



Notice of Convocation of the Fourth Ordinary General Meeting of Shareholders

June 1, 2021 - May 31, 2022

Date and time

Saturday, August 27, 2022 at 2 p.m.

(Attendance registration begins at 1:30 p.m.)

Place

Tokyo Convention Hall Tokyo Square Garden 5F, 3-1-1, Kyobashi, Chuo-ku, Tokyo

Meeting Agenda

Proposal No. 1: Appropriation of Retained Earnings

Proposal No. 2: Partial Amendments to the Articles of Incorporation

Proposal No. 3: Election of Six Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

Proposal No. 4: Election of One Director Who Is an Audit & Supervisory Committee Member

For the purpose of preventing the spread of COVID-19, please submit your votes by using the internet or postal mail, if possible.

If a significant change is made to how the shareholders meeting will take place, an announcement will be made on the BOOKOFF website:

<https://www.bookoffgroup.co.jp/ir/stock/stock2.html>

BOOKOFF GROUP HOLDINGS LIMITED

Securities code: 9278

Message from the President

In the fiscal year that ended in May 2022, we conducted our business operations while implementing strict measures for the safety of customers and employees as the pandemic continued. Rapid changes are occurring in consumption trends and behavior. To adapt to these changes, there were major renovations of existing stores, activities to further increase the number of customers, primarily by using the membership app, and activities for building a powerful base for growth, mainly expenditures for rebuilding the IT services infrastructure.

The core BOOKOFF business in Japan continued to use activities linking physical stores and internet services, mainly for increasing the number of members, with the goal of implementing the “One BOOKOFF” concept in order to further increase customer satisfaction. There are now more than 5 million app members, which are the key component of the BOOKOFF business. Another significant activity is large expenditures for store renovations, mainly at BOOKOFF SUPER BAZAAR stores. Renovations are aimed at increasing sales of apparel, a category impacted by the need to limit outings during the pandemic and by climate changes, and quickly expand activities involving trading cards, a market that has been growing rapidly in the past few years. Our activities to provide more convenience for customers, chiefly by using the membership app, make stores more appealing and upgrade store operations resulted in 12 consecutive months of year-on-year growth of monthly sales at existing stores.

HUGALL, a purchasing service for affluent customers, and one-stop purchasing consultation desks held special events for purchasing used items at stores as well as at shopping centers. The aim is to increase the volume of purchases as well as to confirm that there is sufficient latent demand for adding more locations and to establish a model for new stores. Outside Japan, there was a big increase in sales in the United States, where consumer activity has quickly returned to normal. Sales recovered rapidly in Malaysia too despite temporary lockdowns as business activities resumed.

In April 2022, we procured funds by selling treasury shares. Our plan is to position the fiscal year ending in May 2023 as a period for speeding up the growth of our businesses even as the pandemic continues.

The BOOKOFF business in Japan will use the benefits of store renovations during the past two years and the sound customer base centered on app members for numerous activities. Plans include resuming the addition of new BOOKOFF SUPER BAZAAR stores and adding a new type of BOOKOFF store with emphasis on trading cards and hobby products. For HUGALL and one-stop purchasing consultation desks, will increase the number of locations in central Tokyo, department stores and other places to target the middle to high income segments. We also plan to open more stores in the United States and Malaysia, open more Japan TCG Centers, a new trading card specialty store we launched in 2021, and increase investments in all of our diverse store businesses. All of our activities are focused on meeting customers’ needs in order to continue growing.

We have been many investments for many years to strengthen our IT infrastructure. We plan to rebuild the BOOKOFF Online e-commerce site and start using a new IT system for BOOKOFF store operations. Our goal is building an infrastructure capable of supporting growth for many more years.

Taking these actions will enable us to advance step by step with accomplishing our mission, centered on the reuse business, of “being a source of an enjoyable and prosperous life for many people.” We will continue to focus on this goal in order to become a corporate group that can achieve consistent earnings growth.

Thank you for your understanding and support.

