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Securities Code: 7059

June 4, 2024

(Start date of measures for electronic provision: May 30, 2024)

To our shareholders:

Kosuke Kiyokawa,
Chief Executive Officer
COPRO-HOLDINGS. Co., Ltd.
3-28-12 Meieki, Nakamura-ku, Nagoya-City, Aichi
Prefecture

Notice of the 18th Annual General Meeting of Shareholders

We are pleased to announce the 18th Annual General Meeting of Shareholders of COPRO-HOLDINGS. Co., Ltd. (the “Company”), which will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 18th Annual General Meeting of Shareholders” on the Company’s website. Please access the Company’s website by using the Internet address shown below to review the information.

The Company’s website: <https://www.copro-h.co.jp/ir/stockbond/meeting.html> (in Japanese)

In addition to posting items subject to measures for electronic provision on the Company’s website, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) by using the Internet address shown below, enter the issue name (company name) or securities code, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Instead of attending the meeting, you may exercise your voting rights in writing (via postal mail) or via the Internet. To do so, please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the attached “Guidance for Exercising Voting Rights (in Japanese only),” by no later than 6:00 p.m. on Thursday, June 20, 2024 (JST).

1. Date and Time: Friday, June 21, 2024 at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)

2. Venue: Meeting room in the conference hall, Dai Nagoya Building, 5th Floor
3-28-12 Meieki, Nakamura-ku, Nagoya-City, Aichi Prefecture

3. Purpose of the Meeting:

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 18th period (April 1, 2023 to March 31, 2024), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
2. Non-consolidated Financial Statements for the 18th period (April 1, 2023 to March 31, 2024)

Matters to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Five Directors

4. Decisions for Convocation of the Meeting

- (1) In the event that you exercise your voting rights in writing (via postal mail), if no indication of approval or disapproval is made for each proposal, each shall be treated as an indication of approval.

(2) In principle, you are to check items subject to measures for electronic provision by accessing either of the websites mentioned above, and we have decided to deliver paper-based documents stating the items only to shareholders who request the delivery of paper-based documents by the record date. However, for this General Meeting of Shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them. Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders.

1) Notes to the Consolidated Financial Statements; 2) Notes to the Non-consolidated Financial Statements.
The Auditors and the Accounting Auditor have audited the documents subject to audit, including the items above.

- When attending the meeting, please submit the Voting Rights Exercise Form at the reception desk.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's aforementioned website and the TSE website.

Information for the Live Streaming of the 18th Annual General Meeting of Shareholders

The General Meeting of Shareholders is going to be live streamed via the Internet on the day of the meeting for shareholders to view at home.

To access the live stream of the meeting, please use the *Engagement Portal* online shareholders' meeting website.

*This website will be available to the public from the time you receive this Notice to June 21, 2024.

1. Date and Time of the Live Stream of the Meeting

From 10:00 a.m. on Friday, June 21, 2024 (JST) to the end of the meeting

- * The viewing screen will become accessible about 30 minutes before the start time on the day of the meeting.
- * We will notify you on the Company's website, etc. if we are unable to conduct the live streaming due to unavoidable circumstances.

2. How to Log In to the *Engagement Portal* Online Shareholders' Meeting Website

Please refer to the back of the Voting Rights Exercise Form sent out with this Notice and log in using one of the following methods depending on the terminal you use.

*If you have lost the Voting Rights Exercise Form, you can request a re-issuance of the form by referring to [Inquiries about this website] shown on page 4 of this Notice. However, please note that we may not be able to reissue it depending on the timing of your request, for example, if your request is received about less than one week prior to the date of the meeting.

(1) By scanning QR code (for smartphones, tablets, etc.)

Scan the QR code printed on the back of the Voting Rights Exercise Form with your smartphone or other device.

In this way, you do not need to enter your login ID or password.

* QR Code is a registered trademark of DENSO WAVE INCORPORATED.

