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Securities code: 7130

June 2, 2026

(Date of commencement of electronic provision measures: May 27, 2026)

To Shareholders with Voting Rights:

Hiroto Omori
President and Representative Director COO
YAMAE GROUP HOLDINGS CO., LTD.
2-13-34 Hakataekihigashi, Hakata-ku,
Fukuoka-shi, Fukuoka, Japan

**NOTICE OF
THE 5TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 5th Annual General Meeting of Shareholders of YAMAE GROUP HOLDINGS CO., LTD. (the “Company”). The meeting will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken electronic provision measures, and accordingly posted matters subject to electronic provision measures as “NOTICE OF THE 5TH ANNUAL GENERAL MEETING OF SHAREHOLDERS” and “Other Matters Subject to the Electronic Provision Measures (matters omitted from documents to be delivered) for the 5th Annual General Meeting of Shareholders” on the following website:

The Company’s website

<https://www.yamaegroup-hd.co.jp.e.atq.hp.transer.com/ir/library/shareholder/>

The matters subject to electronic provision measures have also been posted on the website of the Tokyo Stock Exchange (TSE) in addition to the above website. To review the matters, please access the following TSE website (Listed Company Search), search by entering the issue name (company name) or the securities code, and select “Basic information” and “Documents for public inspection/PR information”:

TSE website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do>

If you are unable to attend the Meeting, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders posted as the matters subject to electronic provision measures and exercise your voting rights by 5:00 p.m. on Thursday, June 18, 2026.

- 1. Date and Time:** Friday, June 19, 2026 at 10:00 a.m., Japan time
(The reception will open at 9:00 a.m.)
- 2. Place:** Ballroom Heian
4th floor, Hotel Okura Fukuoka
3-2 Shimokawabata-machi, Hakata-ku, Fukuoka-shi, Fukuoka, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the Company's 5th Fiscal Year (April 1, 2025–March 31, 2026) 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 5th Fiscal Year (April 1, 2025–March 31, 2026)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Six (6) Directors not serving as Audit and Supervisory Committee Members
- Proposal 3:** Revision of Remuneration for Directors (Excluding Directors serving as Audit and Supervisory Committee Members)
- Proposal 4:** Revision of Remuneration for Directors serving as Audit and Supervisory Committee Members

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company proposes that the surplus be appropriated as follows.

Matters concerning the year-end dividends:

Considering continuous and stable dividend payment to be one of its most important strategies, the Company has the following fundamental policy: maintain and strengthen the competitiveness of the Company through capital investments for streamlining and labor-saving to bolster the logistics functions suited to today's needs, and distribute results based on its business performances.

Based on this policy, and in consideration of issues such as enhancement and reinforcement of management structure and future business development while paying attention to internal reserves, the Company proposes the year-end dividend for the fiscal year under review as follows.

(1) Type of dividend property

Cash

(2) Matters regarding the allotment of the dividend property to shareholders and the total amount of dividend

Dividend per common share of the Company: ¥80 Total: ¥2,221,263,680

(3) Effective date of the distribution of surplus

June 22, 2026


Proposal 2: Election of Six (6) Directors not serving as Audit and Supervisory Committee Members

The terms of office of five (5) Directors not serving as Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, in order to strengthen the management structure, the Company proposes to increase the number of Directors by one (1) and to elect six (6) Directors.


For this proposal, the Audit and Supervisory Committee has assessed the candidates in terms of operational execution and performance for the fiscal year under review and found them to be qualified for Directors of the Company.


