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Securities Code: 9045

May 28, 2025

To Our Shareholders:

Masahiro Ishimaru
Representative Director & President
Keihan Holdings Co., Ltd.
1-7-31 Otemae, Chuo-ku, Osaka

Notice of the 103rd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 103rd Ordinary General Meeting of Shareholders of Keihan Holdings Co., Ltd. (the “Company”), which will be held as indicated below.

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights following “Exercising Voting Rights” on page 3 and page 4 so that your vote is received by 6:00 p.m. on Tuesday, June 17, 2025 (JST).

1. **Date and Time:** Wednesday, June 18, 2025, at 10:00 a.m.
2. **Venue:** Main Hall, 5th floor,
Osaka International Convention Center (Grand Cube Osaka)
5-3-51 Nakanoshima, Kita-ku, Osaka

3. Purpose of the Meeting

Matters to be reported

The Business Report, the Consolidated Financial Statements and the Financial Statements for the 103rd fiscal year (from April 1, 2024 to March 31, 2025), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee

Matters to be resolved

- Proposal No. 1: Dividends of Surplus**
- Proposal No. 2: Election of Nine (9) Directors Who Are Not Audit and Supervisory Committee Members**
- Proposal No. 3: Election of Five (5) Directors Who Are Audit and Supervisory Committee Members**

4. Matters Provided by Electronic Measures

On the occasion of convening the Meeting, measures for electronic provision are taken on information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters provided by electronic measures), which is posted on each website below on the Internet, so please access and check either website.

【Company's website】

<https://www.keihan.co.jp/corporate/ir/stock/shareholdermeeting/>

(If you are unable to access the Company's website, please access and check 【The Website for the Meeting Materials】 below.)

【The Website for the Meeting Materials】

<https://d.sokai.jp/9045/teiji/>

We will send shareholders who have requested delivery in writing a document stating the matters provided by electronic measures. However, the following matters are not stated on the document based on the laws and regulations and Article 16, paragraph 2 of the Company's Articles of Incorporation.

- (i) “Principal Business and Major Offices”, “Status of Employees”, “Principal Lenders”, “Matters Regarding Outside Directors”, “Matters Regarding Directors and Officers liability insurance Agreement”, “Matters Regarding Accounting Auditors”, “Matters Regarding Share Acquisition Rights of the Company”, “System to Ensure the Appropriateness of Business Activities and Operational Status of the System”, “Basic Policy Regarding Control of the Company” of the Business Report
- (ii) “Consolidated Statements of Changes in Equity” and “Notes to the Consolidated Financial Statements” of the Consolidated Financial Statements
- (iii) “Non-consolidated Statement of Changes in Equity” and “Notes to the Non-Consolidated Financial Statements” of the Non-Consolidated Financial Statements

End

◎ If any correction to the matters provided by electronic measures occurs, such occurrence, matters before the correction and matters after the correction will be posted on each website above on the Internet.

Exercising Voting Rights

Exercising voting rights at the Meeting

Please present the Voting Exercise Form at the reception. If you exercise your voting rights by proxy, another shareholder with voting rights in the Company may attend as your proxy.

Exercising voting rights in writing

Please return the Voting Exercise Form indicating your vote for or against each proposal so that your vote is received by 6:00 p.m. on Tuesday, June 17, 2025 (JST). If neither approval nor disapproval of a proposal is indicated, it shall be deemed a vote of approval.

Exercising voting rights via the Internet, etc.

[Instructions for exercising voting rights via the Internet]

Please follow the instructions below and exercise your voting rights by 6:00 p.m. on Tuesday, June 17 2025 (JST).

1. Voting website

You can only exercise your voting rights via the Internet by accessing the following dedicated voting website designated by the Company.

Dedicated voting website address: <https://www.web54.net>

2. Handling of votes

- (1) When exercising your voting rights via a PC, input the “voting right exercise code” and “password” written in the enclosed voting exercise form, and indicate your approval or disapproval of each proposal by following the on-screen instructions.
- (2) When exercising your voting rights via a smartphone etc., scan the “Voting Rights Exercise Website Login QR Code for Smartphones” stated on the enclosed voting exercise form, and indicate your approval or disapproval of each proposal by following the on-screen instructions. If you wish to change your vote after exercising your voting rights, you will need to scan the QR code again and input the “voting right exercise code” and “password” written in the voting exercise form.

