BOOKOFF
GROUP HOLDINGS

Notice of Convocation of the Eighth Ordinary General Meeting of Shareholders

June 1, 2025 - May 31, 2026

Date and time

Saturday, August 29, 2026 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

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 28, 2026

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. Another notable event was the recruitment of the people we will need for the growth of business operations.

In BOOKOFF operations in Japan, we opened and replaced more comprehensive and large-format BOOKOFF SUPER BAZAAR stores and BOOKOFF stores with larger selections of trading cards and hobby goods. There were also openings of stores using the new ASO-VIVA and other formats. The number of app members surpassed 10 million as activities continued to strengthen linkage among digital, internet and store operations. Existing store sales were higher than one year earlier throughout the fiscal year and earnings increased significantly.

In the Premium services business, more hugall and aidect stores were opened and activities continued for the shifting all purchasing consultation desks to the Rehello by BOOKOFF brand. Earnings improved as purchases of items increased due mainly to higher prices of gold and other precious metals.

In the Overseas business, growth continued in the United States as more BOOKOFF stores were opened. In Malaysia, we conducted a review of our existing Jalan Jalan Japan stores with a view to further development.

In February 2026, we entered into a capital and business alliance agreement with ITOCHU Corporation. This agreement established a solid foundation for accelerating our growth in the future.

Overall, net sales and ordinary profit in the fiscal year ended May 31, 2026 rose to new all-time highs as in the previous fiscal year.

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

Securities code: 9278
August 7, 2026

To Our Shareholders:

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

Notice of Convocation of the Eighth 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 Eighth 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 28, 2026.

Exercise of voting rights via the internet
Please visit BOOKOFF's designated website (https://evote.tr.mufg.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 29, 2026 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 Eighth Fiscal Year (June 1, 2025 - May 31, 2026)
   2. Non-consolidated Financial Statements for BOOKOFF's Eighth Fiscal Year (June 1, 2025 - May 31, 2026)

   Proposals to be resolved:
   - Proposal No. 1: Appropriation of Retained Earnings
   - Proposal No. 2: Election of Five Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
   - Proposal No. 3: Election of One Director Who Is an Audit & Supervisory Committee Member
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, 2026 (FY5/2026) is proposed as follows.

(1) Type of dividend:	Cash
(2) Dividend payment and total amount:	36 yen per share of BOOKOFF common stock (an increase of 11 yen per share from the previous fiscal year) Total amount of dividends: 631,890,180 yen
(3) Effective date of distribution of retained earnings:	August 31, 2026

■ 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	Yoshiko Kawaguchi	Director	Reelection
3	Yasuhiko Mizuno		New
4	Masaaki Takano	Independent Outside Director	Reelection Outside Independent
5	Kayo Murakami		New Outside Independent

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. Masaaki Takano is reelected, the Company plans to extend this agreement. If Ms. Kayo Murakami is elected, the Company plans to enter into a similar agreement with her.

2: The Company has entered into a directors and officers liability insurance contract with an insurance company in accordance with 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 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. He is registered at the exchange as an independent executive and he will remain an independent executive if he is reelected. Ms. Kayo Murakami 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.

4: Ms. Kayo Murakami was an outside director of en Japan Inc. (currently en Inc.) from June 2020 to June 2024. In May 2023, the embezzlement of money from a savings account by the general manager of a consolidated subsidiary in China was discovered. The subsequent investigation also revealed the failure to make social insurance payments in the past. en Japan formed a special investigation committee that submitted a report on its findings in July 2023. Ms. Murakami had no prior knowledge of the embezzlement or failure to make social insurance payments. She made statements at meetings of the Board of Directors and at other times concerning compliance with laws and regulations on a regular basis. After the discovery of these improper events, she properly performed her duties with activities that included advice at meetings of the Board of Directors and at other times for strengthening group governance and compliance to prevent these types of incidents from happening again.

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

6: The name on the family register of Ms. Kayo Murakami is Kayo Kanazawa.

