOOKOFF Group due to her strong commitment to social contributions and ability to take actions. In addition, she is using many years of experience and knowledge of human resources, labor relations, training programs and store operations for activities that increase the value of the people of the BOOKOFF Group.

She is expected to help solve issues involving human resources for accomplishing the medium-term management policy and conducting PR activities that enable the BOOKOFF Group's SDG activities and business activities are properly evaluated as corporate value. Ms. Mori is a candidate for reelection as a Director because she has suitable skills for further increasing corporate value and achieving sustained growth of the BOOKOFF Group.

● Candidate statement to shareholders

As the public's interest in sustainability increases, this theme is certain to become a critical element of how companies are managed. Furthermore, as Japan's population declines, human resources management with emphasis on wellbeing and diversity will become increasingly important.

I will use my many years of experience in the field of human resources to help solve these important issues involving people and contribute to the growth of the BOOKOFF Group.

Candidate No.

3

Norihiro Watanabe

Candidate for reelection

● **Past experience, positions, responsibilities and significant concurrent positions**

October 1998 Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)
April 2003 Registered as a Certified Public Accountant
July 2018 Joined BOOKOFF CORPORATION LIMITED
 General Manager of Accounting Department of BOOKOFF CORPORATION LIMITED
October 2018 General Manager of Accounting Department of BOOKOFF
February 2021 Executive Officer of BOOKOFF
August 2022 Director of BOOKOFF (to present)
 Director of BOOKOFF CORPORATION LIMITED (to present)

● **Date of birth**

November 11, 1972

● **Number of shares of the Company held**

2,857 shares

● **Term of office as Director (at the conclusion of this General Meeting of Shareholders)**

2 years

● **Attendance at the Board of Directors meetings in FY5/2024**

13/13 (100%)

● **Particular conflicts of interest between the candidate and the Company**

None

● **Reason for the nomination**

Mr. Watanabe has expertise in the fields of finance and accounting as a certified public accountant. He uses his extensive knowledge about internal controls and governance to ensure that business operations of the BOOKOFF Group are consistently proper. He also plays a leading role in improving business processes of the entire group due to a strong commitment to efficiency and the ability to take actions.

For accomplishing the medium-term management policy, he is expected to help solve issues involving finance, make corporate business processes more efficient, help improve capital efficiency, a financial target of the group, and maintain a suitable financial balance. Mr. Watanabe is a candidate for reelection as a Director because he has suitable skills for further increasing corporate value and achieving the sustained growth of the BOOKOFF Group.

● **Candidate statement to shareholders**

To achieve sustained growth of the BOOKOFF Group and enhance its corporate value over the medium to long term, we have focused on managing our business with a strong emphasis on return on capital.

Additionally, we have strengthened our risk management to ensure the company continues to operate soundly and achieves sustained growth.

I will use my experience as a certified public accountant to contribute to the growth of the BOOKOFF Group's corporate value.

I respectfully ask for the support of shareholders.

Candidate No.
4

Masaaki Takano

Candidate for reelection

Candidate for Outside Director

Candidate for Independent Executive

● Past experience, positions, responsibilities and significant concurrent positions

April 1981	Joined Isetan Co., Ltd. (currently Isetan Mitsukoshi Ltd.)
April 2007	General Manager of Isetan Matsudo store of Isetan Co., Ltd.
April 2009	Executive Officer, General Manager of Isetan Shinjuku store of Isetan Co., Ltd.
April 2011	President and CEO, Executive Officer of Niigata Isetan Mitsukoshi Co., Ltd.
April 2014	Managing Executive Officer, General Manager of Isetan Shinjuku store of Isetan Mitsukoshi Ltd.
October 2017	Joined Gurunavi, Inc. Vice President, Executive Officer in charge of new business
June 2018	Director, Vice President, Executive Officer, Deputy General Manager of Planning and Development Division of Gurunavi, Inc. Manager of “Food Tourism” Business Promotion Department of Planning and Development Division of Gurunavi, Inc.
January 2019	Advisor of Gurunavi, Inc.
June 2020	Outside Director of With us Corporation (to present)
June 2020	Outside Director of BOOKOFF (to present)
April 2023	Director of KAWATOKU Co, Ltd.
June 2023	President of TACHIKICHI CORP. (to present)