(Note) Any fees for Internet providers and telecommunication companies (connection fees etc.) incurred by shareholders in using the dedicated voting website are to be borne by the shareholder.

3. About the voting right exercise code and password

We will provide a new “voting right exercise code” and “password” each time a General Meeting of Shareholders is convened.

4. Inquiries regarding the operation of a PC, a smartphone etc. for exercising voting rights

If you have any questions regarding the operation of a PC, a smartphone etc. for exercising voting rights on the website, please contact:

Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited

Tel: 0120-652-031 (toll free and available from 9:00 a.m. to 9:00 p.m., only in Japan)

For other inquiries, please contact:

Tel: 0120-782-031 (toll free and available from 9:00 a.m. to 5:00 p.m. except weekends and holidays, only in Japan)

[Utilizing the electronic voting platform (intended for institutional investors)]

For institutional investors who have applied for the use of the platform in advance, the electronic voting platform operated by ICJ, Inc., is available for exercising your voting rights for this Meeting.

Treatment of multiple exercises of voting rights

If you exercise your voting rights in duplicate, both in writing and via the Internet, etc., only your vote exercised via the Internet, etc. will be treated as valid. In addition, if you exercise your voting rights via the Internet, etc. multiple times, only the last vote exercised will be treated as valid.

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Dividends of Surplus

The Company's basic policy for shareholder return is paying dividends in line with business performance and flexibly conducting share buybacks while taking into consideration the maintenance of financial soundness and capital efficiency. The policy also includes ensuring a stable management foundation and invest aggressively in growth in order to sustainably improve the Group's corporate value.

Based on the policy above, we would like to propose to pay a year-end dividend for the current business term as follows.

- (1) Type of dividend property:
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount of the allotment:
¥40 per share of common shares of the Company
Total cash dividends of ¥4,064,383,000
- (3) Date on which the dividend of surplus will become effective:
June 19, 2025

Proposal No. 2: Election of Nine (9) Directors Who Are Not Audit and Supervisory Committee Members

The term of office of all the nine (9) Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect nine (9) Directors who are not Audit and Supervisory Committee Members.

The candidates for Directors who are not Audit and Supervisory Committee Members are discussed and reported to the Board by the Nomination & Remuneration Advisory Committee, in which Outside Directors constitute a majority, and are then discussed and decided by the Board.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

| Candidate No. | Name | | Current position in the Company |
|---------------|--------------------|---------------------------------------|--|
| 1 | Yoshifumi Kato | Re-election | Representative Director & Chairman, CEO, Chairman of the Board |
| 2 | Yoshihiro Hirakawa | Re-election | Director (Senior Executive Officer) |
| 3 | Masaya Ueno | Re-election | Director (Senior Executive Officer) |
| 4 | Yoshihisa Domoto | Re-election | Director (Managing Executive Officer) |
| 5 | Yasushi Matsushita | Re-election | Director (Managing Executive Officer) |
| 6 | Kinya Inoue | New Candidate | Executive Officer |
| 7 | Shinya Hashizume | Re-election Outside Independent | Director |
| 8 | Ken Chan Chien-Wei | Re-election Outside Independent | Director |
| 9 | Takehiko Yamamoto | Re-election Outside Independent | Director |