(2) By using an individual login ID and password (for computers, etc.)

1) Access the following URL and enter the login ID and password shown on the back of the Voting Rights Exercise Form.

URL <https://engagement-portal.tr.mufg.jp/> (in Japanese)

2) Read the terms of use and tick the box of *I agree to the terms of use*.

3) Click on the login button.

3. How to Watch the Live Stream of the Meeting:

After logging in to *Engagement Portal*, the website for online shareholders' meetings, follow the instruction below.

* You may test your viewing environment from this website in advance, so please take advantage of this service.

1) Click the *Watch Live on the Day* button on the screen after logging in.

2) Read the terms of use with regard to the watching of the live stream of the meeting, then tick the box of *I agree to the terms of use*, and click the *Watch* button.

[Notes regarding the participation via the Internet]

- Watching the live stream via the Internet is not considered attendance at the General Meeting of Shareholders under the Companies Act. For this reason, shareholders will not be able to ask questions, exercise their voting rights, or submit motions via the Internet as they may at the General Meeting of Shareholders.
- To exercise your voting rights, please note the deadline for exercise and either send the Voting Rights Exercise Form by postal mail, submit your vote via the Internet as explained elsewhere in this notice, or attend the meeting by proxy, conferring authority of representation thereto by a letter of proxy or other means.

- In consideration of the privacy of the shareholders in attendance, filming at the venue will be limited to the area around the chairperson's and officers' seats, but there may be unavoidable cases where shareholders in attendance may be filmed. Please understand this in advance.
- Please note that participation in the General Meeting of Shareholders via the Internet is limited to the shareholders themselves, and proxy participation is not permitted.
- Please note that video and audio problems may occur depending on the terminal used (depending on the model, performance, etc.) or the Internet communication environment (connection status, communication speed, etc.).
- Secondary use of the live-streamed video of this General Meeting of Shareholders, such as publication on social media, is strictly prohibited.
- Communication costs and other charges for viewing the live stream will be borne by each shareholder.

Recommended system requirements:

The following are recommended system requirements for the *Engagement Portal* online shareholders' meeting website.

	PC		Mobile device		
	Windows	Macintosh	iPad	iPhone	Android
OS	Windows 10 or later	MacOS X 10.13 (High Sierra) or later	iPadOS 14.0 or later	iOS 14.0 or later	Android 9.0 or later
Browser *Latest version of each	Google Chrome, Microsoft Edge (Chromium)	Safari, Google Chrome	Safari	Safari	Google Chrome

(Even in the above environment, the system may not work properly depending on the communication environment or terminal.)

[Inquiries about this website]

Phone number: 0120-676-808 (toll free; in Japan only)

Mitsubishi UFJ Trust and Banking Corporation

Corporate Agency Division

(Weekdays from 9:00 a.m. to 5:00 p.m., excluding Saturdays, Sundays, national holidays, etc.; on the day of the General Meeting of Shareholders, from 9:00 a.m. to the end of the meeting)

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company recognizes return to shareholders as a top priority management issue and returns profits through dividends in principal. Our basic policy is to maintain stable dividends, responding to profit growth that is achieved by proactive investment, without a reduction in dividends during the period for the medium-term management plan “COPRO Group Build the Future 2027” (from the fiscal year ended March 31, 2023 to the fiscal year ending March 31, 2027), with a target dividend payout ratio of 50% or more on a consolidated basis.

As we project further earnings growth in the next fiscal year, and are making solid progress toward exceeding the performance targets of the medium-term management plan, we have decided to pay a commemorative dividend of 5 yen per share as part of the year-end dividend for the fiscal year ended March 31, 2024, to commemorate the 5th anniversary of our listing on March 19, 2024, and to express our gratitude to all of our shareholders for their ongoing support. Therefore, together with an ordinary dividend of 30 yen per share, the Company proposes to pay year-end dividends for the fiscal year as shown below.