Yasutaka Horiuchi
President and CEO

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As the following information is posted on the Company’s website (https://www.bookoffgroup.co.jp/it/stock/stock2.html) on the Internet, it is not included in the documents attached to this notice of convocation: Business Report Consolidated Financial Statements Non-consolidated Financial Statements

Securities code: 9278

August 8, 2022

To Our Shareholders:

Yasutaka Horiuchi, President and CEO
BOOKOFF GROUP HOLDINGS LIMITED
2-14-20 Kobuchi, Minami-ku, Sagami-hara, Kanagawa, Japan

Notice of Convocation of the Fourth Ordinary General Meeting of Shareholders

I would like to take this opportunity to thank you for your support of BOOKOFF GROUP HOLDINGS LIMITED (“BOOKOFF” or the “Company”). We will hold the Fourth Ordinary General Meeting of Shareholders. The meeting will be held as described below.

To prevent the spread of COVID-19, please submit your votes by using the internet or postal mail as much as possible. Please review the Reference Documents for the General Meeting of Shareholders that follows this notice, and exercise your voting rights by no later than 5 p.m., Friday, August 26, 2022.

Exercise of voting rights via the Internet

Please visit the Company’s designated website for the exercise of voting rights (<https://evote.tr.mufg.jp/>) and vote for or against the proposals by following the on-screen instructions. When using a smartphone or tablet, scan the log-in QR code on the Voting Right Exercise Form to access the website for submitting your votes.

Exercise of voting rights in writing

Please vote on the proposals in the enclosed Voting Right Exercise Form, and return it so that it will arrive by the aforementioned exercise deadline.

1. Date and time Saturday, August 27, 2022 at 2 p.m. (Attendance registration begins at 1:30 p.m.)
2. Place Tokyo Convention Hall Tokyo Square Garden 5F,
3-1-1, Kyobashi, Chuo-ku, Tokyo
3. Meeting Agenda
Matters to be reported: 1. The Business Report, Consolidated Financial Statements and the results of audits conducted by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company’s Fourth Fiscal Year (June 1, 2021 - May 31, 2022)
2. Non-consolidated Financial Statements for the Company’s Fourth Fiscal Year (June 1, 2021 - May 31, 2022)

Proposals to be resolved:

- Proposal No. 1: Appropriation of Retained Earnings
- Proposal No. 2: Partial Amendments to the Articles of Incorporation
- Proposal No. 3: Election of Six Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal No. 4: Election of One Director Who Is an Audit & Supervisory Committee Member

4. Matters prescribed for convocation

- (1) If you do not indicate your approval or disapproval for the proposals on the Voting Right Exercise Form, the Company will assume that you have voted in favor of the proposal.
- (2) If you vote both in writing and via the Internet, only your vote placed via the Internet will be valid.
- (3) If you vote multiple times via the Internet, only your last vote will be valid.

The results of voting at the shareholders meeting will be posted on the Company’s website (<https://www.bookoffgroup.co.jp/ir/stock/stock2.html>).

Reference Documents for the General Meeting of Shareholders

■ Proposal No. 1: Appropriation of Retained Earnings

The Company positions the distribution of earnings to shareholders as one of its highest management priorities, and also recognizes an increase in corporate value along with its business growth and expansion as the most important management issue.

In view of the current results of operations, future business activities and other items, the year-end dividend for the fiscal year ended May 31, 2022 (FY5/2022) is as follows.

- | | |
|--|---|
| (1) Type of dividend: | Cash |
| (2) Dividend payment and total amount: | 20 yen per share of common stock of the Company
Total amount of dividends: 395,170,260 yen |
| (3) Effective date of distribution of retained earnings: | August 29, 2022 |

■ Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reason for Amendments

Amended provisions of Article 1 of the Supplementary Provisions of the Partial Amendment of the Companies Act (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, the Company proposes to amend its Articles of Incorporation in order to prepare for the start of the electronic provision of materials for the General Meeting of Shareholders (the “Shareholders Meeting”).

- (1) The addition of revised Article 14 (Electronic Provision Measures, Etc.) paragraph 1 because companies are required to include a provision in the Articles of Incorporation concerning the electronic distribution of shareholders meeting reference documents and other information.
- (2) The addition of revised Article 14 (Electronic Provision Measures, Etc.) paragraph 2 for the purpose of enabling BOOKOFF to limit the information concerning shareholders meeting reference documents, etc. that is distributed electronically to the scope designated by Ministry of Justice ordinances when a shareholder requests this information in writing.
- (3) The current Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the Shareholders Meeting) will be deleted because this article will no longer be needed after the electronic provision of shareholders meeting documents begins.
- (4) Establish supplementary provisions on the effective date, etc. in accordance with the new provisions and deletions. These supplementary provisions will be deleted after the expiration date.

