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Securities Code: 7059

June 3, 2025

(Start date of measures for electronic provision: May 29, 2025)

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 19th Annual General Meeting of Shareholders

We are pleased to announce the 19th 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 19th 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 19, 2025 (JST).

1. Date and Time: Friday, June 20, 2025 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 19th period (April 1, 2024 to March 31, 2025), 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 19th period (April 1, 2024 to March 31, 2025)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of One Director
Proposal No. 3: Election of One Auditor

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 19th 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 20, 2025.

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

From 10:00 a.m. on Friday, June 20, 2025 (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 *Latest version of each	Windows	MacOS	iPadOS	iOS	Android
Browser *Latest version of each	Google Chrome, Microsoft Edge (Chromium)	Safari, Google Chrome	Safari	Safari	Google Chrome

(Even in the above environment, there may be instances where some screen displays are distorted or the system may not work properly due to OS- or browser-specific issues, as well as 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.

Regarding year-end dividends for the fiscal year, based on the policy above and after comprehensive consideration including the business performance of the fiscal year and the investment plan and preparation for future business expansion, the dividends will be increased by 5 yen per share compared to the previous fiscal year in order to appropriately return profits to our shareholders. Therefore, the Company will pay year-end dividends for the fiscal year as shown below.

In addition, the annual dividends will be 60 yen per share, an increase of 10 yen compared to annual dividends of 50 yen per share in the previous fiscal year after the two-for-one stock split implemented on October 1, 2023.

- 1) Type of dividend property
Cash
- 2) Allotment of dividend property and their aggregate amount
40 yen per share of the Company's common shares
Total dividends: 761,769,560 yen
- 3) Effective date of dividends of surplus
June 23, 2025

Proposal No. 2: Election of One Director

Among the currently serving Directors, Masashi Fujimaki will resign at the conclusion of this General Meeting of Shareholders.

To strengthen the supervisory function and further diversify the composition of the Board of Directors, the Company proposes the election of one outside Director.

In addition, in accordance with the provisions of the Articles of Incorporation of the Company, the term of office of the Director elected at this General Meeting of Shareholders will be until the expiration of the terms of office of other Directors who are currently serving.

The candidate for Director is 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.

The candidate for Director is as follows:

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
Eriko Tanabe (December 2, 1965) New election Outside Independent	Apr. 1988 Joined Nihon Takuken Co., Ltd. Nov. 1991 Joined TEMPSTAFF CO., LTD. (currently PERSOL TEMPSTAFF CO., LTD.) Apr. 2011 General Manager of Internet Planning Office, IT Head Office May 2019 Outside Board Director, dip Corporation May 2023 Outside Board Director (Audit and Supervisory Committee Member) (to present)	– shares
Reasons for nomination as candidate for outside Director and summary of expected roles Eriko Tanabe has led many projects, mainly in the IT field at a human resources services company, and possesses extensive insight in various areas, including recruiting, marketing, and risk management. The Company judges that she will utilize her extensive experience and insight regarding IT at human resources industry, recruitment, risk management, promoting the advancement of women, and other matters to fulfill her roles, including providing accurate advice and supervision for the overall corporate activities of the Company, and will appropriately fulfill her duties as an outside Director. Therefore, the Company nominates her as a candidate for outside Director. After her election, the Company expects that she will fulfill the above roles.		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. The number of the Company's shares owned by Eriko Tanabe is the number of shares as of March 31, 2025.
 3. Eriko Tanabe's name on her family register is Eriko Ariyama.
 4. The Company has nominated Eriko Tanabe, who is a candidate for outside Director, as an independent officer as specified by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and plans to submit notification to both exchanges. If this proposal is approved and adopted and she assumes office as outside Director, the Company intends to report her as an independent officer.
 5. If the election of Eriko Tanabe, who is a candidate for outside Director, is approved, the Company plans to conclude an agreement with her to limit her 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.
 6. 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 election of Eriko Tanabe is approved, she 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.

Proposal No. 3: Election of One Auditor

To strengthen and enhance the audit system, the Company proposes the election of one Auditor, increasing the number of Auditors by one.

In addition, the consent of the Board of Auditors has been obtained for this proposal.

The candidate for Auditor is as follows:

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Masanori Horino (March 2, 1958) New election	Apr. 1980 Joined Aisin Seiki Co., Ltd. (currently AISIN CORPORATION) Nov. 2002 Passed the examination of labor and social security attorney May 2004 Director, Aisin Collabo Co., Ltd. Jan. 2011 Head of Audit & Supervisory Board Members Office, Aisin Seiki Co., Ltd. (currently AISIN CORPORATION) May 2014 Director and General Manager of Business Management Department, Aisin Tohoku, Co., Ltd. Apr. 2019 Head of Administration Division, GREEN TEC CORPORATION Apr. 2021 Executive Officer and Head of Administration Division Apr. 2024 Compliance Executive Advisor	200 shares
Reasons for nomination as candidate for Auditor Masanori Horino has expertise in both human resource functions and labor management, as well as broad experience in various areas, including that of launching a shared services company, conducting internal audits, being Head of Audit & Supervisory Board Members Office, and serving in the roles of Director and Executive Officer. The Company intends for him to utilize these extensive insights and knowledge in the Company's audits. Therefore, the Company nominates him as a candidate for Auditor. After his election, the Company expects that he will contribute to strengthening risk management systems and improving corporate governance of the Company.		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. The number of the Company's shares owned by Masanori Horino is the number of shares as of March 31, 2025.
 3. If the election of Masanori Horino, who is a candidate for Auditor, is approved, the Company plans to conclude an agreement with him to limit his 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.
 4. 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 Auditors of the Company, will be covered by this insurance policy. If the election of Masanori Horino is approved, he 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			•	•		•	•
Managing Director	Yusuke Koshikawa		•	•	•			
Director	Norio Hayama	Outside Independent	•				•	•
Director	Eriko Tanabe	Outside Independent			•		•	•