Candidate No.
1

Yasutaka Horiuchi

Candidate for reelection

Past experience, positions, responsibilities and significant concurrent positions

April 1999	Joined 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 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 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
54,100 shares

Term of office as Director (at the conclusion of this General Meeting of Shareholders)
7 years and 11 months

Attendance at the Board of Directors meetings in FY5/2026
13/13 (100%)

Particular conflicts of interest between the candidate and the Company
None

Reason for the nomination

As the president and CEO of BOOKOFF, Mr. Horiuchi has used strong leadership to manage operations of the BOOKOFF Group, start making business units internal companies to further delegate authority for faster decisions about business operations, and take other steps for business and organizational realignments. Sales and earnings have continued to grow as these actions were taken.
He is a candidate for reelection as a Director to continue to benefit from his leadership skills concerning the efficient use of capital, training of the next generation of senior executives, business portfolio innovations, and other measures needed for sustained growth and even higher corporate value.

Candidate statement to shareholders

As we implement the current medium-term management policies, consolidated sales and ordinary profit have set new records for two consecutive fiscal years.
Furthermore, we established a capital and business alliance with ITOCHU Corporation in February 2026. Activities are under way to use this partnership for even faster growth. We will maintain a highly skilled workforce capable of taking on challenges in many business fields centered on our BOOKOFF operations in Japan, Premium services and Overseas businesses. I am determined to make the BOOKOFF Group an organization capable of business portfolio innovations and consistent growth.

Candidate No.

2

Yoshiko Kawaguchi

(Name on the family register: Yoshiko Suzuki)

Candidate for reelection

Past experience, positions, responsibilities and significant concurrent positions

April 1985	Joined Fukutake Publishing Co., Ltd. (currently Benesse Corporation)
April 2008	Seconded to Tokyo Individualized Educational Institute, INC. Deputy General Manager of Human Resources Division of Tokyo Individualized Educational Institute, INC.
March 2011	Seconded to Berlitz Japan, Inc. General Manager of Service Development Office of Berlitz Japan, Inc.
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.
August 2025	Director of BOOKOFF (to present) Director of BOOKOFF CORPORATION LIMITED (to present) President of B-Assist, Inc. (to present)

Date of birth

November 3, 1961

Number of shares of the Company held

1,000 shares

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

1 year

Attendance at the Board of Directors meetings in FY5/2026

13/13 (100%)

Particular conflicts of interest between the candidate and the Company

None

Reason for the nomination

Ms. Kawaguchi has professional expertise and many years of experience involving human resources, labor affairs and education. She has assisted with executive selection, succession planning, remuneration and other activities. She is also involved with studies and designs for systems that ensure trainings, proper assignments and other measures for the next generation of senior executives needed to maintain a sound management framework for the BOOKOFF Group.

She is a candidate for reelection as a Director to use her human resource management expertise for stronger management and human resource strategy linkage (business and human resource portfolio linkage, human resource investment and KPI linkage, etc.) for the sustained growth of business operations and even higher corporate value.

Candidate statement to shareholders

Guided by the same philosophy since its inception, the BOOKOFF Group has consistently maintained both sustainable management and the wellbeing of employees. Today, to achieve the business portfolio expansion that is a goal of the group's medium-term management policies, the group is implementing human resource management that can generate business growth backed by the experiences and skills of a diverse workforce.

My goal is to create an environment where all employees can fully utilize their skills and investments in people produce even more benefits for business performance, thereby achieving the medium to long-term growth of corporate value.

Candidate No.
3

Yasuhiko Mizuno

New

Past experience, positions, responsibilities and significant concurrent positions

April 2002	Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Holdings Corp.)
January 2011	Joined Fast Retailing Co., Ltd.
November 2013	Joined Take & Give. Needs Co., Ltd.
August 2015	Joined Lifedrink Company, Inc., Executive Officer and General Manager of Management Administration Division of Lifedrink Company, Inc.
October 2018	Joined Mitsui Norin Co., Ltd., Corporate Group Leader of Mitsui Norin Co., Ltd.
August 2019	Founded PREAS Inc. President and Representative Director of PREAS Inc. (to present)
January 2022	Auditor of Agile Media Network Inc. (currently CRAVIA Inc.)
June 2022	Director and CFO of Ehon navi Corporation
August 2022	Director (Audit and Supervisory Committee Member) of Agile Media Network Inc. (currently CRAVIA Inc.)

