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Securities code: 3166

June 5, 2023

(Date of commencement of measures for electronic provision: June 1, 2023)

To Shareholders with Voting Rights:

Michihiro Ochi
Representative Director
President and Chief Executive Officer
OCHI Holdings Co., Ltd.
3-12-20 Nanotsu, Chuo-ku, Fukuoka,
Japan

**NOTICE OF
THE 13th 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 13th Annual General Meeting of Shareholders of OCHI Holdings Co., Ltd. (the “Company”) will be held as described below. You are cordially invited to attend the meeting.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision, and therefore posted the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (“the matters subject to measures for electronic provision”) on the websites shown in “4. Websites that post matters subject to measures for electronic provision” listed below. Please access the websites to view the information.

If you are unable to attend the meeting in person, you can exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. (JST) Monday, June 26, 2023.

1. Date and Time: Tuesday, June 27, 2023 at 10:00 a.m. Japan Standard Time

2. Place: The Grand Ballroom, 3rd Floor, Grand Hyatt Fukuoka
1-2-82 Sumiyoshi, Hakata-ku, Fukuoka

3. Meeting Agenda:

- Matters to be reported:**
1. The business report and consolidated financial statements for the Company’s 13th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the consolidated financial statements
 2. Non-consolidated financial statements for the Company’s 13th Fiscal Year (April 1, 2022 - March 31, 2023)

Proposals to be resolved:

Proposal 1: Election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee members)

Proposal 2: Election of three (3) Directors who are Audit and Supervisory Committee members

4. Websites that post matters subject to measures for electronic provision:

No.	Website name and URL
1	The Company website: https://www.ochiholdings.co.jp/english/stockholder/library/summon/ Click on the “Notice to convene Annual General Meeting 2023.”
2	TSE Listed Company Search (Tokyo Stock Exchange): https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show Enter the issue name (company name) or securities code, and click on “Search,” and then click on “Basic information” and select “Documents for public inspection/PR information.”
3	Kabunushi Sokai Portal®: (Operated by Sumitomo Mitsui Trust Bank) https://www.soukai-portal.net (in Japanese only) Scan the QR code printed on the enclosed Voting Rights Exercise Form or enter your ID and initial password. * QR Code is a registered trademark of Denso Wave Incorporated.

* Please note that each website may be temporarily inaccessible due to scheduled maintenance or other reasons.

If you are unable to view the website, please check another website or access it again after some time.

5. Matters determined in convening the Meeting:

- (1) If you exercise the voting rights in duplicate via the Internet, etc. and via the Voting Rights Exercise Form, the vote via the Internet, etc., shall be deemed valid.
- (2) If you exercise your voting rights more than once via the Internet, etc., the last vote shall be deemed valid.
- (3) If neither approval nor disapproval of a proposal is indicated, it shall be treated as a vote of approval.

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- **When attending the meeting, please submit the enclosed Voting Rights Exercise Form to the receptionist desk.**
 - **Please understand that souvenirs for those attending the General Meeting of Shareholders will not be provided and the social gathering for the shareholders will not be held.**
 - **In consideration of the environment, the event will be held in Cool Biz (casual office clothing during the summer) attire.**
 - **In the event of any revisions to the matters subject to measures for electronic provision, a notice informing before-and-after revisions will be posted on the websites shown in “4. Websites that post matters subject to measures for electronic provision” listed above.**

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee members)

The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, shareholders are requested to elect six (6) Directors (excluding Directors who are Audit and Supervisory Committee members).

The Audit and Supervisory Committee has expressed the opinion that there is nothing to point out about this proposal.