The candidates for Directors are as follows:


No.	Name	Current position and responsibilities in the Company	Attendance at Board of Directors meetings in FY2025
1	<u>Reappointment</u> Hideto Oda	Chairperson and Representative Director CEO	14 / 14 meetings (100%)
2	<u>Reappointment</u> Hiroto Omori	President and Representative Director COO	13 / 14 meetings (93%)
3	<u>Reappointment</u> Ryoji Yamada	Director and Vice President, CAO, Headquarters Supervisor	14 / 14 meetings (100%)
4	<u>Reappointment</u> Takeko Maruyama	Managing Director and CHO, Director in charge of Human Resources and General Affairs	14 / 14 meetings (100%)
5	<u>New Appointment</u> Masaki Nagano	Managing Executive Officer and CFO, General Manager of Finance Department	–
6	<u>Reappointment</u> Kyoji Kudo	Director	11 / 14 meetings (79%)


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	 <p data-bbox="188 667 419 734">Hideto Oda (December 15, 1949)</p> <p data-bbox="220 768 387 801">Reappointment</p>	<p data-bbox="451 293 1236 882"> Dec. 1974 Joined YAMAEHISANO Co., Ltd. Jul. 1999 General Manager of Processed Food Department Jun. 2002 Director, General Manager of Processed Food Department Jul. 2006 Director in charge of Processed Food Jun. 2008 Managing Director in charge of Processed Food Jun. 2011 Senior Managing Director and Sales Supervisor Jun. 2012 Senior Managing Officer, Representative Director, and Sales Supervisor Jun. 2014 President and Representative Director Jun. 2018 Chairperson and Representative Director CEO Oct. 2021 Chairperson, President and Representative Director of the Company Jun. 2023 Chairperson and Representative Director CEO (incumbent) (To present) </p>	58,900
<p data-bbox="188 898 1465 1122"> [Reason for nomination as candidate for Director] Mr. Hideto Oda has a wealth of experience in the operation and management of the Group. He has exercised his management ability for sustainable growth of the Group since he assumed the position of Chairperson and Representative Director CEO of the Company in June 2023. The Company believes that he will continue to contribute to the Group's sustainable growth through managerial decision-making as Director responsible for the management of the Group by utilizing his wealth of management experience and extensive insights. Therefore, it proposes his election. </p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	 <p>Hiroto Omori (April 3, 1956)</p> <p>Reappointment</p>	<p>Apr. 1979 Joined YAMAEHISANO Co., Ltd.</p> <p>Jul. 2005 General Manager of Frozen Food Department</p> <p>Apr. 2009 Executive Officer and General Manager of Frozen Food Department</p> <p>Jun. 2010 Director and General Manager of Frozen Food Department</p> <p>Apr. 2011 Director in charge of Frozen Food</p> <p>Jun. 2014 Managing Director in charge of Processed Food, Frozen Food and Alcoholic Beverages</p> <p>Jun. 2016 Director, Senior Managing Executive Officer, and Sales Supervisor</p> <p>Apr. 2017 Director, Senior Managing Executive Officer, Sales Supervisor, and General Manager of Food Distribution Division</p> <p>Jun. 2017 Vice President, Representative Director, Sales Supervisor, and General Manager of Food Distribution Division</p> <p>Jun. 2018 President, Representative Director and COO</p> <p>Oct. 2021 President and Representative Director</p> <p>Oct. 2021 Vice President and Director of the Company</p> <p>Jun. 2023 President and Representative Director COO (incumbent) (To present)</p>	23,700
