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Securities code: 3937

June 9, 2025

(Commencement of Measures for Electronic Provision: June 2, 2025)

To Shareholders with Voting Rights:

Masayuki Aoki
CEO
Ubicom Holdings, Inc.
21 Ichibancho Chiyoda-ku,
Tokyo, Japan

**NOTICE OF
THE 20TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 20th Annual General Meeting of Shareholders of Ubicom Holdings, Inc. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision. Matters for electronic provision are posted on the following website as “Notice of the 20th Annual General Meeting of Shareholders.”

The Company’s website: <https://www.ubicom-hd.com/ja/news.html>

In addition to the above website, matters for electronic provision are also posted on the Tokyo Stock Exchange, Inc. (TSE) website. Please access the following TSE website (TSE Listed Company Search service) and search for the Company either by entering “Ubicom” in the “Issue name (company name)” bar, or the Company’s securities code “3937” in the “Code” bar, and select “Basic information,” followed by “Documents for public inspection/PR information” in order to review the information.

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

You can exercise your voting rights in writing or via the internet, etc. instead of attending the meeting in person. Please review the Reference Documents for the General Meeting of Shareholders described in the matters for electronic provision, refer to “Guidance to Exercising your Voting Rights” described below, and exercise your voting rights by no later than 5:30 p.m. on Wednesday, June 25, 2025, Japan time.

- 1. Date and Time:** Thursday, June 26, 2025, at 10:00 a.m. Japan time
(Reception desk opens at 9:00 a.m.)
- 2. Place:** Hall 3A, TKP Ichigaya Conference Center, TKP Ichigaya Building, 8
Ichigaya-Hachimancho, Shinjuku-ku, Tokyo
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 20th Fiscal Year (April 1, 2024 - March 31, 2025)
 2. Results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements

Proposals to be resolved:

Proposal: Election of Five (5) Directors

- ◎ Please submit the enclosed voting form at the reception desk when attending the meeting.
- ◎ Among the matters for electronic provision, the following matters are not stated in the documents provided to shareholders who have requested a paper copy, as stipulated in laws and regulations as well as Article 15 of the Articles of Incorporation of the Company. Therefore, the documents provided to shareholders who have requested a paper copy constitute a part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor for the preparation of their respective audit reports.
 - (1) Consolidated Financial Statements “Consolidated Statements of Changes in Net Assets”
 - (2) Consolidated Financial Statements “Notes to Consolidated Financial Statements”
 - (3) Non-consolidated Financial Statements “Non-consolidated Statements of Changes in Net Assets”
 - (4) Non-consolidated Financial Statements “Notes to Non-consolidated Financial Statements”
- ◎ If there are any updates to the matters for electronic provision, details of the updates will be posted on each of the designated websites.
- ◎ The meeting will be broadcast live on the internet.
- ◎ If approval or disapproval for the proposal is not indicated on the Voting Rights Exercise Form returned to the Company, this shall be deemed to be a vote of approval for the Company’s proposal.