The candidates for the positions of Director (excluding Directors who are Audit and Supervisory Committee members) are as follows:

No.	Name	Current positions and responsibilities in the Company	Current status of the candidate
1	Michihiro Ochi	Representative Director President and Chief Executive Officer	[Reappointment]
2	Michinobu Ochi	Director of the Board, Executive Officer General Manager of Wood and Construction Materials Department	[Reappointment]
3	Shoki Tanaka	Executive Officer General Manager of Information Systems Department	[New appointment]
4	Mitsuru Tanikawa	General Manager of Corporate Planning Department	[New appointment]
5	Hiroshi Eto	Director of the Board	[Reappointment] [Outside] [Independent]
6	Kazufumi Nakagaki	Director of the Board	[Reappointment] [Outside] [Independent]

- Notes: 1. Mr. Michihiro Ochi, a candidate for the position of Director, concurrently serves as Representative Director and President of Ochisangyo Co., Ltd., to which the Company provides management consultation service on a contract basis.
2. Candidates for the positions of Director other than Mr. Michihiro Ochi do not have any special interest in the Company.
3. Messrs. Hiroshi Eto and Kazufumi Nakagaki are both candidates for the positions of Outside Director.
4. At the conclusion of this General Meeting of Shareholders, Mr. Hiroshi Eto will have served for seven (7) years as Outside Director of the Company. Prior to his assumption of the position of Outside Director, he served as Outside Company Auditor of the Company. At the conclusion of this General Meeting of Shareholders, Mr. Kazufumi Nakagaki will have served for one (1) year as Outside Director of the Company.
5. The Company has concluded a contract with Messrs. Hiroshi Eto and Kazufumi Nakagaki which limits their liability for damages as provided in Article 423, Paragraph (1) of the Companies Act. If their reappointment is approved, the Company plans to continue the said contract with them. The maximum amount of liability under this contract will be the minimum liability amount stipulated by laws and regulations.
6. The Company has concluded an auditors and officers liability insurance contract as stipulated in Article 430-3, Paragraph (1) of the Companies Act with an insurance company. The insurance policy

covers damages that may arise when the insured assumes liability for the execution of their duties as Director or receives a claim related to the pursuit of such liability. All candidates for the positions of Director (excluding Directors who are Audit and Supervisory Committee members) will be insured under the contract. The Company also plans to renew this insurance policy with the same contents at the next round of renewal.

7. The Company has notified the Tokyo Stock Exchange (TSE) and the Fukuoka Stock Exchange (FSE) about the appointment of Messrs. Hiroshi Eto and Kazufumi Nakagaki as Independent Officers as prescribed in the regulations of the exchanges. If their reappointment is approved, the Company plans to reappoint them as Independent Officers.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares held
1	Michihiro Ochi (March 8, 1957) [Reappointment]	<p>April 1979 Joined The Bank of Fukuoka, Ltd.</p> <p>June 1987 Joined Ochisangyo Co., Ltd.</p> <p>July 1989 Director of the Board, General Manager of Accounting Department</p> <p>June 1991 Representative Director, President (incumbent)</p> <p>October 2010 Representative Director, President, OCHI Holdings Co., Ltd.</p> <p>December 2015 Representative Director, President and Chief Executive Officer</p> <p>June 2021 Representative Director, President and Chief Executive Officer (English title remains unchanged) (incumbent)</p> <p>Significant concurrent positions Representative Director, President, Ochisangyo Co., Ltd.</p>	3,696,742
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Michihiro Ochi has abundant work experience, an impressive track record and outstanding knowledge as an entrepreneur, which he has gained while leading the Group's management as Representative Director of Ochisangyo Co., Ltd. (since 1991) and as Representative Director of OCHI Holdings Co., Ltd. since 2010. We believe that he is appropriate for the position of Director as the Company seeks to enhance its corporate value in a sustainable manner.</p>			

Note: The number of shares of the Company held by Mr. Michihiro Ochi is the number of shares directly and indirectly held by him, including the number of shares in Mizuho Trust & Banking Co., Ltd. (trust account).