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Hiroto Omori has a wealth of experience in the operation and management of the Group. He has exercised his ability for sustainable growth of the Group since he assumed the position of President and Representative Director COO in June 2023. The Company believes that he will continue to contribute to the Group's sustainable growth through managerial decision-making as Director responsible for the management of the Group by utilizing his wealth of management experience and extensive insights. Therefore, it proposes his election.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	 <p>Ryoji Yamada (September 19, 1962)</p> <p><u>Reappointment</u></p>	<p>Apr. 1985 Joined Tokyo Securities Co., Ltd. (currently Tokai Tokyo Securities Co., Ltd.)</p> <p>Jun. 2003 Joined YAMAEHISANO Co., Ltd.</p> <p>Jul. 2012 General Manager of General Affairs Department</p> <p>Apr. 2014 Executive Officer and General Manager of General Affairs Department</p> <p>Jun. 2017 Managing Executive Officer in charge of Human Resources and General Affairs and General Manager of General Affairs Department</p> <p>Jun. 2018 Managing Executive Officer and Assistant to Administration Supervisor</p> <p>Jun. 2020 Director, Managing Executive Officer and Assistant to Administration Supervisor</p> <p>Oct. 2021 Managing Director in charge of President's Office and Public Relations Office, Corporate Planning, General Affairs, Human Resources and Legal Affairs of the Company</p> <p>Jun. 2022 Director, Senior Managing Executive Officer, Administration Supervisor, and General Manager of Property Management Department of YAMAEHISANO Co., Ltd.</p> <p>Jun. 2022 Senior Managing Director and Headquarters Supervisor of the Company</p> <p>Oct. 2022 President and Representative Director of Yamae Realty Co., Ltd. (incumbent)</p> <p>Jun. 2023 Senior Managing Director and CAO, Headquarters Supervisor of the Company</p> <p>Jun. 2024 Director and Vice President, CAO, Headquarters Supervisor (incumbent)</p> <p>Apr. 2025 Director, Senior Managing Executive Officer, and Administration Supervisor of YAMAEHISANO Co., Ltd. (incumbent)</p> <p>(To present)</p>	16,500
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Ryoji Yamada has a wealth of experience in the operation and management of the Group. In the Company, he assumed the position of Director and Vice President, CAO in June 2024, and exercised his ability for sustainable growth of the Group as Headquarters Supervisor. The Company believes that he will continue to contribute to the Group's sustainable growth through managerial decision-making as Director responsible for the management of the Group by utilizing his wealth of experience and extensive insights in the whole range of administrative areas. Therefore, it proposes his election.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	 <p>Takeko Maruyama (May 15, 1966)</p> <p><u>Reappointment</u></p>	<p>Apr. 1987 Joined YAMAEHISANO Co., Ltd.</p> <p>Apr. 2019 General Manager of Overseas Business Department</p> <p>Apr. 2020 General Manager of Human Resources Department</p> <p>Jun. 2020 Executive Officer and General Manager of Human Resources Department</p> <p>Oct. 2021 Executive Officer and General Manager of Human Resources Department of the Company</p> <p>Jun. 2022 Managing Executive Officer and General Manager of Human Resources Department of YAMAEHISANO Co., Ltd.</p> <p>Jun. 2022 Managing Executive Officer and General Manager of Human Resources Department of the Company</p> <p>May 2023 Managing Executive Officer in charge of Human Resources and General Affairs of YAMAEHISANO Co., Ltd. (incumbent)</p> <p>May 2023 Managing Executive Officer in charge of Human Resources and General Affairs of the Company</p> <p>Jun. 2023 Managing Director and CHO, Director in charge of Human Resources and General Affairs (incumbent) (To present)</p>	13,300