Reference Documents for the General Meeting of Shareholders

Proposal and References

Proposal: Election of Five (5) Directors

The terms of office of all of the five (5) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of five (5) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Masayuki Aoki (July 29, 1958)	<p>November 1985 Joined Le Monde Des Gourmet Inc. (Subsidiary of World Co., Ltd.)</p> <p>May 1990 Director, Le Monde Des Gourmet Inc.</p> <p>July 1995 Transferred to World Co., Ltd.</p> <p>May 1998 Transferred to World Creative Lab. (Subsidiary of World Co., Ltd.)</p> <p>March 2005 President and Representative Director, WCL, Ltd.</p> <p>December 2005 Chairman of the Board, the Company</p> <p>March 2008 Director, Advanced World Solutions, Ltd.</p> <p>April 2010 President and Representative Director, First Stemcell Japan Inc.</p> <p>August 2012 Director, AWS (Beijing), Ltd. (to present)</p> <p>June 2013 Representative Director, Aoki International Co., Ltd.</p> <p>June 2013 Chief Executive Officer (CEO), the Company (to present)</p> <p>June 2015 Director, AIS Co., Ltd.</p> <p>April 2017 Director and Chairman of the Board, AIS Co., Ltd.</p> <p>June 2019 Chairman of the Board, AIS Co., Ltd.</p> <p>November 2023 Chairman of the Board and President, AIS Co., Ltd. (to present)</p> <p>January 2025 Director, Advanced World Solutions, Inc. (to present)</p> <p>Director, Advanced World Systems, Inc. (to present)</p>	4,807,340
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Masayuki Aoki has established and grown the Group into what it is today as CEO, and continues to oversee the management of the Group under his strong leadership. His proven track record in corporate acquisition and extensive experience and knowledge, building new business models, and global and group management as well as his enthusiasm for the sustainable enhancement of corporate value will be necessary for the further growth of the Group in the future and the enhancement of its corporate value over the medium to long term. Therefore, the Company proposes that he be reelected as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Akisato Kitaoka (April 16, 1976)	<p>February 2001 Joined FUJI SOFT INCORPORATED</p> <p>October 2008 Joined the Company</p> <p>February 2016 Manager, Cloud Infrastructure Development, Management Division, AIS Co., Ltd.</p> <p>August 2016 Deputy General Manager of Cloud Data Analysis Business Division, and Deputy General Manager of Management Division, AIS Co., Ltd.</p> <p>June 2018 Director in charge of Business Strategy Planning, and General Manager of Management Division, AIS Co., Ltd.</p> <p>December 2018 General Manager, Strategic Planning Division, the Company</p> <p>July 2020 Executive Officer, General Manager of Business Strategy Division, and Deputy General Manager of Management Strategy Division, the Company</p> <p>July 2022 Executive Officer, General Manager of Management Strategy Division, General Manager of Medical Business Strategy Division, General Manager of Administration and Human Resources Division, General Manager of Accounting Department, and Deputy General Manager of Corporate Strategy Division, the Company</p> <p>June 2023 Director, AWS (Beijing), Ltd., (to present) and CEO & President, Ubicom U.S.A., Inc. (to present)</p> <p>July 2023 Senior Executive Officer, General Manager of Corporate Strategy Division, General Manager of Corporate Planning and Development Section, and General Manager of Medical Business Strategy Division, the Company</p> <p>November 2023 Executive Vice President, AIS Co., Ltd. (to present)</p> <p>June 2024 Director, the Company (to present) Director, Advanced World Solutions, Inc. (to present) Director, Advanced World Systems, Inc. (to present)</p> <p>July 2024 Executive General Manager of Corporate Division (to present), General Manager of Corporate Planning and Development Division (to present), Publicity and Investor Relations Division (to present) and General Manager of Medical Business Division (to present), the Company</p>	11,400
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Akisato Kitaoka joined the Company in 2008 as an IT engineer during our formative years. He contributed significantly to laying the foundation of the Company's business by developing a state-of-the-art IT system. In 2016, while concurrently serving at AIS Co., Ltd., the Company's subsidiary, he implemented a scrap-and-build strategy, successfully increasing the operating profit margin of our medical business from 14% to over 60%, directly enhancing the Group's profitability. Since November 2023, he has also assumed the role of Executive Vice President at AIS Co., Ltd., contributing to elevating the performance of the entire Group. Given his vital contributions over the years, the Company proposes that he be reelected as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Yoshinori Hashitani (January 27, 1959)	<p>April 1982 Joined Sony Corporation (currently Sony Group Corporation)</p> <p>May 1994 Representative Director & President, Sony Financial Services Europe Inc.</p> <p>March 1998 Representative Director & President, Sony Europe Finance PLC</p> <p>July 2000 Head of CEO Strategy Office, Sony Corporation</p> <p>April 2003 Head of Brand Strategy Office</p> <p>July 2007 General Manager, General Affairs Center</p> <p>February 2009 President, Representative Director and Executive Officer, Sony Facility Management Co., Ltd. (currently Sony People Solutions Inc.)</p> <p>September 2009 Vice President in charge of General Affairs and Secretarial Departments, Sony Corporation</p> <p>April 2010 Trustee, Sony Institute of Higher Education (to present)</p> <p>January 2011 Vice President in charge of IR and Secretarial Departments, Sony Corporation</p> <p>April 2014 Vice President in charge of Secretarial Department and General Manager of General Affairs Center, Sony Corporation</p> <p>April 2014 Representative Director, Executive Officer & President, Sony Corporate Services (Japan) Corporation</p> <p>September 2015 Vice President of Corporate Communications Department and Senior General Manager of CSR Department, Sony Corporation</p> <p>June 2017 Chairman, Representative Director and Executive Officer, Frontage Inc.</p> <p>June 2019 Outside Director, the Company (to present)</p> <p>April 2020 Executive Officer, Vice Chairman and Co-CEO, Quantum Leaps Corporation</p> <p>June 2022 Representative Director and Vice Chairman, Quantum Leaps Corporation (to present)</p> <p>February 2023 Executive Secretary, Japan Association of Corporate Directors (to present)</p> <p>June 2023 Outside Audit & Supervisory Board Member, Video Research Ltd. (to present)</p> <p>January 2025 Outside Director, Mudaless limited (to present)</p>	1,000