Although the annual dividends cannot be simply calculated due to the two-for-one stock split implemented on October 1, 2023, as a reference value based on the number of shares after the stock split, the annual dividends will be 50 yen per share, an increase of 25 yen per share compared to the previous fiscal year.

- 1) Type of dividend property
Cash
- 2) Allotment of dividend property and their aggregate amount
35 yen per share of the Company’s common shares
Total dividends: 667,915,850 yen
- 3) Effective date of dividends of surplus
June 24, 2024

Proposal No. 2: Election of Five Directors

The terms of office of all five Directors will expire at the conclusion of this meeting.

Regarding the director system, the Board of Directors is composed of human resources with the abundant experience, deep knowledge, and high level of expertise required by the Company, and candidates for director are determined by the Board of Directors upon passing through the review and reporting of the Nomination/Remuneration Committee, which is objective and has independence from the management team.

Therefore, the Company proposes the election of five Directors, including two outside Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Kosuke Kiyokawa (October 16, 1977) Reelection	<p>Apr. 1998 Joined Kenso Kogyo co.ltd.</p> <p>May 1999 Joined Nikko CSS Co., Ltd. (currently TechnoPro Construction, Inc.)</p> <p>Sept. 1999 Nagoya Sales Office Manager</p> <p>Apr. 2000 Osaka Sales Office Manager</p> <p>Apr. 2001 Shinjuku Sales Office Manager</p> <p>May 2004 President</p> <p>May 2006 President, Crystal Staff Co., Ltd.</p> <p>Oct. 2006 Established Trusty Crew Co., Ltd. (currently the Company)</p> <p>Chief Executive Officer, the Company (to present)</p> <p>May 2015 President, COPRO-ENGINEERD. Co., Ltd. (new split company, currently COPRO CONSTRUCTION. Co., Ltd.) (to present)</p> <p>Apr. 2020 President, COPRO GLOBALS PTE. LTD. (overseas local subsidiary)</p> <p>Apr. 2021 Director, ATMOS Co., LTD. (currently COPRO TECHNOLOGY. Co., Ltd.) (to present)</p> <p>Apr. 2021 President, COPRO VIETNAM Co., LTD. (overseas local subsidiary) (to present)</p> <p>Oct. 2021 President, VALUE ARK CONSULTING Co., LTD. (absorbed and merged, currently COPRO TECHNOLOGY. Co., Ltd.)</p>	10,828,790 shares
<p>Reasons for nomination as candidate for Director</p> <p>Kosuke Kiyokawa has served as Chief Executive Officer since the Company's founding in October 2006, and through its listing, etc. he has driven an increase in awareness of the Company and growth in business performance. He possesses extensive knowledge and experience as a manager, and is an appropriate person to contribute to the sustainable growth of the Company. For this reason, the Company proposes his reelection as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Kazumi Ogai (September 1, 1980)</p> <p style="text-align: center;">Reelection</p>	<p>Apr. 2001 Joined Impress Corporation</p> <p>Dec. 2001 Joined Nikko CSS Co., Ltd. (currently TechnoPro Construction, Inc.)</p> <p>May 2006 Joined Say There Co., Ltd. Nagoya branch manager</p> <p>Nov. 2006 Joined Trusty Crew Co., Ltd. (currently the Company) Construction Division Manager</p> <p>Apr. 2008 Nagoya branch manager</p> <p>July 2011 Osaka branch manager</p> <p>Aug. 2013 Director</p> <p>May 2015 Director, COPRO-ENGINEERD. Co., Ltd. (new split company, currently COPRO CONSTRUCTION. Co., Ltd.)</p> <p>Nov. 2016 Director and General Manager of Business Headquarters, the Company</p> <p>June 2018 Executive Director and General Manager of Business Headquarters</p> <p>June 2021 Managing Director</p> <p>July 2021 Director, ATMOS Co., LTD. (currently COPRO TECHNOLOGY. Co., Ltd.) (to present)</p> <p>Apr. 2024 Managing Director and General Manager of Administration Headquarters, the Company (to present) Director, COPRO CONSTRUCTION. Co., Ltd. (to present)</p>	46,320 shares