| Candidate No. | Name (Date of birth) | | Number of the Company's shares held | The Number of Attendance at the Board of Directors Meetings |
|---------------|--|--|-------------------------------------|---|
| 1 | Yoshifumi Kato (Nov. 25, 1951) Re-election | <ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1975 Joined the Company Jun. 2005 Director, the Company Jun. 2007 Director & Managing Executive Officer, the Company Jun. 2011 Representative Director & President, CEO & COO, the Company Jun. 2019 Representative Director & Chairman, CEO, Chairman of the Board, the Company (current position) ● Responsibilities — ● Important concurrent positions Representative Director & Chairman, Keihan Electric Railway Co., Ltd. Representative Director & Chairman, Keihan Tatemono Co., Ltd. ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member Elected as Representative Director & President, CEO & COO, in June 2011, Mr. Yoshifumi Kato currently serves as Representative Director & Chairman, CEO, Chairman of the Board, as well as leading the entire Group. Based on his abundant experience and track record we judge that he is an appropriate candidate for Director who is not an Audit and Supervisory Committee Member and we accordingly request that he be reelected. | 42,500 shares | 11 out of 11 times |
| 2 | Yoshihiro Hirakawa (Dec. 16, 1961) Re-election | <ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1986 Joined the Company Jun. 2015 Executive Officer, the Company Jun. 2021 Director & Managing Executive Officer, the Company Jun. 2023 Director & Senior Executive Officer, the Company (current position) ● Responsibilities Assistant General Manager (in charge of Management Strategy Group [New Business]), Corporate Planning Office [General Manager of Transportation Business] ● Important concurrent positions Representative Director & President, Keihan Electric Railway Co., Ltd. ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member Elected as an Executive Officer in June 2015, Mr. Yoshihiro Hirakawa currently serves as Director & Senior Executive Officer (General Manager of Transportation Business), as well as being responsible for the Group's overall Transportation Business operations. Based on his abundant experience and track record we judge that he is an appropriate candidate for Director who is not an Audit and Supervisory Committee Member and we accordingly request that he be reelected. | 9,300 shares | 11 out of 11 times |

| Candidate No. | Name (Date of birth) | | Number of the Company's shares held | The Number of Attendance at the Board of Directors Meetings |
|---------------|---|---|-------------------------------------|---|
| 3 | Masaya Ueno (Jan. 13, 1960) Re-election | <ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1982 Joined the Company Jun. 2013 Executive Officer, the Company Jun. 2017 Director & Managing Executive Officer, the Company Jun. 2021 Director & Senior Executive Officer, the Company (current position) ● Responsibilities General Manager (in charge of Personnel Division), Group Management Office; Assistant General Manager (in charge of Intangible Value Creation Group) , Corporate Planning Office [General Manager of Leisure & Service Business] ● Important concurrent positions Director, Keihan Electric Railway Co., Ltd. Representative Director & President, Keihan Hotels & Resorts Co., Ltd. ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member Elected as an Executive Officer in June 2013, Mr. Masaya Ueno currently serves as Director & Senior Executive Officer (General Manager of Leisure & Service Business), as well as being responsible for the Group's overall Leisure & Service Business operations. Based on his abundant experience and track record we judge that he is an appropriate candidate for Director who is not an Audit and Supervisory Committee Member and we accordingly request that he be reelected. | 14,000 shares | 11 out of 11 times |
| 4 | Yoshihisa Domoto (Jun. 1, 1965) Re-election | <ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1988 Joined the Company Jun. 2017 Executive Officer, the Company Jun. 2021 Director & Managing Executive Officer, the Company (current position) ● Responsibilities Assistant General Manager (in charge of Community Building Promotion Group), Corporate Planning Office [General Manager of Real Estate Business] ● Important concurrent positions Representative Director & President, Keihan Real Estate Co., Ltd. Director & Chairman, Zero Corporation Co., Ltd. ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member Elected as an Executive Officer in June 2017, Mr. Yoshihisa Domoto currently serves as an Director & Managing Executive Officer (General Manager of Real Estate Business), as well as being responsible for the Group's overall Real Estate Business operations. Based on his abundant experience and track record we judge that he is an appropriate candidate for Director who is not an Audit and Supervisory Committee Member and we accordingly request that he be reelected. | 8,293 shares | 11 out of 11 times |