Date of birth

August 15, 1975

Number of shares of the Company held

0 share

Particular conflicts of interest between the candidate and the Company

None

Reason for the nomination

Mr. Mizuno has management experience at companies in many industries involving accounting, finance, corporate planning, administrative operations, IPO preparations, fund procurement, investor relations, M&A and other fields. He has provided assistance to small and midsize companies, startup companies, and other companies. He has considerable expertise and practical expertise concerning financial and administrative operations.
He is expected to use his knowledge of financial strategies and corporate management to increase capital efficiency, financial soundness and corporate functions of BOOKOFF as well as to assist with the management of subsidiaries. He is a candidate for election as a Director based on the belief that these capabilities make him suitable for contributing to more growth of corporate value and the sustained growth of business operations.

Candidate statement to shareholders

As the BOOKOFF Group advances to a new phase of growth, group companies must implement “offensive management” for the creation of new forms of added value.
At the same time, the importance of a “defensive” stance is increasing due to the need for powerful governance that supports strong group management for the growth of business operations.
I will focus on the sustained growth of corporate value while maintaining the best possible balance between “offensive” and “defensive” measures at a very high level.

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
June 2020	Outside Director of BOOKOFF (to present)
April 2023	Director of KAWATOKU Co, Ltd.
June 2023	President of TACHIKICHI CORP.
July 2026	Director and Advisor of TACHIKICHI CORP. (to present)

Date of birth
December 16, 1958

Number of shares of the Company held
0 share

Term of office as Director (at the conclusion of this General Meeting of Shareholders)
6 years and 2 months

Attendance at the Board of Directors meetings in FY5/2026
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 management experience at major department group stores and experience with the management of subsidiaries. He has extensive knowledge about current trends in the retail sector, services for affluent customers, customer-driven marketing, store governance, human resource development and other fields. As a Director, he has used his experience to provide many opinions and other input concerning BOOKOFF’s management policies, business plans and other matters.

As a member of the Nominations and Remuneration Committee, he has been involved in selecting executives. Mr. Takano has also provided extensive opinions for determining succession policies, the composition of senior management, the training of BOOKOFF Group key executives, and other matters.

He is a candidate for reelection as a Director to continue to benefit from his independent perspective for advice concerning management and for the proper oversight of management.

Candidate statement to shareholders

Rapid changes and advances involving the social infrastructure, including changes due to generative AI, are altering the lifestyles of customers and fundamentally how companies should operate their businesses.

More growth is expected in the reuse market, which is BOOKOFF’s core business. There is no doubt that the processes behind these events will change on a scale that makes our prior business experience useless.

In this unprecedented environment, how should BOOKOFF serve customers in order to prove its worth?

I will continue to monitor our operations while focusing my attention on this point.

Candidate No.
5

Kayo Murakami

(Name on the family register: Kayo Kanazawa)

New

Candidate for Outside Director

Candidate for Independent Executive

Past experience, positions, responsibilities and significant concurrent positions

December 1996	Established MK CONET Ltd.
May 2001	Joined Netyear Group Corporation
March 2007	Joined Culture Convenience Club Co., Ltd.
September 2012	Joined Rakuten, Inc. (currently Rakuten Group, Inc.)
September 2013	Joined P.G.C.D. JAPAN, Inc.
October 2016	Joined Synapse Co., Ltd.
June 2020	Outside Director of en-Japan Inc. (currently en Inc.)
July 2020	Representative Partner and CEO of Kazu and Company LLC (to present)
April 2023	Advisory Fellow of the IT Innovation and Strategy Center Okinawa (to present)
May 2023	Outside Director of SANYO SHOKAI LTD. (to present)
June 2024	Outside Director (Audit and Supervisory Committee Member) of PRESS KOGYO CO., LTD. (to present)
June 2025	Outside Director of BUNKA SHUTTER CO., LTD. (to present)

Date of birth

September 16, 1967

Number of shares of the Company held

0 share

Particular conflicts of interest between the candidate and the Company

None

Reason for the nomination and overview of expected roles

Ms. Murakami has many years of internal and external experience at companies involving operations and support in the fields of digital, IT, internet, marketing and other operations. In addition, she uses her knowledge of management to serve as an outside director of listed companies in many sectors. As a result, she has expertise and practical experience and knowledge concerning corporate governance and other areas.

At BOOKOFF, Ms. Murakami is expected to provide objective and effective oversight of management. She is also expected to use her independent perspective to provide valuable advice and information about activities in the digital, IT strategy and marketing domains. She is a candidate for election as a Director because BOOKOFF believes these capabilities make her suitable for contributing to the growth of corporate value and sustained growth of business operations.