<p>Reasons for nomination as candidate for Director</p> <p>Kazumi Ogai is an appropriate person to contribute to the sustainable growth of the Company, including his track record as manager of sales departments, his demonstration of strong leadership in all operations, his promotion of business strategy as Director of consolidated subsidiary ATMOS Co., LTD. (currently COPRO TECHNOLOGY. Co., Ltd.) from July 2021, and his overseeing of the Company's administrative departments from April 2024. For this reason, the Company proposes his reelection as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Yusuke Koshikawa (October 15, 1985) Reelection	<p>Apr. 2006 Joined Style Factory KABES Co., Ltd.</p> <p>Mar. 2008 Joined Trusty Crew Co., Ltd. (currently the Company)</p> <p>Feb. 2011 Nagoya branch manager</p> <p>May 2013 Tokyo metropolitan area manager</p> <p>Jan. 2016 General Manager of Recruitment Strategy Headquarters, COPRO-ENGINEERD. Co., Ltd. (new split company, currently COPRO CONSTRUCTION. Co., Ltd.)</p> <p>June 2016 Executive Officer and Manager of Recruitment Strategy Headquarters, the Company</p> <p>Nov. 2016 Executive Officer and General Manager of Recruitment Strategy Headquarters</p> <p>Mar. 2017 Director and General Manager of Recruitment Strategy Headquarters Director, COPRO-ENGINEERD. Co., Ltd.</p> <p>Apr. 2020 Director and General Manager of Human Resources Strategy Headquarters, the Company</p> <p>Apr. 2021 Director (to present) Director and General Manager of Sales Headquarters, COPRO-ENGINEERD. Co., Ltd. (to present)</p>	106,868 shares
<p>Reasons for nomination as candidate for Director</p> <p>Yusuke Koshikawa has overseen sales departments of consolidated subsidiary COPRO-ENGINEERD. Co., Ltd. (currently COPRO CONSTRUCTION. Co., Ltd.) since April 2021, in addition to promoting recruitment strategies as Director since March 2017 after having been appointed person in charge of sales departments, and is an appropriate person to contribute to the sustainable growth of the Company. For this reason, the Company proposes his reelection as Director.</p>			
4	Norio Hayama (July 8, 1959) Reelection Outside Independent	<p>Apr. 1984 Joined Automobile Nippon Newspaper Co., Ltd.</p> <p>Apr. 1987 Joined Logistics Industry Newspaper Co., Ltd.</p> <p>Apr. 1989 Joined CORE Co., Ltd.</p> <p>July 1994 Registered as a labor and social security attorney Established HAYAMA Social Insurance Labor and Social Security Attorney Office (currently Labor and Social Insurance Corporation HAYAMA Office) Head of office (to present)</p> <p>Apr. 2007 Specified Social Insurance Labor Consultant</p> <p>Nov. 2014 Outside Auditor, TOUMEI Co., LTD. (to present)</p> <p>Aug. 2016 Outside Auditor, SharingTechnology Inc.</p> <p>June 2018 Outside Director, the Company (to present)</p>	– shares
<p>Reasons for nomination as candidate for outside Director and summary of expected roles</p> <p>Norio Hayama is qualified as a Specified Social Insurance Labor Consultant, and in order for him to provide advice on the Company's management from an expert perspective, mainly based on his expertise and extensive achievements in labor relations, the Company proposes his reelection as outside Director. In addition, should he be appointed, it is expected that he will be involved in the selection of candidate officers of the Company and the determination of officer remuneration, etc., from an independent perspective as a member of the Nomination/Remuneration Committee. Norio Hayama has never been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Masashi Fujimaki (April 3, 1955) Reelection Outside Independent	<p>Apr. 1980 Joined Toyota Motor Sales Co., LTD. (currently Toyota Motor Corporation)</p> <p>Sept. 2001 Project Manager, Organization for Small & Medium Enterprises and Regional Innovation, JAPAN</p> <p>Sept. 2003 President, T-Hands On Investment. Inc (to present)</p> <p>Dec. 2005 Outside Director, Nextage Co., Ltd.</p> <p>May 2006 Outside Director, inb Planning Co., Ltd.</p> <p>Jan. 2007 Outside Auditor, oh Niwa ya Co., Ltd. Outside Auditor, D-e Tech Corporation</p> <p>Aug. 2007 Outside Auditor, M2soft Japan Co., Ltd.</p> <p>Nov. 2007 Outside Director, Binos Corporation</p> <p>Jan. 2009 Outside Director, Pitmedia Marketings, Inc.</p> <p>June 2013 Outside Director, Mortgage Service Japan Limited.</p> <p>June 2020 Outside Director, the Company (to present)</p>	200,000 shares