2. Details of Amendments

The details of amendments are as follows.

(The underlined parts indicate the proposed amendments.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the Shareholders Meeting)</u> <u>Article 14</u> <u>In connection with the calling of the Shareholders Meetings, the Company may regard that the information concerning the matters to be stated or indicated in the reference documents for the Shareholders Meeting, business reports, financial documents and consolidated financial documents has been submitted to the shareholders, if the information is disclosed through internet in accordance with the provisions in the ordinance of Ministry of Justice.</u></p> <p>(Newly Established)</p>	<p>(Deleted)</p> <p><u>(Electronic Provision Measures, etc.)</u> <u>Article 14</u> <u>The Company shall, when calling a Shareholders Meeting, take the electronic provision measure for information included in the reference documents for the Shareholders Meeting.</u></p> <p><u>2.</u> <u>Among the matters subject to the electronic provision measure, the Company may choose not to include all or part of the matters stipulated in the ordinance of Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
Supplementary Provisions (Newly Established)	Supplementary Provisions <u>(Transitional Measures for Provisions Concerning Electronic Provision of Reference Documents for Shareholders Meeting)</u> <u>Article 2</u> <u>The deletion of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the Shareholders Meeting) of the current Articles of Incorporation and the establishment of the proposed Article 14 (Electronic Provision Measures, etc.) shall come into effect from September 1, 2022.</u> 2. <u>Notwithstanding the provisions of the preceding paragraph, Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the Shareholders Meeting) of the current Articles of Incorporation shall remain in force with respect to a Shareholders Meeting to be held on a date within six (6) months from September 1, 2022.</u> 3. <u>These supplementary provisions shall be deleted on the later of either the day on which six (6) months elapse from September 1, 2022 or the day on which three (3) months elapse from the day of the Shareholders Meeting set forth in the preceding paragraph.</u>

■ Proposal No. 3: Election of Six Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

At the conclusion of this General Meeting of Shareholders, the term of office of all seven Directors (excluding Directors who are Audit & Supervisory Committee members, the same shall apply hereinafter in this agenda) will expire.

Consequently, BOOKOFF asks shareholders to elect six Directors, which reduces the number of Directors by one, as part of reforms to the management framework, in order to enable the Board of Directors to reach decisions in a strategic manner and with speed and agility.

Regarding this proposal, the Audit & Supervisory Committee has determined that all candidates are suitable to serve as Directors.

The candidates for election as Directors are as follows.

Candidate No.	Name	Current Positions and Responsibilities at the Company	Remarks
1	Yasutaka Horiuchi	President and CEO	Reelection
2	Yoko Mori	Director	Reelection
3	Norihiro Watanabe	Executive Officer	New
4	Ryoichi Tomohiro	Outside Director	Reelection Outside
5	Masaaki Takano	Independent Outside Director	Reelection Outside Independent
6	Hideki Hasegawa	Independent Outside Director	Reelection Outside Independent

Notes 1: The Company has entered into an agreement with Mr. Ryoichi Tomohiro, Mr. Masaaki Takano and Mr. Hideki Hasegawa, in accordance with Paragraph 1, Article 427 of the Companies Act to limit liabilities for damages to the Company as stipulated in Paragraph 1, Article 423 of the Companies Act. The Company intends to limit the liabilities under the agreement to the minimum liability amount as stipulated in Paragraph 1, Article 425 of the Companies Act. If they are reelected, the Company plans to extend this agreement.

2: The Company has entered into a directors and officers liability insurance contract with an insurance company in accordance with the provisions of Paragraph 1, Article 430-3 of the Companies Act of Japan, and the insurance contract covers damages arising from the assumption of responsibility for the execution of duties by the insured persons, including the Company's directors, or from the receipt of claims related to the pursuit of such responsibility (however, this does not apply to cases of personal gain, favors, illegal acts, etc. by the insured person.). In the event that each candidate is elected and assumes office as a Director, he or she will become an insured person under the relevant insurance policy. The insurance policy is scheduled to be renewed with the same terms and conditions at the next renewal.