| Candidate No. | Name (Date of birth) | | Number of the Company's shares held | The Number of Attendance at the Board of Directors Meetings |
|---------------|--|---|-------------------------------------|---|
| 5 | Yasushi Matsushita (Jul. 23, 1964) Re-election | <ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1987 Joined the Company Jun. 2017 Executive Officer, the Company Jun. 2023 Director & Managing Executive Officer, the Company (current position) ● Responsibilities Assistant General Manager, Corporate Planning Office; Assistant General Manager (in charge of Accounting and Finance Division), Group Management Office [General Manager of Retail Distribution Business] ● Important concurrent positions Director, Keihan Electric Railway Co., Ltd. Representative Director & President, Keihan Ryutsu Systems Co., Ltd. Representative Director & Chairman, Keihan Department Stores Co., Ltd. Representative Director & Chairman, Keihan The Store Co., Ltd. ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member Elected as an Executive Officer in June 2017, Mr. Yasushi Matsushita currently serves as an Director & Managing Executive Officer (General Manager of Retail Distribution Business), as well as being responsible for the Group's overall Retail Distribution Business operations. Based on his abundant experience and track record we judge that he is an appropriate candidate for Director who is not an Audit and Supervisory Committee Member and we accordingly request that he be reelected. | 8,400 shares | 11 out of 11 times |
| 6 | Kinya Inoue (Jul. 24, 1965) New Candidate | <ul style="list-style-type: none"> ● Brief career summary and positions Apr. 1989 Joined the Company Jul. 2013 Safety Promotion Department Manager, the Company Jul. 2015 Railway Sales Manager, the Company Jan. 2016 Keihan Electric Railway Division Preparation Co., Ltd. (Current Keihan Electric Railway Co., Ltd.) Keihan Electric Railway Co., Ltd. Jun. 2019 Managing Director of Keihan Electric Railway Co., Ltd. Jun. 2023 Executive Officer, the Company (current position) ● Responsibilities In charge of Management Strategy Group[Sustainability and BIOSTYLE], Corporate Planning Office; in charge of General Administration Division, Group Management Office; General Manager, Auditing and Internal Control Office ● Important concurrent positions Director, Keihan Electric Railway Co., Ltd. ● Reason for nomination as a candidate for Director who is not an Audit and Supervisory Committee Member In addition to having held the position of Managing Director of Keihan Electric Railway Co., Ltd., elected as an Executive Officer in June 2023, Mr. Kinya Inoue currently serves Sustainability and BIOSTYLE. Based on his abundant experience and track record we judge that he is an appropriate candidate for Director who is not an Audit and Supervisory Committee Member and we accordingly request that he be elected. | 10,300 shares | — |

| Candi-date No. | Name (Date of birth) | | Number of the Company's shares held | The Number of Attendance at the Board of Directors Meetings |
|----------------|---|---|-------------------------------------|---|
| 7 | Shinya Hashizume (Dec. 6, 1960) Re-election Outside Independent | <p>● Brief career summary and positions</p> <p>Apr. 2006 Professor, Graduate School of Literature and Human Sciences, Osaka City University and Osaka City University Urban Research Plaza</p> <p>Apr. 2008 Distinguished Professor, The Industry – Academia – Government Collaboration Organization, Osaka Prefecture University; Director, Research Institute for Tourism Industry</p> <p>Apr. 2017 Distinguished Professor, Organization for Research Promotion, Osaka Prefecture University; Director, Research Institute for Tourism Industry of Research Center for the 21st Century; Professor, Graduate School of Economics, Osaka Prefecture University</p> <p>Jun. 2019 Director, the Company (current position)</p> <p>Apr. 2022 Distinguished Professor, Organization for Research Promotion, Osaka Metropolitan University; Director, Research Institute for Tourism Industry; Professor, Faculty of Sustainable System Sciences, Osaka Metropolitan University (current position)</p> <p>● Responsibilities</p> <p>—</p> <p>● Important concurrent positions</p> <p>Distinguished Professor, Organization for Research Promotion, Osaka Metropolitan University; Director, Research Institute for Tourism Industry; Professor, Faculty of Sustainable System Sciences, Osaka Metropolitan University</p> <p>● Reason for nomination as a candidate for Outside Director who is not an Audit and Supervisory Committee Member, reasons for judging Mr. Shinya Hashizume capable of appropriately fulfilling duties as Outside Director who is not an Audit and Supervisory Committee Member and outline of expected roles</p> <p>Based on his abundant experience as an expert in urban planning and urban cultural studies and his superior knowledge, we judge that he will perform his duties as Outside Director appropriately, and in order to make use of that experience and knowledge in the supervision of the management and the performance of duties of the Company, and making statements actively at the Board and the Nomination & Remuneration Advisory Committee, from an independent position as Outside Director, we request that he be reelected as an outside director who is not an Audit and Supervisory Committee Member. After election, he is expected to continue fulfilling abovementioned roles.</p> | 0 | 11 out of 11 times |
| 8 | Ken Chan Chien-Wei (Jun. 5, 1967) Re-election Outside Independent | <p>● Brief career summary</p> <p>Oct. 2000 Vice President, GIC Real Estate Pte.Ltd.</p> <p>Apr. 2006 Representative Director, GIC Real Estate International Japan Co., Ltd. (Present: GIC Japan Co., Ltd.)</p> <p>Sep. 2019 Representative Director, Patience Capital Group Co., Ltd. (current position)</p> <p>Jun. 2023 Director, the Company (current position)</p> <p>● Responsibilities</p> <p>—</p> <p>● Important concurrent positions</p> <p>Representative Director, Patience Capital Group Co., Ltd.</p> | 0 | 11 out of 11 times |