<p>[Reason for nomination as a candidate for Outside Director and outline of expected roles]</p> <p>Mr. Yoshinori Hashitani has a wealth of experience and insight as the head of operations at one of Japan's leading global companies he has served since graduated from the University of Tokyo. In order to incorporate them, in particular his experience in general affairs, IR, corporate communications strategies, etc. under a global setting, into the enhancement of the Company's management structure, the Company proposes that he be reelected as Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Taisuke Tsuyuguchi (June 27, 1960)	<p>April 1984 Joined Tokio Marine & Fire Insurance Co., Ltd.</p> <p>July 1998 Branch Manager, Honmachi Branch, Osaka Central Office, Kinki First Division</p> <p>July 2001 Branch Manager, Joto Branch, East Tokyo Office, Metropolitan First Division</p> <p>October 2004 Following the merger, assumed role at Tokio Marine & Nichido Fire Insurance Co., Ltd. Group Leader, Planning & Organization Group, Human Resource Planning Department</p> <p>July 2008 General Manager, Corporate Planning Department/Leader, Strategic Promotion Group</p> <p>August 2011 Branch Manager, Tochigi Branch</p> <p>April 2014 President and Representative Director, Tokio Marine Millea SAST Insurance Co., Ltd.</p> <p>April 2016 Executive Officer, General Manager of Corporate Planning Department., Tokio Marine Holdings, Inc.</p> <p>April 2017 Senior Executive Officer, Tokio Marine & Nichido Fire Insurance Co., Ltd.</p> <p>July 2020 Director, Japan Medical Association ORCA Management Organization Co., Ltd.</p> <p>October 2020 President and Representative Director, Japan Medical Association ORCA Management Organization Co., Ltd. (to present)</p>	0
<p>[Reason for nomination as a candidate for Outside Director and outline of expected roles]</p> <p>Mr. Taisuke Tsuyuguchi has extensive experience in management and business operations in the insurance industry gained by joining Tokio Marine & Fire Insurance Co., Ltd. after graduated from the University of Tokyo and serving as President and Representative Director at Tokio Marine Millea SAST Insurance Co., Ltd. and Senior Executive Officer at Tokio Marine & Nichido Fire Insurance Co., Ltd. Currently, as President and Representative Director at Japan Medical Association ORCA Management Organization Co., Ltd., he has promoted the development of ICT infrastructure to support the sustainability of medical care amid a declining birthrate and aging population, and lead a nation-wide effort to promote the standardization and widespread adoption of medical information systems centered on JMA-RECEIPT (ORCA), which has already been adopted by approximately 19,000 medical institutions and has grown to become the second largest system in the industry. Our medical business, as a leading company in the receipt review software market, promotes the core measures for future growth strategy such as the expansion of sale of the “Mighty” series, promotion of strategic M&A, and adoption and expansion of a solution for the insurance industry, “Insurance Knowledge Platform.” Considering that he will provide us with constructive advice from an independent perspective and contribute to the strengthening of the supervisory functions of the Board of Directors based on his knowledge and experience in the medical and insurance fields, the Company proposes that he be elected as Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
	Natsumi Horikawa (August 15, 1985)	April 2008 Joined OKWAVE, Inc. January 2011 Joined Cross Marketing Inc. January 2015 Transferred to Kadence International Pte. Ltd. Head of Japan Desk April 2019 Business Consultant, New Customer Acquisition Division/YouTube Creator Marketing Manager, Google Japan G.K. April 2022 Strategic Agency Manager, Google Customer Solution Division April 2024 Partner, Interactive Solutions Division, YCP Singapore (to present)	0
5	<p>[Reason for nomination as a candidate for Outside Director and outline of expected roles]</p> <p>Ms. Natsumi Horikawa served as the head of the department in charge of Japanese companies at a marketing research firm in Singapore and provided marketing support across diverse industries such as consumer goods, automobile, retail, and media in global markets. She then joined Google Japan G.K., where she worked on promotion of digital advertising and supported companies' marketing DX (digital transformation) efforts through strategic partnerships with major advertising agencies. Currently, she serves as a marketing department partner at YCP Singapore, based in Singapore, where she contributes to expanding companies' sales in overseas markets through marketing advisory and digital marketing support. In particular, she has deep expertise in business expansion in Southeast Asia and collaboration with local companies, as well as extensive practical experience based on a global perspective. Considering that her expertise will significantly contribute to strengthening the Company's competitiveness in the technology consulting business, creating high-value-added projects, and enhancing corporate value through her supervisory function and strategic advice from an independent perspective, the Company proposes that she be elected as Outside Director.</p>		