● Date of birth

December 16, 1958

● Number of shares of the Company held

0 shares

● Term of office as Director (at the conclusion of this General Meeting of Shareholders)

4 years and 2 months

● Attendance at the Board of Directors meetings in FY5/2024

13/13 (100%)

● Particular conflicts of interest between the candidate and the Company

None

● Reason for the nomination and overview of expected roles

Mr. Takano has many years of experience with the operation of large stores and stores that serve affluent customers. He also has extensive knowledge of current trends in the retail industry. As a Director, Mr. Takano has provided many opinions concerning marketing, employee training and the operation of stores from the standpoint of customers in order to continue the growth of business operations.

He is a candidate for reelection as an Outside Director in order to receive advice based on the latest trends in the retail store industry and other information, the operation of large stores, store personnel skill development, regional marketing, services for affluent customers and other subjects. Furthermore, as a member of the Nomination Advisory Committee and Remuneration Advisory Committee, he is expected to be involved in the selection of director and other candidates and the review of officers' remuneration, ensuring an objective and unbiased standpoint. As a result, Mr. Takano is expected to contribute to further increasing corporate value and achieving sustained growth of the BOOKOFF Group from an independent standpoint.

● Candidate statement to shareholders

Over the past year, I have observed that the retail market has entered a new stage of development. Customers' lifestyles have become increasingly multi-layered and complex, and their standards for discerning quality and value have grown more sophisticated.

Additionally, temporary fluctuations in distribution caused by various factors are significantly impacting the market.

In this environment, we believe it is crucial to quickly identify and act on our business priorities to effectively serve our customers and other stakeholders.

This fiscal year, I will continue to oversee management with these perspectives in mind.

Candidate No.
5

Hideki Hasegawa

Candidate for reelection

Candidate for Outside Director

Candidate for Independent Executive

● Past experience, positions, responsibilities and significant concurrent positions

August 1994	Joined Accenture Japan Ltd.
May 2008	Joined Tokyu Hands Inc. (currently Hands Inc.)
April 2011	Executive Officer of Tokyu Hands Inc.
April 2013	President of HANDS LAB INC.
June 2018	President of ROCKESTA INC. (to present)
October 2018	Executive Officer, CIO of Mercari, Inc.
February 2020	CIO of Co-Op Sapporo (to present)
May 2021	President of Cloud First, Inc. (to present)
August 2021	Outside Director of BOOKOFF (to present)
May 2024	Outside Director of Tokyo Individualized Educational Institute, INC. (to present)

● Date of birth

January 31, 1971

● Number of shares of the Company held

1,000 shares

● Term of office as Director (at the conclusion of this General Meeting of Shareholders)

3 years

● Attendance at the Board of Directors meetings in FY5/2024

11/13 (84.6%)

● Particular conflicts of interest between the candidate and the Company

None

● Reason for the nomination and overview of expected roles

Mr. Hasegawa has experience leading IT development projects as the CIO of several companies and has expertise about IT development trends and IT cost optimization.

As a Director, Mr. Hasegawa has provided advice about management concerning the medium to long-term IT strategy and development of IT systems. He has also been a source of many opinions based on advanced logical insights about numerous themes other than IT.

He is a candidate for reelection as an Outside Director in order to receive advice based on the latest trends in IT services and other areas, development methods, project management and operating expenses for IT, and the growth and development of business operations. Furthermore, as a member of the Nomination Advisory Committee and Remuneration Advisory Committee, he is expected to be involved in the selection of director and other candidates and the review of officers' remuneration, ensuring an objective and unbiased standpoint. As a result, Mr. Hasegawa is expected to contribute to further increasing corporate value and achieving sustained growth of the BOOKOFF Group from an independent standpoint.