| Candi-date No. | Name (Date of birth) | | Number of the Company's shares held | The Number of Attendance at the Board of Directors Meetings |
|----------------|---|---|-------------------------------------|---|
| | | <p>● Reason for nomination as a candidate for Outside Director who is not an Audit and Supervisory Committee Member and outline of expected roles</p> <p>The Company requests the shareholders to reelect Mr. Ken Chan Chien-Wei as Outside Director who is not an Audit and Supervisory Committee Member in the judgment of the Company that he will be able to utilize his abundant experience and excellent insight as a manager and an expert in global finance and Real Estate investment in the supervision of the management and the performance of duties of the Company, and making statements actively at the Board and the Nomination & Remuneration Advisory Committee, from an independent position as Outside Director. After election, he is expected to continue fulfilling abovementioned roles.</p> | | |
| 9 | Takehiko Yamamoto (Sep. 29, 1952) Re-election Outside Independent | <p>● Brief career summary</p> <p>Apr. 1975 Joined the Mitsui O.S.K. Lines, Ltd.</p> <p>Jun. 2009 Director & Senior Executive Officer, the Mitsui O.S.K. Lines, Ltd.</p> <p>Jun. 2010 Representative Director & Vice President Executive Officer, DAIBIRU CORPORATION</p> <p>Jun. 2011 Representative Director & President Chief Executive Officer, DAIBIRU CORPORATION</p> <p>Apr. 2016 Representative Director & Chairman, DAIBIRU CORPORATION</p> <p>Apr. 2019 Director & Chairman, DAIBIRU CORPORATION</p> <p>Jun. 2019 Corporate Advisor, DAIBIRU CORPORATION</p> <p>Jun. 2024 Director, the Company (current position)</p> <p>● Responsibilities</p> <p>—</p> <p>● Important concurrent positions</p> <p>—</p> <p>● Reason for nomination as a candidate for Outside Director who is not an Audit and Supervisory Committee Member and outline of expected roles</p> <p>The Company requests the shareholders to reelect Mr. Takehiko Yamamoto as Outside Director who is not an Audit and Supervisory Committee Member in the judgment of the Company that he will be able to utilize his abundant experience and excellent insight as a manager in the supervision of the management and the performance of duties of the Company, and making statements actively at the Board and the Nomination & Remuneration Advisory Committee, from an independent position as Outside Director. After election, he is expected to continue fulfilling abovementioned roles.</p> | 1,000 shares | 9 out of 9 times |

- (Notes) 1. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. In the event of a claim for damages due to the actions taken in their business, the said insurance agreement shall compensate for damages the insureds incur. If the election of directors who are not Audit and Supervisory Committee Member is approved and resolved, they will be included in the insured of the insurance contract. The insurance contract is scheduled to be renewed.
2. Special interests between the Company and the candidates for Directors who are not Audit and Supervisory Committee Members
- Mr. Ken Chan Chien-Wei is the Representative Director of Patience Capital Group Co., Ltd. competing with the Company in the Real Estate Business.
3. Messrs. Shinya Hashizume, Ken Chan Chien-Wei and Takehiko Yamamoto are candidates for Outside Directors.
4. In accordance with the rules of the Tokyo Stock Exchange, the Company has registered the names of Directors Shinya Hashizume, Ken Chan Chien-Wei and Takehiko Yamamoto as Independent Board Members.

5. Matters concerning candidates for Outside Directors

(1) Number of years in office since first appointment as Outside Director of the Company

At the conclusion of this General Meeting of Shareholders, the number of years since Messrs. Shinya Hashizume, Ken Chan Chien-Wei and Takehiko Yamamoto were elected as Outside Directors will have been six (6) years for Mr. Shinya Hashizume, two (2) years for Mr. Ken Chan Chien-Wei and one (1) year for Mr. Takehiko Yamamoto.