<p>[Reason for nomination as candidate for Director]</p> <p>Ms. Takeko Maruyama has a wealth of experience in the operation and management of the Group. In the Company, she has assumed the position of Managing Director and CHO since June 2023 and exercised her ability for functional enhancement, streamlining and operation of her scope of duties as an officer in charge of Human Resources and General Affairs. The Company believes that she will contribute to the Group's sustainable growth through managerial decision-making as Director responsible for the management of the Group by utilizing her wealth of experience and extensive insights in the whole range of human resources and general affairs areas. Therefore, it proposes her election.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	 <p data-bbox="212 591 395 658">Masaki Nagano (July 24, 1967)</p> <p data-bbox="201 689 406 723">New Appointment</p>	<p data-bbox="448 255 1235 322">Apr. 1991 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p data-bbox="448 338 975 371">May 2021 Joined YAMAEHISANO Co., Ltd.</p> <p data-bbox="448 383 1166 450">Jun. 2021 Executive Officer and General Manager in charge of Finance, Accounting Department</p> <p data-bbox="448 461 1150 528">Oct. 2021 Executive Officer and General Manager of Finance Department of the Company</p> <p data-bbox="448 539 1150 607">Apr. 2022 Executive Officer and General Manager of Finance Department of YAMAEHISANO Co., Ltd.</p> <p data-bbox="448 618 1129 763">Jun. 2023 Managing Executive Officer and CFO, General Manager of Finance Department of the Company (incumbent) (To present)</p>	4,200
<p data-bbox="181 775 719 808">[Reason for nomination as candidate for Director]</p> <p data-bbox="181 819 1474 1043">Mr. Masaki Nagano has a wealth of experience in accounting and finance operations at financial institutions and within the Group. In the Company, he has assumed the position of Managing Executive Officer and CFO since June 2023 and, among other things, exercised his ability to solidify the Group's financial foundation as an officer responsible for Finance. The Company believes that he will contribute to the Group's sustainable growth through managerial decision-making as Director responsible for the management of the Group by utilizing his wealth of experience and extensive insights in the whole range of financial affairs. Therefore, it proposes his election.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	 <p data-bbox="188 801 419 869">Kyoji Kudo (November 13, 1962)</p> <p data-bbox="220 913 387 947"><u>Reappointment</u></p>	<p data-bbox="451 253 1236 1182"> Apr. 1985 Joined YAMAEHISANO Co., Ltd. Jul. 2015 Manager of Frozen Food Fukuoka Branch Jun. 2016 Executive Officer and Manager of Frozen Food Fukuoka Branch Apr. 2017 Executive Officer, General Manager of First Frozen Food Department, Frozen Food Division, and Manager of Frozen Food Fukuoka Branch Jun. 2019 Managing Executive Officer, General Manager of Frozen Food Division, and General Manager of First Frozen Food Department, Frozen Food Division Jun. 2020 Director, Managing Executive Officer, and General Manager of Frozen Food Division Apr. 2021 Vice President, Director, Sales Supervisor, and General Manager of Food Distribution Division Jun. 2021 Vice President, Director, and Sales Supervisor Oct. 2021 Senior Managing Director and Sales Supervisor of the Company May 2023 President and Representative Director of YAMAEHISANO Co., Ltd. (incumbent) May 2023 Senior Managing Director of the Company Jun. 2024 Director (incumbent) (To present) </p>	7,000
<p data-bbox="180 1200 722 1234">[Reason for nomination as candidate for Director]</p> <p data-bbox="180 1245 1465 1424">Mr. Kyoji Kudo has a wealth of experience in the operation of the Group. In the Company, he assumed the position of Director in June 2024 and has exercised his ability for the Group's sustainable growth. The Company believes that he will contribute to the Group's sustainable growth through managerial decision-making as Director responsible for the management of the Group by utilizing his wealth of experience and extensive insights. Therefore, it proposes his election.</p>			