Candidate statement to shareholders

Sustained growth of a company requires accurately identifying the expectations of society and customers as changes occur and then constantly taking on challenges.

The BOOKOFF Group is using its reuse business to help create a society where resources are recycled. BOOKOFF is a company that is always a source of new value for our lives. I believe the company has immense growth potential.

Based on my experience and knowledge involving management, marketing and the digital domain, I want to engage in constructive dialogues from an independent standpoint that support even better decisions by management. Furthermore, I want to make meaningful contributions to the growth of corporate value and shareholder value for the purpose of earning the trust of shareholders.

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

At the conclusion of this General Meeting of Shareholders, the term of office of Ms. Satsuki Miyahara, a Director who is a member of the Audit & Supervisory Committee, will expire. Therefore, the election of one Director who is an Audit & Supervisory Committee member is proposed.

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.

Candidate for reelection

Candidate for Outside Director

Candidate for Independent Executive

Satsuki Miyahara

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
August 2019	Board Member, The Confederation of Asian and Pacific Accountants
July 2024	Resigned KPMG AZSA LLC
November 2024	Outside Director (Audit & Supervisory Committee member) of BOOKOFF (to present)
March 2025	Outside Director of Canon Marketing Japan Inc. (to present)
June 2026	External Director (Audit & Supervisory Committee member) of Nomura Real Estate Holdings, Inc. (to present)

Date of birth

May 8, 1966

Number of shares of the Company held

0 share

Term of office as Director and Audit & Supervisory Committee member(at the conclusion of this General Meeting of Shareholders)

1 year and 9 months

Attendance at the Board of Directors meetings in FY5/2026

13/13 (100%)

Attendance at the Audit & Supervisory Committee meetings in FY5/2026

16/16 (100%)

Particular conflicts of interest between the candidate and the Company

None

Reason for the nomination and overview of expected roles

As a certified public accountant, she brings extensive global practical experience gained over many years at a major accounting firm, together with specialized professional and international expertise in finance and corporate accounting. By providing appropriate oversight of management through timely reviews of accounting matters and business risks, she has contributed to ensuring sound corporate governance.

In addition, as a member of the Nomination Advisory Committee and the Remuneration Advisory Committee, she has provided numerous objective, candid, and constructive opinions regarding the nomination and remuneration of directors and officers.

We expect that she will continue to provide opinions, advice, and appropriate oversight based on her professional expertise and international perspective, while bringing a fresh and neutral viewpoint. Accordingly, she has been nominated again as a candidate for Director who is an Audit & Supervisory Committee member.

Candidate statement to shareholders

Since my appointment, I have sought to ensure the appropriateness and transparency of the Board of Directors' decision-making by leveraging my professional expertise as a certified public accountant in my role as a member of the Audit & Supervisory Committee. Going forward, I will continue to contribute to enhancing the soundness of the Company's management from the perspectives of finance, accounting, and corporate governance. As the value of reuse continues to gain wider recognition around the world, I will also support the BOOKOFF Group's efforts to enhance its corporate value over the medium to long term and achieve sustainable growth through constructive discussions.

I remain committed to fulfilling my responsibilities in order to meet the expectations of our 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 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 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 the candidate is elected as a Director, 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 is registered at the exchange as an independent executive and she will remain an independent executive if she is reelected.

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.

5 males, 3 females (Percentage of female directors: 37.5%)

	Name	Corporate manage-ment	Market-ing	Industry knowl-edge	IT/ technology	Finance/ account-ing	Compliance	Risk manage-ment	HR develop-ment /diversity	Environ-mental Society	Gover-nance
Directors	Yasutaka Horiuchi	●		●	●	●		●			
	Yoshiko Kawaguchi		●				●		●		●
	Yasuhiko Mizuno	●				●	●	●			●
	Masaaki Takano	●	●	●					●	●	●
	Kayo Murakami	●	●		●						●
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 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 Approach to the 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 business partner with whom the Company and its subsidiaries (hereinafter "the Group") cannot promptly discontinue transactions" or "a present business partner 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 recipient of fees with whom the Group cannot promptly terminate the contractual relationship" or the Group's "present recipient of fees who cannot promptly terminate the contractual relationship 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 relative within the second degree of kinship 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 relative within the second degree of kinship 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 relative within the second degree of kinship 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.