(2) Liability limitation agreement with the candidate for Outside Director

The Company has concluded an agreement with Messrs. Shinya Hashizume, Ken Chan Chien-Wei and Takehiko Yamamoto to the effect that the liability of them provided for in Article 423, paragraph 1 of the Companies Act shall be limited to 10 million yen or the minimum amount stipulated by laws or regulations, whichever is higher, in the event they act in good faith without gross negligence. If the election of each person is approved and resolved, the Company is expected to renew the liability limitation agreement with them upon their appointment at this General Meeting of Shareholders.

Proposal No. 3: Election of Five (5) Directors Who Are Audit and Supervisory Committee Members

The term of office of all the five (5) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect five (5) Directors who are Audit and Supervisory Committee Members.

The Company has obtained the consent of the Audit and Supervisory Committee for this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

| Candidate No. | Name | | Current position in the Company |
|---------------|------------------|---|---|
| 1 | Toshihiko Inachi | Re-election | Director Audit and Supervisory Committee Member (full-time) |
| 2 | Nobuyuki Tahara | Re-election Outside Independent | Director Audit and Supervisory Committee Member |
| 3 | Koichi Kusao | Re-election Outside Independent | Director Audit and Supervisory Committee Member |
| 4 | Kanako Hamasaki | Re-election Outside Independent | Director Audit and Supervisory Committee Member |
| 5 | Yoshiaki Honpo | New Candidate Outside Independent | — |

| Candidate No. | Name (Date of birth) | | Number of the Company's shares held | The Number of Attendance at the Board of Directors Meetings | The Number of Attendance at Audit and Supervisory Committee Meetings |
|---------------|--|---|-------------------------------------|---|--|
| 1 | Toshihiko Inachi (Dec. 17, 1958) Re-election | <p>● Brief career summary</p> <p>Apr. 1982 Joined the Company</p> <p>Jun. 2013 Executive Officer, the Company</p> <p>Jun. 2017 Director & Managing Executive Officer, the Company</p> <p>Jun. 2019 Director & Senior Executive Officer, the Company</p> <p>Jun. 2023 Audit and Supervisory Committee Member(full-time), the Company (current position)</p> <p>● Important concurrent positions</p> <p>Audit & Supervisory Board Member, Keihan Electric Railway Co., Ltd.</p> <p>● Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member</p> <p>Elected as an Executive Officer in June 2013, Mr. Toshihiko Inachi currently serves as an Audit and Supervisory Committee Member (full-time). Based on his abundant experience and knowledge in the Group's overall Business, we judge that he is an appropriate candidate for Director who is an Audit and Supervisory Committee Member and we accordingly request that he be reelected.</p> | 9,731 shares | 11 out of 11 times | 14 out of 14 times |
| 2 | Nobuyuki Tahara (Apr. 6, 1953) Re-election Outside Independent | <p>● Brief career summary, positions and responsibilities</p> <p>Sep. 1980 Certified Public Accountant (current position)</p> <p>Dec. 1997 Representative Partner, Century Audit Corporation (Present: Ernst & Young ShinNihon LLC)</p> <p>Jun. 2014 Retired Representative Partner, Ernst & Young ShinNihon LLC</p> <p>Jun. 2016 Audit & Supervisory Board Member, the Company</p> <p>Jun. 2017 Audit and Supervisory Committee Member, the Company (current position)</p> <p>● Important concurrent positions</p> <p>Certified Public Accountant</p> <p>● Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member, reasons for judging Mr. Nobuyuki Tahara capable of appropriately fulfilling duties as Outside Director and outline of expected roles</p> <p>Based on his abundant experience in corporate accounting as a Certified Public Accountant and his superior knowledge, we judge that he will perform his duties as Outside Director appropriately, and in order to make use of that experience and knowledge in the audit and supervisory of the Company, we request that he be reelected as Outside Director who is an Audit and Supervisory Committee Member. In addition, we expect that supervises the management and duties of the Company at the Board through his advice and indication, utilizing his abundant experience and insight from independent position as Outside Director.</p> | 0 | 11 out of 11 times | 14 out of 14 times |

