



Notice of Convocation of the Seventh Ordinary General Meeting of Shareholders

June 1, 2024 - May 31, 2025

Date and time

Saturday, August 23, 2025 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 Two Directors who are Audit & Supervisory Committee Members
- Proposal No. 4: Election of One Substitute 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>

You may exercise your voting rights by scanning the QR code on the Voting Right Exercise Form.

Please exercise your voting rights in advance

Deadline: No later than 5 p.m.,
Friday, August 22, 2025



BOOKOFF GROUP HOLDINGS LIMITED

Securities code: 9278

Message from the President

As activities continue for achieving the goals of the medium-term management policies ending with the fiscal year ending in May 2028, many new stores were opened in the BOOKOFF operations in Japan, Premium services business and Overseas business for more growth. We also took steps to prevent the reoccurrence of the type of fraudulent activity that happened in the BOOKOFF operations in Japan. Another notable event was the recruitment of the people we will need for the growth of business operations.

In BOOKOFF operations in Japan, our core business, the main objective based on the medium-term management policies 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. We are opening and replacing BOOKOFF stores, including the addition of comprehensive and large-format BOOKOFF SUPER BAZAAR stores, with larger selections of trading cards and hobby goods. Enlarging digital services, mainly by using the official smartphone app, is another activity. At the end of May 2025, there were more than 9.32 million app members. Due to these activities, the number of people using BOOKOFF stores has recovered to the level prior to the pandemic.

In the Premium services business, the number of hugall stores and 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. We have started rebranding our purchasing locations to the Rehello brand and are aiming to increase the volume of merchandise in this business with measures that include using linkage with the Rehello EC website for the sale of merchandise that was purchased.

In the Overseas business, growth continued at BOOKOFF in the United States and Jalan Jalan Japan in Malaysia and Kazakhstan as these operations added more stores.

The occurrence of fraudulent activities has created serious concerns for shareholders during the fiscal year that ended in May 2025. We have implemented measures to prevent this type of problem from happening again. Customers are continuing to use our services, resulting in the growth of sales and earnings. Furthermore, we have made progress concerning the sales and earnings targets in the medium-term management policies.

The BOOKOFF Group is now advancing to a "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

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Securities code: 9278
August 6, 2025

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 Seventh 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 Seventh 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 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., Friday, August 22, 2025.

Exercise of voting rights via the internet

Please visit BOOKOFF's designated website (<https://evote.tr.mufig.jp/>) to submit your votes 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 Saturday, August 23, 2025 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 Seventh Fiscal Year (June 1, 2024 - May 31, 2025)
 2. Non-consolidated Financial Statements for BOOKOFF's Seventh Fiscal Year (June 1, 2024 - May 31, 2025)
 - 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 Two Directors who are Audit & Supervisory Committee Members
 - Proposal No. 4: Election of One Substitute Director who is an 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.

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

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, 2025 (FY5/2025) 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: 438,667,625 yen |
| (3) Effective date of distribution of retained earnings: | August 25, 2025 |

■ 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 five 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.

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	Norihiro Watanabe	Director	Reelection
3	Yoshiko Kawaguchi		New
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.

4: The name on the family register of Ms. Yoshiko Kawaguchi is Yoshiko Suzuki.

Candidate No.		Candidate for reelection
1	Yasutaka Horiuchi	

Past experience, positions, responsibilities and significant concurrent positions		Date of birth
		April 28, 1976
April 1999	Joined Chuo Coopers & Lybrand Consulting Co., Ltd. (formerly)	Number of shares of the Company held 49,400 shares
August 2004	Joined Tohmatsu Consulting Co., Ltd. (currently Deloitte Tohmatsu Consulting LLC)	
March 2006	Joined BOOKOFF CORPORATION LIMITED	Term of office as Director (at the conclusion of this General Meeting of Shareholders) 6 years and 11 months
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	Attendance at the Board of Directors meetings in FY5/2025 16/16 (100%)
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	Particular conflicts of interest between the candidate and the Company None
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)	

Reason for the nomination

Mr. Horiuchi manages the BOOKOFF Group by using strong leadership skills and plays a key role in creating medium to long-term strategies. He delegates authority for speedy business operations and has helped achieve business innovations and the consistent growth of sales and earnings.