● Candidate statement to shareholders

The reuse market is expected to continue growing in part because of trends in society that affect this market. At BOOKOFF, I will focus on playing a role in adding new product categories and diversifying points of contact with customers in order to expand the reuse market and provide even greater convenience and benefits for customers.

■ Proposal No. 3: Election of One Director who is an Audit & Supervisory Committee Member

To strengthen auditing capabilities, BOOKOFF proposes the election of one (1) candidate, which will increase the number of Directors who are Audit & Supervisory Committee members by one.

BOOKOFF has obtained the consent of the Audit & Supervisory Committee for this proposal.

The candidate for a Director who is an Audit & Supervisory Committee member is as follows.

Satsuki Miyahara

New

Candidate for Outside Director

Candidate for Independent Executive

● Past experience, positions, responsibilities and significant concurrent positions

October 1990	Joined Asahi Shinwa & Co. (currently KPMG AZSA LLC)
March 1994	Registered as a Certified Public Accountant
May 2006	Partner, KPMG AZSA & Co. (currently KPMG AZSA LLC)
July 2019	Executive Board Member, The Japanese Institute of Certified Public Accountants (to present)
August 2019	Board Member, The Confederation of Asian and Pacific Accountants (to present)
July 2024	Resigned KPMG AZSA LLC

● Date of birth

May 8, 1966

● Number of shares of the Company held

0 shares

● Particular conflicts of interest between the candidate and the Company

None

● Reason for the nomination

Ms. Miyahara is expected to offer valuable supervision and advice to ensure the proper operations and organization of the entire group. As a certified public accountant, she brings extensive global practical experience and specialized knowledge in corporate accounting, along with her experience in DE&I (Diversity, Equity & Inclusion) at a major international accounting firm.

Additionally, as an independent executive, she will be involved in the selection of director and other candidates and the review of officers' remuneration in the Nomination Advisory Committee and the Remuneration Advisory Committee, ensuring an objective and unbiased standpoint.

Ms. Miyahara is a candidate for election as an Outside Director who is an Audit & Supervisory Committee member because she is expected to contribute to further increasing corporate value and achieving sustained growth of the BOOKOFF Group.

Although Ms. Miyahara has never participated directly in corporate management, based on the above, we believe that she has the capability to perform the duties of an Outside Director properly.

● Candidate statement to shareholders

I am a certified public accountant recently nominated for the position of an Outside Director and a member of the Audit and Supervisory Committee. If approved, I intend to leverage my experience at an auditing firm and diligently fulfill my role in governance, understanding the trust shareholders have placed in me. I respectfully ask for the support of shareholders.

Notes 1: The Company has entered into an agreement with Outside Directors in accordance with Paragraph 1, Article 427 of the Companies Act to limit liabilities for damages to the Company as stipulated in Paragraph 1, Article 423 of the Companies Act. The Company intends to limit the liabilities under the agreement to the minimum liability amount as stipulated in Paragraph 1, Article 425 of the Companies Act. If Ms. Miyahara is elected, the Company plans to enter into this agreement.

2: The Company has entered into a directors and officers liability insurance contract with an insurance company in accordance with the provisions of Paragraph 1, Article 430-3 of the Companies Act, and the insurance contract covers damages arising from the assumption of responsibility for the execution of duties by the insured persons, including the Company's Directors, or from the receipt of claims related to the pursuit of such responsibility (however, this does not apply to cases of personal gain, favors, illegal acts, etc. by the insured person.). In the event that Ms. Miyahara is elected, she will become an insured person under the relevant

insurance policy. The insurance policy is scheduled to be renewed with the same terms and conditions at the next renewal.

- 3: Ms. Miyahara meets the criteria for independence stipulated by the Tokyo Stock Exchange on which the Company is listed and “Independence Criteria of Outside Directors” of the Company. She will be registered at the exchange as an independent executive if she is elected.

Reference

Skills matrix of Directors

If Proposals 2 and 3 are approved with no revisions at this General Meeting of Shareholders, the composition of the Board of Directors and the major categories of knowledge, experience, capabilities and professional skills possessed by the Directors will be as follows.