| | | | | | |
|---|---|---|---|--------------------|--------------------|
| 3 | <p>Koichi Kusao (Mar. 7, 1960)</p> <p>Re-election Outside Independent</p> | <p>● Brief career summary, positions and responsibilities</p> <p>Apr. 1990 Attorney at law (current position)</p> <p>Jun. 2016 Audit & Supervisory Board Member, the Company</p> <p>Jun. 2017 Audit and Supervisory Committee Member, the Company (current position)</p> <p>● Important concurrent positions</p> <p>Attorney at law</p> <p>● Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member, reasons for judging Mr. Koichi Kusao capable of appropriately fulfilling duties as Outside Director and outline of expected roles</p> <p>Based on his abundant experience in legal affairs as an attorney at law and his superior knowledge, we judge that he will perform his duties as Outside Director appropriately, and in order to make use of that experience and knowledge in the audit and supervisory of the Company, we request that he be reelected as Outside Director who is an Audit and Supervisory Committee Member. In addition, we expect that he supervises the management and duties of the Company at the Board through his advice and indication, utilizing his abundant experience and insight from independent position as Outside Director.</p> | 0 | 11 out of 11 times | 13 out of 14 times |
| 4 | <p>Kanako Hamasaki (May. 31, 1973)</p> <p>Re-election Outside Independent</p> | <p>● Brief career summary, positions and responsibilities</p> <p>Jul. 2011 Representative Director, General Incorporated Foundation Yuuhisai Koudoukan (Present: Yuuhisai Koudoukan Foundation); Director, the Center of Yuuhisai Koudoukan (current position)</p> <p>Apr. 2013 Associate Professor, School of Letters, Senshu University</p> <p>Mar. 2014 Committee member, Kyoto City Council on Tourism and Promotion</p> <p>May. 2020 Committee member, Kyoto City Council on Tourism and Promotion</p> <p>Apr. 2021 Associate Professor, Faculty of Letters, Kyoto Prefectural University</p> <p>Jun. 2021 Audit and Supervisory Committee Member, the Company (current position)</p> <p>Apr. 2024 Associate Professor, Faculty of Agricultural and Food Sciences, Kyoto Prefectural University (current position)</p> <p>● Important concurrent positions</p> <p>Representative Director, Yuuhisai Koudoukan Foundation; Director, the Center of Yuuhisai Koudoukan</p> <p>Associate Professor, Faculty of Agricultural and Food Sciences, Kyoto Prefectural University</p> <p>● Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member, reasons for judging Ms. Kanako Hamasaki capable of appropriately fulfilling duties as Outside Director and outline of expected roles</p> <p>Based on her abundant experience and her superior knowledge in culture, academic and tourism fields as an expert at Japanese traditional culture and a researcher in Studies of Culture and Representation, we judge that she will perform her duties as Outside Director appropriately and request that she be reelected as Outside Director who is an Audit and Supervisory Committee Member. In addition, we expect that she supervises the management and duties of the Company at the Board through her advice and indication, utilizing her abundant experience and insight from independent position as Outside Director.</p> | 0 | 11 out of 11 times | 14 out of 14 times |

| | | | | | |
|---|--|---|---|---|---|
| 5 | Yoshiaki Honpo (Apr. 20, 1949) New Candidate Outside Independent | <p>● Brief career summary</p> <p>Apr. 1974 Joined the Ministry of Transport</p> <p>Jul. 2001 Deputy Director-General, Ministry of Land, Infrastructure, Transport and Tourism</p> <p>Apr. 2003 Director of Japan Post</p> <p>Oct. 2008 Commissioner of the Japan Tourism Agency, Ministry of Land, Infrastructure, Transport and Tourism</p> <p>Apr. 2010 Tokyo Metropolitan University Professor, Faculty of Urban Environmental Studies</p> <p>Jun. 2016 Representative of the United Nations World Tourism Organization in Japan</p> <p>Aug. 2021 TOBU TOP TOURS CO.,LTD. Chairman of the Board</p> <p>Jun. 2022 TOBU RAILWAY CO.,LTD. Executive Officer treatment</p> <p>● Important concurrent positions</p> <p>Outside Director, THE KEIHIN CO.,LTD.</p> <p>● Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member and outline of expected roles</p> <p>The Company requests the shareholders to elect Mr. Yoshiaki Honpo as Outside Director who is an Audit and Supervisory Committee Member in order for him to make use of his abundant experience and superior knowledge concerning transport administration, company management and tourism fields in the audit and supervisory of the Company. In addition, we expect that he supervises the management and duties of the Company at the Board through his advice and indication, utilizing his abundant experience and insight from independent position as Outside Director.</p> | 0 | — | — |
| | | | | | |