Based on the medium-term management policies, Mr. Horiuchi is overseeing business portfolio changes backed by the growth of sales and earnings, efficient use of capital, and management with emphasis on both existing and new businesses. He is a candidate for reelection as a Director because he is expected to use his leadership skills for the sustained growth of the BOOKOFF Group and even higher corporate value.

Candidate statement to shareholders

Based on the current BOOKOFF Group's medium-term management policies, we are continuing to take on the challenge of creating new businesses, centered on the BOOKOFF operations in Japan, Premium services business and Overseas business, to achieve the goals for the fiscal year ending in May 2028.

The breadth and speed of our business operations are increasing. I promise to build a framework and use employee training programs for strengthening internal controls and operating a rigorous compliance system. I am determined to make the BOOKOFF Group an organization capable of sustained growth.

Candidate No.
2

Norihiro Watanabe

Candidate for reelection

Past experience, positions, responsibilities and significant concurrent positions		Date of birth
		November 11, 1972
October 1998	Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)	Number of shares of the Company held 3,857 shares
April 2003	Registered as a Certified Public Accountant	
July 2018	Joined BOOKOFF CORPORATION LIMITED General Manager of Accounting Department of BOOKOFF CORPORATION LIMITED	Term of office as Director (at the conclusion of this General Meeting of Shareholders) 3 years
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)	Attendance at the Board of Directors meetings in FY5/2025 16/16 (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 proper business operations and improve business processes.

Mr. Watanabe plays a role in efficiency improvements and cost cutting at the corporate level as well as in business growth by procuring necessary funds at an appropriate cost. In addition, he is expected to be part of group management for using capital more efficiently. 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

Achieving the sustained growth of the BOOKOFF Group requires accurately assessing changes in the business climate and constantly taking on new challenges.

In addition, the group must have a strong governance structure to ensure the soundness of operations.

I will use my experience as a certified public accountant to maintain the proper balance between an offensive stance and controls for management and do my best for managing operations in a sound and sustainable manner as the BOOKOFF Group targets growth opportunities with no fear of change.

Candidate No.
3

Yoshiko Kawaguchi

(Name on the family register: Yoshiko Suzuki)

New candidate

Past experience, positions, responsibilities and significant concurrent positions		Date of birth
April 1985	Joined Fukutake Publishing Co., Ltd. (currently Benesse Corporation)	November 3, 1961
April 2008	Seconded to Tokyo Individualized Educational Institute, INC. Deputy General Manager of Human Resources Division of Tokyo Individualized Educational Institute, INC.	Number of shares of the Company held 0 share
March 2011	Seconded to Berlitz Japan, Inc. General Manager of Service Development Office of Berlitz Japan, Inc.	Particular conflicts of interest between the candidate and the Company None
April 2013	Joined Samantha Thavasa Japan Limited General Manager of Human Resources Planning Department of Samantha Thavasa Japan Limited	
June 2016	Executive Officer of Samantha Thavasa Japan Limited	
May 2019	Joined The Global Ltd. General Manager of Human Resources Department of The Global Ltd.	
September 2022	Joined AOKI Holdings Inc. Executive Officer of AOKI Holdings Inc.	
June 2023	Director and Executive Officer of AOKI Holdings Inc.	

Reason for the nomination

Ms. Kawaguchi has many years of experience involving human resources and education. In the retail industry, she has knowledge concerning labor affairs, the establishment of remuneration structures for officers, succession planning and diversity.

She is expected to use her experience and knowledge for establishing and maintaining numerous systems, increasing diversity, including more female managers, and in other ways. Ms. Kawaguchi is a candidate for election as Director because she has suitable skills for further increasing corporate value and achieving the sustained growth of the BOOKOFF Group.