<p>Reasons for nomination as candidate for outside Director and summary of expected roles</p> <p>Masashi Fujimaki has extensive achievements and insight as a company manager, and in order for him to provide advice on matters such as management decisions within the Company and the supervision of the execution of business based on his experience, the Company proposes his reelection as outside Director. In addition, should he be appointed, it is expected that he will be involved in the selection of candidate officers of the Company and the determination of officer remuneration, etc., from an independent perspective as a member of the Nomination/Remuneration Committee.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The number of shares owned by each candidate is the number of shares as of the end of the current fiscal year (March 31, 2024).
 3. The number of shares owned by Kosuke Kiyokawa includes the number of shares owned by RITAMEKO. Co., Ltd., his asset management company.
 4. Kosuke Kiyokawa is a parent company, etc. as defined in Article 2, item (iv)-2 of the Companies Act.
 5. Norio Hayama and Masashi Fujimaki are candidates for outside Directors.
 6. Norio Hayama and Masashi Fujimaki are currently outside Directors of the Company, and at the conclusion of this meeting, their tenure as outside Director will have been six years and four years respectively.
 7. The Company has reported Norio Hayama and Masashi Fujimaki as independent officers to the Tokyo Stock Exchange and the Nagoya Stock Exchange, as specified by both exchanges, and if they are reelected as Directors, the Company intends to continue to report them as independent officers.
 8. The Company has concluded an agreement with Norio Hayama and Masashi Fujimaki to limit their liability for damages specified in Article 423, paragraph (1) of the Companies Act, as stipulated in Article 427, paragraph (1) of the Companies Act. The limit on liability for damages under the agreement is the minimum amount of liability specified in Article 425, paragraph (1) of the Companies Act. If they are reelected as Directors, the Company intends to continue this agreement.
 9. The Company has concluded a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The legal compensation for damages and litigation expenses of covered parties, including the Directors of the Company, will be covered by this insurance policy. If the candidates are elected as Directors, they will be included in the persons covered by the insurance contract. The Company intends to renew this insurance policy with the same content at the time of the next renewal.

(Reference)**Expertise and Experience of Candidates for Director (Skills Matrix)**

The skills (insight and experience) available to the Board of Directors if Proposal No. 2 is approved and adopted shall be as shown below.

Position	Name	Affiliation	Key Insight and Experience in Group Management					
			Corporate Management	Sales	Recruitment and Human Resources Development	M&A, PMI	Compliance, Risk Management, Finance	Sustainability (ESG)
Chief Executive Officer	Kosuke Kiyokawa		•	•	•	•		
Managing Director	Kazumi Ogai			•	•			•
Director	Yusuke Koshikawa			•	•			
Director	Norio Hayama	Outside Independent	•				•	•
Director	Masashi Fujimaki	Outside Independent	•	•	•	•	•	