- (Notes) 1. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. In the event of a claim for damages due to the actions taken in their business, the said insurance agreement shall compensate for damages the insureds incur. If the election of directors who are Audit and Supervisory Committee Member is approved and resolved, they will be included in the insured of the insurance contract. The insurance contract is scheduled to be renewed.
2. There are no special interests between each of the candidates for Directors who are Audit and Supervisory Committee Members and the Company.
3. Messrs. Nobuyuki Tahara, Koichi Kusao, Ms. Kanako Hamasaki and Mr. Yoshiaki Honpo are candidates for Outside Directors.
4. In accordance with the rules of the Tokyo Stock Exchange, the Company has registered the names of Directors Nobuyuki Tahara, Koichi Kusao, Kanako Hamasaki and Yoshiaki Honpo as Independent Board Members.
5. Matters concerning candidates for Outside Directors
- (1) Number of years in office since first appointment as Outside Director of the Company
- At the conclusion of this General Meeting of Shareholders, Messrs. Nobuyuki Tahara and Koichi Kusao will have held the post of Outside Director for eight (8) years each and Ms. Kanako Hamasaki will have held the post of Outside Director for four (4) years.
- (2) Liability limitation agreement with the candidate for Outside Director
- The Company has concluded an agreement with Messrs. Nobuyuki Tahara, Koichi Kusao and Ms. Kanako Hamasaki to the effect that the liability of them provided for in Article 423, paragraph 1 of the Companies Act shall be limited to 10 million yen or the minimum amount stipulated by laws or regulations, whichever is higher, in the event they act in good faith without gross negligence. If the election of each person is approved and resolved, the Company is expected to renew the liability limitation agreement with them upon their appointment at this General Meeting of Shareholders. In addition, if the election of Mr. Yoshiaki Honpo is approved and resolved, the Company is expected to enter into a similar liability limitation agreement with him upon his appointment at this General Meeting of Shareholders.

(Reference)

If Proposal No. 2 and No.3 are approved as proposed, the composition of the Board of Directors and the Skills matrix of each Director will be follows.

(Male : 13 Female : 1 Percentage of Female Directors: 7.1%)

| Name | Corporate management | Transportation | Real estate / Urban development | Retail distribution | Leisure and Service / Tourism | BIOSTYLE | Finance and Accounting | Personnel and Labor relations | Legal affairs and Risk management |
|---|----------------------|----------------|---------------------------------|---------------------|-------------------------------|----------|------------------------|-------------------------------|-----------------------------------|
| Director | | | | | | | | | |
| Yoshifumi Kato | ● | ● | | ● | | | ● | ● | ● |
| Yoshihiro Hirakawa | ● | ● | | | | | | | |
| Masaya Ueno | ● | | | ● | ● | ● | ● | ● | |
| Yoshihisa Domoto | ● | | ● | | | | | | |
| Yasushi Matsushita | ● | | | ● | | | ● | | |
| Kinya Inoue | ● | ● | | | | ● | | | ● |
| Shinya Hashizume | Outside Independent | | ● | | | | | | |
| Ken Chan Chien-Wei | Outside Independent | ● | ● | | ● | | | | |
| Takehiko Yamamoto | Outside Independent | ● | ● | | | | | | |
| Director who is an Audit and Supervisory Committee Member | | | | | | | | | |
| Toshihiko Inachi | ● | | | | ● | | ● | | |
| Nobuyuki Tahara | Outside Independent | | | | | | ● | | |
| Koichi Kusao | Outside Independent | | | | | | | | ● |
| Kanako Hamasaki | Outside Independent | | | | ● | ● | | | |
| Yoshiaki Honpo | Outside Independent | ● | ● | | ● | ● | | | |

End