Candidate statement to shareholders

Since its inception, the BOOKOFF Group has been guided by the corporate philosophy of contributing to society through our business activities and the pursuit of employees' material and spiritual wellbeing. This requires both sustainable management and the wellbeing of employees.

I have a strong commitment to this philosophy that has remained unchanged and will focus all my energy on achieving these two goals.

In Japan, the importance of human resource management is continuing to increase as the population ages and the ways people work become more diverse. I have many years of experience concerning human resource strategies, organizational development, diversity and other aspects of human resources. I will use this knowledge to create an environment that enables all employees to fully utilize their skills and do their jobs with satisfaction and a sense of growth. I want to use management driven by the power of people for growth of the BOOKOFF Group's value and transforming the corporate philosophy into actions. I respectfully ask for the continued support of shareholders.

Candidate No.		Candidate for reelection
4	Masaaki Takano	Candidate for Outside Director
		Candidate for Independent Executive
Past experience, positions, responsibilities and significant concurrent positions		Date of birth
April 1981	Joined Isetan Co., Ltd. (currently Isetan Mitsukoshi Ltd.)	December 16, 1958
April 2007	General Manager of Isetan Matsudo store of Isetan Co., Ltd.	Number of shares of the Company held
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.	Term of office as Director (at the conclusion of this General Meeting of Shareholders)
April 2014	Managing Executive Officer, General Manager of Isetan Shinjuku store of Isetan Mitsukoshi Ltd.	
October 2017	Joined Gurunavi, Inc.	Attendance at the Board of Directors meetings in FY5/2025
June 2018	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.	Particular conflicts of interest between the candidate and the Company
January 2019	Manager of "Food Tourism" Business Promotion Department of Planning and Development Division of Gurunavi, Inc.	
January 2019	Advisor of Gurunavi, Inc.	None
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)	

Reason for the nomination and overview of expected roles

Mr. Takano has management experience at major department stores, knowledge about affluent customers and retail industry trends, and the ability to conduct marketing activities and store operations from the standpoint of customers. In addition, he has knowledge regarding the control of retail stores, employee training and other items. As a Director, he has provided many opinions concerning these matters.

He has also provided advice about services for affluent customers, the operation and organizational development of large stores, the training of executives, and other subjects. Advice includes measures for increasing the commitment to compliance at retail stores and retaining this commitment. Mr. Takano is a candidate for reelection as a Director in order to continue to benefit from opinions covering many subjects that are given from an independent perspective.

Candidate statement to shareholders

Trends affecting our markets and of our customers are continuing to change on a scale that surpasses our expectations.

In 2024, department stores, which are the main primary retail category, posted strong sales and earnings growth. In 2025, performance has declined as these stores face serious difficulties.

These are not trends that have happened only recently. These changes are an inevitable part of the retail industry and have occurred repeatedly during the past 50 years.

To further increase customer satisfaction, we also need to use a multi-directional antenna to gather information and supply added value with speed.

This year, I will again monitor our operations from the perspectives of marketing, targeting and merchandising.

Candidate No.			Candidate for reelection
5	Hideki Hasegawa		Candidate for Outside Director
			Candidate for Independent Executive
Past experience, positions, responsibilities and significant concurrent positions		Date of birth	January 31, 1971
June 1994	Joined Accenture Japan Ltd.	Number of shares of the Company held	1,000 shares
May 2008	Joined Tokyu Hands Inc. (currently Hands Inc.)		
April 2011	Executive Officer of Tokyu Hands Inc.		
April 2013	President of HANDS LAB INC. (formerly)	Term of office as Director (at the conclusion of this General Meeting of Shareholders)	4 years
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)	Attendance at the Board of Directors meetings in FY5/2025	14/16 (87.5%)
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)	Particular conflicts of interest between the candidate and the Company	None

Reason for the nomination and overview of expected roles

Mr. Hasegawa has many years of management and practical experience in the IT sector and knowledge concerning trends and cost optimization for IT development projects. He has provided opinions about a broad range of themes that are not limited to the IT sector.