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Mr. Taisuke Tsuyuguchi and Ms. Natsumi Horikawa are new candidates for Outside Directors.
 3. Mr. Yoshinori Hashitani is a candidate for Outside Director.
 4. If the election of Mr. Taisuke Tsuyuguchi and Ms. Natsumi Horikawa as Outside Directors is approved, the Company will, pursuant to Article 427, Paragraph 1 of the Companies Act, enter into a limited liability agreement with each of Mr. Taisuke Tsuyuguchi and Ms. Natsumi Horikawa to limit their liability for damages set forth in Article 423, Paragraph 1 of said Act in accordance with the Articles of Incorporation. The maximum amount of liability for damages based on said agreement shall be the minimum amount stipulated by laws and regulations.
 5. Mr. Yoshinori Hashitani is currently Outside Director of the Company, and his term of office as Outside Director will have been six years at the conclusion of this General Meeting of Shareholders.
 6. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a limited liability agreement with Mr. Yoshinori Hashitani to limit his liability for damages set forth in Article 423, Paragraph 1 of said Act in accordance with the Articles of Incorporation. The maximum amount of liability for damages based on said agreement shall be the minimum amount stipulated by laws and regulations. The Company will continue the abovementioned agreement with him if his reelection as Outside Director is approved.
 7. Mr. Yoshinori Hashitani, Mr. Taisuke Tsuyuguchi and Ms. Natsumi Horikawa satisfy the requirements for Independent Officers as provided for by the Tokyo Stock Exchange, and if their election is approved, the Company will designate them as Independent Officers and submit a notification of the designation to said Exchange.

8. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. Under said insurance agreement, damages that may arise as a result of the insured directors and officers assuming responsibilities regarding the execution of their duties or receiving claims pertaining to the pursuit of such responsibilities shall be covered. Each candidate will be included as the insured under said insurance agreement, and the Company plans to renew said insurance agreement during their terms of office.

■ Expected knowledge and experience in particular

Name	Position	(Independent/ Outside)	Corporate management & Business strategy	International experience	Sales & Marketing	Technology & R&D	HR development & Organizational operation	SDGs & Sustainability	Financial Affairs & Finance	Legal & Compliance
Masayuki Aoki	Director		○	○	○		○	○		
Akisato Kitaoka	Director		○	○		○	○		○	○
Yoshinori Hashitani	Director	○	○	○				○	○	○
Taisuke Tsuyuguchi	Director	○	○		○		○		○	○
Natsumi Horikawa	Director	○	○	○	○		○		○	
Kazuki Matsumoto	Audit & Supervisory Board Member			○		○	○			○
Yasutaka Oshita	Audit & Supervisory Board Member	○		○					○	○
Shimon Morishita	Audit & Supervisory Board Member	○							○	○