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares held
2	Michinobu Ochi (August 12, 1962) [Reappointment]	<p>April 1986 Joined Esso Sekiyu K.K. (present ENEOS Corporation)</p> <p>April 1990 Joined Ochisangyo Co., Ltd.</p> <p>June 2006 Director of the Board</p> <p>October 2010 Director of the Board, General Manager of Corporate Planning Department, OCHI Holdings Co., Ltd.</p> <p>April 2014 Director of the Board, Managing Executive Officer, In charge of Management of Group Companies, Ochisangyo Co., Ltd. (incumbent)</p> <p>Director of the Board, General Manager of Construction Materials Department, OCHI Holdings Co., Ltd.</p> <p>December 2015 Director of the Board, Executive Officer, General Manager of Construction Materials Department, OCHI Holdings Co., Ltd.</p> <p>April 2018 Director of the Board, Executive Officer, General Manager of Wood and Construction Materials Department</p> <p>July 2020 Director of the Board, Executive Officer, General Manager of Wood and Construction Materials Department, and Engineering Department</p> <p>October 2020 Director of the Board, Executive Officer, General Manager of Wood and Construction Materials Department (incumbent)</p>	81,392
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Michinobu Ochi has abundant work experience both in sales and administration departments and currently directs construction materials business and processing business. He has steadily implemented a series of management reforms, including the strengthening of sales foundation in growth fields and regions. We believe that he is appropriate for the position of Director as the Company seeks to enhance its corporate value in a sustainable manner.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares held
3	Shoki Tanaka (July 30, 1988) [New appointment]	<p>April 2013 Joined Mitsubishi Electric Corporation</p> <p>April 2016 Joined OCHI Holdings Co., Ltd.</p> <p>April 2021 General Manager of Corporate Planning Department</p> <p>June 2022 Executive Officer, General Manager of Corporate Planning Department</p> <p>April 2023 Executive Officer, General Manager of Corporate Planning Department, and Information Systems Department</p> <p>June 2023 Executive Officer, General Manager of Information Systems Department (incumbent)</p>	0
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Shoki Tanaka has been in charge of corporate planning department since he joined the Company, formulating and promoting the medium-term management plan and supervising M&A strategy as well as investor relations activities. He has also led the introduction of a new sales management system that can be used across construction materials business and the promotion of digital transformation (DX), drawing on his experience in systems development at the electronics manufacturer. We believe that he is appropriate for the position of Director as the Company seeks to enhance its corporate value in a sustainable manner.</p>			
4	Mitsuru Tanikawa (April 1, 1961) [New appointment]	<p>April 1998 Joined Itochu Kenzai Corporation</p> <p>April 2015 Executive Officer, Head of Administrative Divisions</p> <p>April 2016 Member of the Board, Chief Administration Officer</p> <p>April 2017 Member of the Board, General Manager of Management Control Headquarters</p> <p>April 2020 Member of the Board, General Manager of Administrative Headquarters</p> <p>April 2021 Managing Member of the Board, General Manager of Administrative Headquarters</p> <p>June 2023 Joined OCHI Holdings Co., Ltd. General Manager of Corporate Planning Department (incumbent) To be appointed as Director of the Board, Head of Corporate Planning Group, Ochisangyo Co., Ltd. on June 9, 2023</p>	0
<p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Mitsuru Tanikawa has extensive experience in the construction materials industry and broad insight into corporate management with the background of acting as a director in the building materials trading company. Besides, he is well-versed in finance and accounting. We believe that he is appropriate for the position of Director as the Company seeks to enhance its corporate value in a sustainable manner.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares held
5	Hiroshi Eto (October 5, 1949) [Reappointment] [Outside] [Independent]	<p>April 1974 Joined Minami Kyushu Coca Cola Bottling Co., Ltd. (currently Coca Cola Bottlers Japan Inc.)</p> <p>August 1991 Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>June 2007 Representative Director, President, Deloitte Tohmatsu Consulting LLC (Fukuoka)</p> <p>October 2009 Representative Director, President, Deloitte Tohmatsu Consulting LLC West Japan</p> <p>October 2010 Senior Managing Executive Officer, West Japan Office Controlling Partner, Deloitte Tohmatsu Consulting LLC</p> <p>February 2012 Founded Eto Small and Medium Enterprises Management Consultant Office (incumbent)</p> <p>June 2014 Outside Company Auditor, OCHI Holdings Co., Ltd.</p> <p>June 2016 Outside Director (incumbent)</p> <p>Significant concurrent positions Director, Eto Small and Medium Enterprises Management Consultant Office</p>	0
[Reason for nomination as a candidate for Outside Director and overview of expected roles] Mr. Hiroshi Eto has abundant work experience and extensive knowledge in the fields of auditing and business consulting. We believe that he continues to oversee the execution of duties by Directors from an objective perspective and provide advice on the Company's management in general.			
6	Kazufumi Nakagaki (April 2, 1956) [Reappointment] [Outside] [Independent]	<p>April 1979 Joined Hinode, Ltd.</p> <p>April 1989 Joined Zenkyoken Co., Ltd.</p> <p>October 1990 Managing Director, Director of Administration Division</p> <p>October 2004 Representative Director, President, Infinitemind Co., Ltd.</p> <p>November 2016 Representative Director, President, Zenkyoken Co., Ltd.</p> <p>April 2021 Executive Advisor (incumbent)</p> <p>April 2022 Representative Director, Chairman, Infinitemind Co., Ltd. (incumbent)</p> <p>June 2022 Outside Director, OCHI Holdings Co., Ltd. (incumbent)</p> <p>Significant concurrent positions Representative Director, Chairman, Infinitemind Co., Ltd.</p>	0
[Reason for nomination as a candidate for Outside Director and overview of expected roles] Mr. Kazufumi Nakagaki has long been involved in business management. We believe that, based on his abundant work experience and outstanding knowledge as an entrepreneur, he will oversee the execution of duties by Directors from an objective perspective and provide advice on the Company's management in general.			