He can provide advice from a medium to long-term standpoint about IT strategies, cost optimization and the stability of operations. Mr. Hasegawa is also expected to provide opinions about business development and the operation or organizations by using independent and new perspectives. For these reasons, he is a candidate for reelection as a Director.

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 Two Directors who are Audit & Supervisory Committee Members

At the conclusion of this General Meeting of Shareholders, the terms of office of Mr. Hideaki Tamura, Ms. Agasa Naito and Mr. Yoshikazu Muta, Directors who are members of the Audit & Supervisory Committee, will expire. Based on the current framework for audits, including coordination with the Internal Audit Department, the decision was made to reduce the number of Directors who are Audit & Supervisory Committee members from four to three due to the decision that this will continue to ensure the effectiveness of audits. Therefore, BOOKOFF proposes the election of two (2) candidates.

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

The candidates for Directors who are Audit & Supervisory Committee members are as follows.

Candidate No.	Name	Current Positions and Responsibilities at the Company	Remarks
1	Hideaki Tamura	Director, Full-time Audit & Supervisory Committee member	Reelection
2	Yasuhiro Tsujii		New Outside

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 Mr. Tsujii 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 these candidates are elected and assume office as a Director, 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.

Candidate No.		
1	Hideaki Tamura	Candidate for reelection
Past experience, positions, responsibilities and significant concurrent positions		Date of birth
		May 27, 1960
April 1984	Joined Japan Petroleum Exploration Co., Ltd.	Number of shares of the Company held
October 1994	Passed the second test of Certified Public Accountant Examination	
September 1995	Joined BDO Sanyu Consulting Co., Ltd. (formerly)	8,000 shares
August 2000	Joined Tokyo Kyodo Accounting Office	Term of office as Director and Audit & Supervisory Committee member (at the conclusion of this General Meeting of Shareholders)
August 2002	Joined Ernst & Young ShinNihon (currently Ernst & Young ShinNihon LLC)	
April 2004	Joined BOOKOFF CORPORATION LIMITED	4 years
	Head of the Accounting Department of BOOKOFF CORPORATION LIMITED	
January 2008	Executive Staff of the Administrative Department of BOOKOFF CORPORATION LIMITED	Attendance at the Board of Directors meetings in FY5/2025
April 2008	Executive Staff of the Auditor Office of BOOKOFF CORPORATION LIMITED	
June 2008	Full-time Audit & Supervisory Board Member of BOOKOFF CORPORATION LIMITED	16/16 (100%)
October 2018	Full-time Audit & Supervisory Board Member of BOOKOFF CORPORATION LIMITED (to present)	Attendance at the Audit & Supervisory Committee meetings in FY5/2025
June 2019	Audit & Supervisory Board Member of BOOKOFF CORPORATION LIMITED (to present)	
August 2021	Director of BOOKOFF (Full-time Audit & Supervisory Committee member) (to present)	16/16 (100%)
		Particular conflicts of interest between the candidate and the Company
		None

Reason for the nomination

Mr. Tamura has expertise concerning accounting and internal controls as a certified public accountant. Due to his many years of experience at BOOKOFF, he has a thorough understanding of all business operations. He is expected to use sincere and sufficient communications with outside members of the Audit & Supervisory Committee for activities of this board. As a full-time member of the committee, he is expected to perform oversight that ensure the proper operation of the group's businesses and to provide valuable opinions concerning audits. Therefore, Mr. Tamura is a candidate for reelection as a Director who is a member of the Audit & Supervisory Committee because he has suitable skills for further increasing corporate value and achieving the sustained growth of the BOOKOFF Group.

Candidate statement to shareholders

As a full-time Audit & Supervisory Committee member, I place priority on holding discussions and exchanging opinions at the Audit & Supervisory Committee meetings based on the timely sharing of information that has been received, and on submitting opinions and advice resulting from these discussions to people who conduct business operations. For all these activities, I maintain a suitable balance between a relationship with management based on trust and a proper level of distance from management. In accordance with the medium-term management policies, BOOKOFF is expanding operations to more business domains, making substantial investments, and raising the speed of business operations. As I closely monitor these activities, just as in prior years, I will work hard to maintain the efficiency of auditing activities, ensure the soundness of business operations, and achieve steady growth and other forms of progress.