3: Mr. Masaaki Takano and Mr. Hideki Hasegawa do not comply with the independence criteria of securities exchanges where the Company is listed or the independence criteria of the Company. They are registered at the exchange as independent executives, and they will remain independent executives, if they are reelected.

Candidate No.
1

Yasutaka Horiuchi

Candidate for reelection

● Past experience, positions, responsibilities and significant concurrent positions

April 1999	Joined the Chuo Coopers & Lybrand Consulting Co., Ltd. (formerly)
August 2004	Joined Tohmatsu Consulting Co., Ltd. (currently Deloitte Tohmatsu Consulting LLC)
March 2006	Joined BOOKOFF CORPORATION LIMITED
April 2008	Executive Officer, Deputy General Manager of Administrative Division of BOOKOFF CORPORATION LIMITED
June 2009	Director, Executive Officer, General Manager of Administrative Division of BOOKOFF CORPORATION LIMITED
April 2012	Director, Executive Officer, General Manager of the Corporate Planning Department of BOOKOFF CORPORATION LIMITED
April 2013	Director and Executive Officer of BOOKOFF CORPORATION LIMITED
April 2015	President and CEO of BOOKOFF Online, Inc. (formerly)
January 2016	President and CEO of Booklog, Inc.
March 2016	Director, Executive Officer, General Manager of the Corporate Planning Department of BOOKOFF CORPORATION LIMITED
April 2017	Director and Executive Officer of BOOKOFF CORPORATION LIMITED
April 2017	President and CEO of BOOKOFF CORPORATION LIMITED (to present)
October 2018	President and CEO of the Company (to present)

● Date of birth

April 28, 1976

● Number of shares of the Company held

34,600 shares

● Term of office as Director (at the conclusion of this General Meeting of Shareholders)

3 years and 11 months

● Attendance at the Board of Directors meetings in FY5/2022

14/14 (100%)

● Particular conflicts of interest between the candidate and the Company

None

● Reason for the nomination

Mr. Horiuchi has achieved a recovery in results of operations and the stability of performance since becoming representative director five years ago. He has demonstrated strong leadership as a manager, such as by defining a new direction for growth. He has extensive experience and knowledge concerning corporate strategies, finance, IT and overseas business operations. He also has an understanding and many personal relationships concerning a broad range of business sectors due to his experience at a major consulting firm. Mr. Horiuchi is a candidate for reelection as a Director because he has suitable skills for further increasing corporate value and achieving sustained growth of the BOOKOFF Group.

● Candidate statement to shareholders

The BOOKOFF Group has overcome the impact of the global COVID-19 pandemic that started more than two years ago and is now about to begin a new stage of growth.

To start a new 10-year period of growth, we will remain committed to our mission of “being a source of an enjoyable and prosperous life for many people” as we increase the speed of growth with large investments in the core BOOKOFF business as well as for services for affluent customers and for our overseas operations. We will also take on the challenge of creating new business opportunities. I am also dedicated to using our business activities to help create a sustainable society as we advance to a new age of growth of corporate value.

Candidate No.
2

Yoko Mori

Candidate for reelection

● Past experience, positions, responsibilities and significant concurrent positions

August 1991	Joined McDonald's Company (Japan), Ltd.
June 2008	Joined LOTTERIA Co., Ltd.
April 2011	General Manager of Human Resources Department of LOTTERIA Co., Ltd.
July 2012	Joined REX Holdings Inc. (currently REINS International Inc.) General Manager of Human Resources Department of REX Holdings Inc.
July 2016	Joined COLOWIDE CO., LTD. Executive Officer, General Manager of Human Resources Administration Division of COLOWIDE CO., LTD.
June 2017	Director of COLOWIDE CO., LTD.
June 2019	Director of BOOKOFF CORPORATION LIMITED (to present)
April 2020	Executive Officer of the Company
June 2020	Director of the Company (to present)
September 2021	President of B-Assist, Inc. (to present)

● Date of birth

November 2, 1968

● Number of shares of the Company held

1,800 shares

● Term of office as Director (at the conclusion of this General Meeting of Shareholders)

2 years and 2 months

● Attendance at the Board of Directors meetings in FY5/2022

14/14 (100%)

● Particular conflicts of interest between the candidate and the Company

None

● Reason for the nomination

Ms. Mori has made significant contributions at BOOKOFF and the BOOKOFF Group regarding the SDGs for progress involving sustainability and regarding more diversity for the workforce, which is critical for achieving sustained growth. Due to many years of involvement with store operations, training programs and human resources, she has considerable knowledge in these areas and a strong desire to contribute to society. Ms. Mori is a candidate for reelection as a Director because she has suitable skills for further increasing corporate value and playing an important role in making people aware of the value provided by the BOOKOFF Group's business activities.