Proposal 2: Election of three (3) Directors who are Audit and Supervisory Committee members

The terms of office of three (3) of the four (4) incumbent Directors who are Audit and Supervisory Committee members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, shareholders are requested to elect three (3) Directors who are Audit and Supervisory Committee members.

We have obtained the consent of the Audit and Supervisory Committee for this proposal.

The candidates for the position of Directors who are Audit and Supervisory Committee members are as follows:

No.	Name	Current positions and responsibilities in the Company	Current status of the candidate
1	Eiji Matsumoto	Director of the Board, Audit and Supervisory Committee member (full-time)	[Reappointment] [Outside] [Independent]
2	Kazuo Hisadome	Director of the Board, Audit and Supervisory Committee member	[Reappointment] [Outside] [Independent]
3	Mia Hamada	Director of the Board, Audit and Supervisory Committee member	[Reappointment] [Outside] [Independent]

- Notes: 1. Candidates for the position of Directors who are Audit and Supervisory Committee members do not have any special interest in the Company.
2. Messrs. Eiji Matsumoto and Kazuo Hisadome, and Ms. Mia Hamada are candidates for the position of Outside Directors who are Audit and Supervisory Committee members.
3. Messrs. Eiji Matsumoto and Kazuo Hisadome will have served in the position for four (4) years at the conclusion of this General Meeting of Shareholders. Prior to their assumption of the position of Outside Directors who are Audit and Supervisory Committee members, they served as Outside Company Auditors of the Company. Ms. Mia Hamada will have served in the position for two (2) years at the conclusion of this General Meeting of Shareholders.
4. Mr. Eiji Matsumoto worked for The Bank of Fukuoka, Ltd., a specified related business operator, until June 2013. His position and responsibilities at the bank are described in the career summary on page 10.
5. The Company has concluded a contract with Messrs. Eiji Matsumoto and Kazuo Hisadome, and Ms. Mia Hamada which limits their liability for damages as provided in Article 423, Paragraph (1) of the Companies Act. If their reappointment is approved, the Company plans to continue the said contract with them. The maximum amount of liability under this contract will be the minimum liability amount stipulated by laws and regulations.
6. The Company has concluded an auditors and officers liability insurance contract as stipulated in Article 430-3, Paragraph (1) of the Companies Act with an insurance company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of their duties as Director or receives a claim related to the pursuit of such liability. If the proposal is approved, all candidates for the position of Directors who are Audit and Supervisory Committee members will be insured under the insurance contract. The Company also plans to renew this insurance policy with the same contents at the next round of renewal.
7. The Company has notified the TSE and the FSE about the appointment of Messrs. Eiji Matsumoto and Kazuo Hisadome, and Ms. Mia Hamada as Independent Officers as prescribed in the regulations of the exchanges. If their reappointment is approved, the Company plans to reappoint them as Independent Officers.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares held