6 males, 3 females (Percentage of female directors: 33.3%)

	Name	Corporate management	Marketing	Industry knowledge	IT/ technology	Finance/ accounting	Compliance	Risk management	HR development /diversity	Environmental Society	Governance
Directors	Yasutaka Horiuchi	●		●	●	●		●			
	Yoko Mori						●		●	●	
	Norihiro Watanabe					●	●	●			●
	Masaaki Takano	●	●	●					●	●	●
	Hideki Hasegawa	●		●	●						●
Directors who are members of the Audit & Supervisory Committee	Hideaki Tamura					●	●				●
	Agasa Naito						●	●			●
	Yoshikazu Muta			●				●			●
	Satsuki Miyahara					●			●		●

* The above information does not represent all the knowledge, experience, capabilities and professional skills possessed by the Directors.

Nomination of Candidates for Directors

The Nomination Advisory Committee consists of the President and three Independent Outside Directors. This committee has examined the candidates for election as Directors at this General Meeting of Shareholders and, after notifying the Audit & Supervisory Committee of its conclusions, submitted its conclusions to the Board of Directors. The Board of Directors used the committee's conclusions as the basis for discussions and to make the final decision on the Director candidates. The Audit & Supervisory Committee has given its consent to the candidates for Directors who are Audit & Supervisory Committee members.

The Company's Initiatives Related to Japan's Corporate Governance Code

The Company discloses the implementation status of each basic principle of the Corporate Governance Code by posting it as "Our Initiatives Related to Japan's Corporate Governance Code" on its website:

<https://www.bookoffgroup.co.jp/sustainability/governance.html> (Japanese)

Independence Criteria of Outside Directors

BOOKOFF GROUP HOLDINGS LIMITED (hereinafter “the Company”) shall deem any Outside Director lacking independence if he or she falls under any of the following items:

1. As of the present day or within the past one year, any Outside Director is/was an executive director, executive officer, other similar officer or employee (hereinafter “Executive Person”) of “a present customer with whom the Company and its subsidiaries (hereinafter “the Group”) cannot promptly discontinue transactions” or “a present customer who cannot promptly discontinue transactions with the Group.”
2. As of the present day or within the past one year, any Outside Director is/was a professional belonging to an organization that is the Group’s “present fee recipient with whom the Group cannot promptly terminate the contract” or the Group’s “present fee recipient who cannot promptly terminate the contract with the Group.”
3. Within the past 10 years, any Outside Director is/was an Executive Person or non-executive director of the present parent company of the Company.
4. Within the past 10 years, any Outside Director is/was an Audit & Supervisory Board Member of the present parent company of the Company.
5. Within the past 10 years, any Outside Director is/was an Executive Person of the present fellow subsidiary of the Company.
6. As of the present day or within the past one year, any Outside Director receives/received from the Group cash or other properties at the amount of ¥2.4 million or more per year other than remuneration as an Outside Director.
7. A spouse or a person within the second degree of affinity of any Outside Director is/was a person who falls/fell under any of the above items 1 to 6.
8. Within the past one year, a spouse or a person within the second degree of affinity of any Outside Director was an Executive Person or a non-executive director of the Company.
9. As of the present day or within the past one year, a spouse or a person within the second degree of affinity of any Outside Director is/was an Executive Person or a non-executive director of the Company’s subsidiaries.
10. Any Outside Director holds 10% or more of the voting rights of the Company (or is an Executive Person of a legal entity that holds 10% or more of the voting rights of the Company).
11. Any Outside Director is an Executive Person of a legal entity for whom an Executive Person of the Group is an Outside Director.
12. Any Outside Director receives from the Group donations that he or she cannot promptly discontinue receiving (or is an Executive Person of an organization that receives from the Group donations that it cannot promptly discontinue receiving).
13. As of the present day or within past one year, any Outside Director is/was an Executive Person of a present “other associated companies” or the “parent company or subsidiaries of the other associated companies) of the Company.
14. An aggregate term of office as Outside Director of the Company exceeds 10 years.