● Candidate statement to shareholders

The reuse businesses of the BOOKOFF Group are having a major positive impact on society due to the growing interest in sustainability. Our business operations have already made a significant contribution to sustainability. As one of our management strategies, I want to establish partnerships that are not limited to public-private sector collaboration and will work hard on SDGs activities to enable our reuse businesses to continue to grow.

Candidate No.
3

Norihiro Watanabe

New candidate

● **Past experience, positions, responsibilities and significant concurrent positions**

October 1998 Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)
April 2003 Registered as a Certified Public Accountant
July 2018 Joined BOOKOFF CORPORATION LIMITED
 General Manager of Accounting Department of BOOKOFF CORPORATION LIMITED
October 2018 General Manager of the Company
February 2021 Executive Officer of the Company (to present)

● **Date of birth**

November 11, 1972

● **Number of shares of the Company held**

800 shares

● **Particular conflicts of interest between the candidate and the Company**

None

● **Reason for the nomination**

Mr. Watanabe has expertise in the fields of finance and accounting as a certified public accountant. At a large accounting firm, he also gained extensive experience and knowledge concerning the support of many types of companies. As an Executive Officer of BOOKOFF, he has a strong commitment to operating businesses more efficiently and taking the necessary actions. He is a candidate for election as a Director because he has suitable skills for maintaining and operating an effective governance system to support the growth of the businesses of BOOKOFF and the BOOKOFF Group and to further increase the efficiency of corporate departments.

● **Candidate statement to shareholders**

The business climate has changed dramatically because of the impact of the COVID-19 pandemic on lifestyles.

I believe that risk management will be critical for managing business operations in order to achieve medium to long-term growth of corporate value as the outlook remains unclear.

I will use my experience as a certified public accountant to focus my energy on contributing to all aspects of corporate functions at BOOKOFF.

Candidate No.
4

Ryoichi Tomohiro

Candidate for reelection

Candidate for Outside Director

● Past experience, positions, responsibilities and significant concurrent positions

July 1979	Joined Shogakukan Hanbai Inc.
July 2008	General Manager of Marketing Division of SHOGAKUKAN Inc.
March 2011	Advisor of SHOWATOSHO Co.,Ltd.
July 2012	Director of SHOWATOSHO Co.,Ltd.
May 2013	Director of Shuppan Net & Works, K.K. (to present)
July 2013	Senior Managing Director of SHOWATOSHO Co.,Ltd.
July 2015	President of SHOWATOSHO Co.,Ltd. (to present)
June 2020	Outside Director of the Company (to present)

● Date of birth

September 28, 1955

● Number of shares of the Company held

0 share

● Term of office as Director (at the conclusion of this General Meeting of Shareholders)

2 years and 2 months

● Attendance at the Board of Directors meetings in FY5/2022

14/14 (100%)

● Particular conflicts of interest between the candidate and the Company

None

● Reason for the nomination and overview of expected roles

Mr. Tomohiro worked at a large publishing company for many years and has extensive experience and personal relationships in this industry. He also has management experience at a publishing logistics company. As a result, Mr. Tomohiro has considerable expertise involving information, trends and supply chains in the publishing industry. This background enables him to provide advice that reflects current trends and advice that uses his knowledge logistics operations in the publishing industry and cost cutting measures. He is a candidate for reelection as an Outside Director because he is capable of contributing to further increasing corporate value and achieving the sustained growth of the BOOKOFF Group.

● Candidate statement to shareholders

I am the president of SHOWATOSHO, a company involved with managing the distribution of publications of more than 40 companies, mainly Shogakukan, Shueisha and other Hitotsubashi Group companies.

During my time at a publishing company, I acquired a broad range of experience and knowledge about the publishing industry. I will use my knowledge of publishing logistics and the recycling of publications to contribute to more progress of the BOOKOFF Group's business operations. I respectfully ask for your support.