1	Eiji Matsumoto (June 12, 1958) [Reappointment] [Outside] [Independent]	April 1982 Joined The Bank of Fukuoka, Ltd. April 2010 General Manager, Internal Audit Division April 2012 General Manager, Credit Supervision Division April 2013 Senior Vice President, Credit Supervision Division (seconded to Fukuoka Servicing Co., Ltd.) June 2013 Representative Director & President, Fukuoka Servicing Co., Ltd. April 2018 Executive Advisor June 2018 Outside Company Auditor, OCHI Holdings Co., Ltd. June 2019 Company Auditor, Ochisangyo Co., Ltd. (incumbent) June 2019 Outside Director, Audit and Supervisory Committee member (full-time), OCHI Holdings Co., Ltd. (incumbent)	0
<p>[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee member and overview of expected roles]</p> <p>Mr. Eiji Matsumoto has extensive knowledge of finance and corporate management from his experience in lending and auditing at the financial institution and debt collection businesses as a director and president of the servicing company. We believe that he will audit and oversee the execution of duties by Directors from an objective perspective and provide advice on the Company's management in general.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares held
3	<p>Mia Hamada (January 31, 1981)</p> <p>[Reappointment] [Outside] [Independent]</p>	<p>December 2004 Joined Ernst & Young ShinNihon Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>February 2009 Registered as certified public accountant</p> <p>October 2017 Founded Mia Hamada Certified Public Accountant Office (incumbent)</p> <p>January 2018 Registered as certified public tax accountant</p> <p>January 2018 Founded Mia Hamada Certified Public Tax Accountant Office</p> <p>February 2019 Representative Director, Business Ties Co., Ltd. (incumbent)</p> <p>June 2019 Representative Partner, Mind Architect Tax Accountant Corporation (incumbent)</p> <p>June 2021 Outside Director, Audit and Supervisory Committee member, OCHI Holdings Co., Ltd. (incumbent)</p> <p>April 2022 Partner, Wakana Audit Corporation (incumbent)</p> <p>Significant concurrent positions Director, Mia Hamada Certified Public Accountant Office Representative Director, Business Ties Co., Ltd. Representative Partner, Mind Architect Tax Accountant Corporation</p>	0
<p>[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee member and overview of expected roles]</p> <p>Ms. Mia Hamada has a high degree of expertise in finance and accounting as a certified public accountant. We believe that by utilizing her specialized knowledge and experience, she will audit and oversee the execution of duties by Directors from an objective perspective and provide advice on the Company's management in general.</p>			

[Reference] Skill Matrix of the Board of Directors after this General Meeting of Shareholders (subject to change)

If all the proposals regarding the election of Directors are approved as proposed at this General Meeting of Shareholders, the primary areas of expertise and experience for each Director will be as follows:

	Corporate management	Industry knowledge	Finance / Accounting	Legal affairs / Risk management	ESG / Sustainability	IT / Technology
Michihiro Ochi	○	○	○		○	
Michinobu Ochi	○	○			○	○
Shoki Tanaka					○	○
Mitsuru Tanikawa	○	○	○			
Hiroshi Eto [Outside] [Independent]	○		○		○	○
Kazufumi Nakagaki [Outside] [Independent]	○		○		○	
Eiji Matsumoto [Outside] [Independent] [A&S Committee* member]	○		○	○		
Kazuo Hisadome [Outside] [Independent] [A&S Committee* member]			○		○	
Mia Hamada [Outside] [Independent] [A&S Committee* member]	○		○			
Tomoko Yamamoto [Outside] [Independent] [A&S Committee* member]				○	○	

* Audit and Supervisory Committee