Candidate No.
2

Yasuhiro Tsujii

New

Candidate for Outside Director

Past experience, positions, responsibilities and significant concurrent positions		Date of birth	Number of shares of the Company held	Particular conflicts of interest between the candidate and the Company
		January 17, 1967		
April 1989	Joined AICHI CO., LTD.		0 share	None
April 2006	Joined Maruzen Co., Ltd. (currently MARUZEN-YUSHODO Co.,Ltd, “Maruzen”)			
February 2012	General Manager of Kansai Sales Department, Education & Environmental Solutions Division of Maruzen			
April 2019	General Manager of Education & Environmental Solutions Division of Maruzen			
April 2021	Executive Officer, General Manager of Education & Environmental Solutions Division and General Manager of Shop System Produce Division of Maruzen			
February 2022	Executive Officer, General Manager of “Manabi” & Space Design Division of Maruzen (to present)			

Reason for the nomination and overview of expected roles

Mr. Tsujii has experience as an executive officer of a group company of a listed company, involvement with the installation of equipment and interior and exterior design work at book and other stores, and specialized knowledge in these fields. He is expected to use his experience and knowledge for the oversight of compliance, risk management, safety management and other activities and to provide specialized opinions and advice about store facilities and other subjects. Therefore, he is a candidate for election as a Director who is a member of the Audit & Supervisory Committee because he has suitable skills for further increasing corporate value and achieving the sustained growth of the BOOKOFF Group.

Candidate statement to shareholders

I would like to make use of my many years of experience in space design to contribute to the sound growth of BOOKOFF and the medium to long-term growth of corporate value.

As a member of the Audit & Supervisory Committee, I will monitor strictly that decisions of the Board of Directors comply with laws, regulations and the Articles of Incorporation.

I pledge to fulfill my duties with sincerity.

■ Proposal No. 4: Election of One Substitute Director who is an Audit & Supervisory Committee Member

To be prepared if the number of Directors who are Audit & Supervisory Committee members becomes insufficient as stipulated in laws and regulations, the election of one substitute Director who is an Audit & Supervisory Committee member is proposed.

The effect of this election may be cancelled by the resolution of a Board of Directors with the consent of the Audit & Supervisory Committee only before the candidate assumes office as a substitute Audit & Supervisory Committee Member.

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

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

Shingo Kodoi

Candidate for Substitute Director who is a member of the Audit & Supervisory Committee (Independent Outside Director)

Past experience, positions, responsibilities and significant concurrent positions	Date of birth
December 2018 Registered as an attorney-at-law (Daiichi Tokyo Bar Association)	April 3, 1990
December 2018 Joined Century Law Office	Number of shares of the Company held 0 share
December 2020 Joined Horii Aoi Law Office	
July 2021 Joined Sato Sogo Law Office (to present)	
	Particular conflicts of interest between the candidate and the Company None

Reason for the nomination and overview of expected roles

Mr. Kodoi has legal expertise and practical experience as a lawyer. He is a candidate for election as a substitute Outside Director who is a member of the Audit & Supervisory Committee because is expected to contribute to the further increase of corporate value and sustained growth of the BOOKOFF Group by providing oversight and advice from an independent perspective to ensure the appropriate execution of business across the Group as a whole.

Mr. Kodoi has never been participated directly in corporate management, but has extensive knowledge of corporate law as a lawyer. We believe that he will perform the duties of an Outside Director who is a member of the Audit & Supervisory Committee properly.

- 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. In the event that Mr. Kodoi assumes office as a Director who is an Audit & Supervisory Committee member, 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 Mr. Kodoi assumes office as a Director who is an Audit & Supervisory Committee member, he 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. Kodoi 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. He will be registered at the exchange as an independent executive if he assumes office as a Director who is an Audit & Supervisory Committee member.

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, 2 females (Percentage of female directors: 25.0%)

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

* 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 four 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/top/governance/> (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.