Candidate No.
5

Masaaki Takano

Candidate for reelection

Candidate for Outside Director

Candidate for Independent Executive

● Past experience, positions, responsibilities and significant concurrent positions

April 1981	Joined Isetan Co., Ltd. (currently Isetan Mitsukoshi Ltd.)
April 2007	General Manager of Isetan Matsudo store of Isetan Co., Ltd.
April 2009	Executive Officer, General Manager of Isetan Shinjuku store of Isetan Co., Ltd.
April 2011	President and CEO, Executive Officer of Niigata Isetan Mitsukoshi Co., Ltd.
April 2014	Managing Executive Officer, General Manager of Isetan Shinjuku store of Isetan Mitsukoshi Ltd.
October 2017	Joined Gurunavi, Inc. Vice President, Executive Officer in charge of new business
June 2018	Director, Vice President, Executive Officer, Deputy General Manager of Planning and Development Division of Gurunavi, Inc. Manager of “Food Tourism” Business Promotion Department of Planning and Development Division of Gurunavi, Inc.
January 2019	Advisor of Gurunavi, Inc. (to present)
June 2020	Outside Director of With us Corporation (to present)
June 2020	Outside Director of the Company (to present)

● Date of birth

December 16, 1958

● Number of shares of the Company held

0 share

● Term of office as Director (at the conclusion of this General Meeting of Shareholders)

2 years and 2 months

● Attendance at the Board of Directors meetings in FY5/2022

14/14 (100%)

● Particular conflicts of interest between the candidate and the Company

None

● Reason for the nomination and overview of expected roles

Mr. Takano has experience in many posts with substantial responsibilities, including the manager of a flagship store of a large department store group and the management of a subsidiary. He has extensive knowledge of operations and marketing at large department stores and many personal relationships in the industry. He is a candidate for reelection as an Outside Director so that he can continue to contribute to the operations and area marketing of large multi-faceted BOOKOFF Group stores and provide advice about businesses for affluent customers in order to contribute from an independent standpoint to further increasing the BOOKOFF Group's corporate value and achieving sustained growth. If Mr. Takano is reelected, he is expected to be a member of the Nomination Advisory Committee and Remuneration Advisory Committee where he will assist from an objective and neutral standpoint with decisions about director and other candidates and their remuneration.

● Candidate statement to shareholders

We are currently witnessing changes and challenges of an unprecedented magnitude in the environment for consumer activities. In this environment, I believe that customers' judgments regarding value and the standards for identifying value are becoming more sophisticated, speedy and complex.

Although the reuse market is growing in this environment, the number of players is increasing and customers are becoming even more demanding regarding their standards for selecting brands.

In this fiscal year, I will supervise and support BOOKOFF's management as I continue to use the standpoint of our customers to make the BOOKOFF Group a source of even more appealing corporate value and to attract more fans.

Candidate No.
6

Hideki Hasegawa

Candidate for reelection

Candidate for Outside Director

Candidate for Independent Executive

● Past experience, positions, responsibilities and significant concurrent positions

August 1994	Joined Accenture Japan Ltd.
August 2006	Senior Manager of Accenture Japan Ltd.
May 2008	Joined Tokyu Hands Inc. General Manager of IT Planning Department and Logistics Planning Department of Tokyu Hands Inc.
April 2010	General Manager of IT Planning Department and Mail Order Business Department of Tokyu Hands Inc.
April 2011	Executive Officer of Tokyu Hands Inc.
April 2013	President of HANDS LAB INC.
June 2018	President of Roquesta Co., Ltd. (to present)
October 2018	Executive Officer, CIO of Mercari, Inc.
January 2020	CIO of YOSHINOYA HOLDINGS CO., LTD. (to present)
February 2020	CIO of Co-Op Sapporo (to present)
May 2021	President of Cloud First, Inc. (to present)
August 2021	Outside Director of the Company (to present)

● Date of birth

January 31, 1971

● Number of shares of the Company held

1,000 shares

● Term of office as Director (at the conclusion of this General Meeting of Shareholders)

1 year

● Attendance at the Board of Directors meetings in FY5/2022

11/11 (100%)