- Notes:
1. There are no special interests between each candidate and the Company.
 2. The Company has entered into a directors and officers liability insurance contract with an insurance company. The insurance covers any damage in a suit for which the insured is liable. The insurance premiums are fully paid by the Company. If this proposal is approved, the six candidates for Directors will be insured under the insurance contract. The Company plans to renew the insurance contract with the same conditions at the time of next renewal.

Skills Matrix of the Board of Directors

The following table shows the main areas of expertise and insights that the Company expects each Director to have.

Directors of the Company after the General Meeting of Shareholders on June 19, 2026 (Plan)

Name	Position(s) in the Company	Corporate management	Sales and marketing	Finance and accounting	Legal affairs and risk management	Human resources and labor affairs	IT and DX	Sustainability
Hideto Oda	Chairperson and Representative Director CEO*1	●	●	●		●		●
Hiroto Omori	President and Representative Director COO*2	●	●			●	●	●
Ryoji Yamada	Director and Vice President, CAO*3			●	●	●		●
Takeko Maruyama	Managing Director CHO*4				●	●	●	●
Masaki Nagano	Managing Director CFO*5			●	●		●	●
Kyoji Kudo	Director		●			●	●	●
Nobuyuki Kusaba	Director, Full-time Audit and Supervisory Committee Member				●	●	●	●
Yasufumi Mori	Director, Full-time Audit and Supervisory Committee Member			●	●	●		●
Hironobu Abe	Outside Director, Audit and Supervisory Committee Member	●			●	●		●
Tsunemichi Nakanishi	Outside Director, Audit and Supervisory Committee Member	●		●	●			●
Masao Shimosaka	Outside Director, Audit and Supervisory Committee Member	●			●		●	●
Tomoko Yamamoto	Outside Director, Audit and Supervisory Committee Member	●		●	●			●

Notes: 1. The above table does not list all of the expertise and insights that each Director has. It presents areas in which each Director is expected to particularly demonstrate his or her expertise, based on his or her experience, etc. Five areas are presented for each Representative Director; and four areas for each of the other Directors.

2. *1 CEO stands for Chief Executive Officer.
3. *2 COO stands for Chief Operating Officer.
4. *3 CAO stands for Chief Administrative Officer.
5. *4 CHO stands for Chief Human Resource Officer.
6. *5 CFO stands for Chief Financial Officer.

Proposal 3: Revision of Remuneration for Directors (Excluding Directors serving as Audit and Supervisory Committee Members)

The cash remuneration for the Company's Directors (excluding Directors serving as Audit and Supervisory Committee Members; the same shall apply hereinafter in this Proposal) was resolved at the 1st Annual General Meeting of Shareholders held on June 24, 2022, at an amount not exceeding ¥330 million per annum (managed as a separate cap from the separately established Restricted Stock Remuneration System), and this resolution remains in effect to date.

As set forth in Proposal 2, the Company proposes to increase the number of Directors by one (1) in order to strengthen its management structure. If Proposal 2 is approved as proposed, the number of Directors will be six (6), of whom zero (0) will be Outside Directors.

Accordingly, in consideration of the expansion of the Group's business scale and the increase in the number of Directors, among other matters, the Company hereby proposes to revise the cash remuneration for Directors, effective upon the conclusion of this General Meeting, to an amount not exceeding ¥400 million per annum, as a separate remuneration limit from the remuneration under the Restricted Stock Remuneration System. As in the past, the cash remuneration for Directors shall not include the employee portion of salaries paid to Directors who concurrently serve as employees.

This Proposal has been determined by the Board of Directors after comprehensively considering matters such as the Company's business scale, the structure and level of officer remuneration, the current number of officers, and anticipated future developments, and is considered to be appropriate.

The Audit and Supervisory Committee has reviewed this Proposal and has expressed the opinion that there are no matters requiring particular comment.

Proposal 4: Revision of Remuneration for Directors serving as Audit and Supervisory Committee Members

The cash remuneration for the Company's Directors serving as Audit and Supervisory Committee Members was resolved at the 1st Annual General Meeting of Shareholders held on June 24, 2022, at an amount not exceeding ¥80 million per annum, and this resolution remains in effect to date.

In consideration of the expansion of the Group's business scale and the increased role and responsibilities of Directors serving as Audit and Supervisory Committee Members arising from the strengthening of the governance framework, and in order to prepare for the further enhancement of the audit structure and to enable flexible appointments going forward, the Company hereby proposes to revise the cash remuneration for Directors serving as Audit and Supervisory Committee Members, effective upon the conclusion of this General Meeting, to an amount not exceeding ¥120 million per annum.

This Proposal has been determined by the Board of Directors after comprehensively considering matters such as the Company's business scale, the structure and level of officer remuneration, the current number of officers, and anticipated future developments, and is considered to be appropriate.

All of the Directors serving as Audit and Supervisory Committee Members have expressed the opinion that there are no matters requiring particular comment with respect to this Proposal.

The Company currently has six (6) Directors serving as Audit and Supervisory Committee Members.