● Particular conflicts of interest between the candidate and the Company

None

● Reason for the nomination and overview of expected roles

Mr. Hasegawa worked at a large consulting firm and was then the CIO of several companies where he was involved with the development, operation and cost management for IT services. As a result, he has considerable knowledge about trends concerning IT development and operations and the optimization of the associated expenses. For the IT strategy of the BOOKOFF Group, Mr. Hasegawa provides advice about the size and methods used for IT service development activities, project management and the cost of operating IT services. He is a candidate for reelection as an Outside Director because he is expected to contribute to further increasing corporate value and achieving sustained growth of the BOOKOFF Group from an independent standpoint. If Mr. Hasegawa is elected, he is expected to be a member of the Nomination Advisory Committee and Remuneration Advisory Committee where he will assist from an objective and neutral standpoint with decisions about director and other candidates and their remuneration.

● Candidate statement to shareholders

The reuse market is expected to continue growing in part because of trends in society that affect this market. At BOOKOFF Group Holdings, I will focus on playing a role in adding new product categories and diversifying points of contact with customers in order to expand the reuse market and provide even greater convenience and benefits for customers.

■ Proposal No. 4: Election of One Director Who Is an Audit & Supervisory Committee Member

Director Masayuki Chiba, who is a member of the Audit & Supervisory Committee, will resign as of the end of this General Meeting of Shareholders. Shareholders are asked to elect a substitute Director who will replace Mr. Chiba as an Audit & Supervisory Committee member.

Pursuant to the Company's Articles of Incorporation, the term of office of the substitute Director who is Audit & Supervisory Committee member, if approved by shareholders, will end at the same time as the term of office for Mr. Chiba.

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

The candidate for Directors who are Audit & Supervisory Committee members is as follows.

Yoshikazu Muta

New candidate

Candidate for Outside Director

● Past experience, positions, responsibilities and significant concurrent positions

April 1998 Joined Dai Nippon Printing Co., Ltd. ("DNP")
October 2019 Business Promotion Division of DNP
October 2019 Corporate Auditor of DNP Photo Imaging Japan Co., Ltd.
April 2022 Manager of the Business Promotion Department of the Business Planning Division, Publishing Innovation Headquarters of DNP (to present)

● Date of birth

December 10, 1975

● Number of shares of the Company held

0 share

● Particular conflicts of interest between the candidate and the Company

None

● Reason for the nomination

Mr. Muta has extensive knowledge concerning organizational operations at large companies and experience as a group company auditor. This professional knowledge makes him suitable for auditing the BOOKOFF Group, primarily concerning advice and supervision about establishing and operating governance systems at group companies. He is a candidate for election as a replacement Outside Director and Audit & Supervisory Committee member in order to use this advice and supervision for increasing corporate value and achieving sustained growth.

● Candidate statement to shareholders

Until now, my career has been mainly in the publishing and printing industries. I believe I can contribute to improving the soundness of corporate governance by using my knowledge gained from many years in the publishing industry and from my experience in corporate planning and as a corporate auditor.

In addition, the social environment is becoming increasingly diverse and wide-ranging. While submitting advice concerning responses to social changes, I want to provide information and other statements based on trends in the publishing industry in order to achieve the medium to long-term growth of corporate value.

Notes 1: The Company has entered into an agreement with Outside Directors in accordance with Paragraph 1, Article 427 of the Companies Act to limit liabilities for damages to the Company as stipulated in Paragraph 1, Article 423 of the Companies Act. The Company intends to limit the liabilities under the agreement to the minimum liability amount as stipulated in Paragraph 1, Article 425 of the Companies Act. If Mr. Yoshikazu Muta is elected, the Company plans to extend this agreement.

2: The Company has entered into a directors and officers liability insurance contract with an insurance company in accordance with the provisions of Paragraph 1, Article 430-3 of the Companies Act of Japan, and the insurance contract covers damages arising from the assumption of responsibility for the execution of duties by the insured persons, including the Company's directors, or from the receipt of claims related to the pursuit of such responsibility (however, this does not apply to cases of personal gain, favors, illegal acts, etc. by the insured person.) In the event that Mr. Yoshikazu Muta is elected and assumes office as a Director, he will become an insured person under the relevant insurance policy. The insurance policy is scheduled to be renewed with the same terms and conditions at the next renewal.

Reference

Skill matrix for Directors

If Proposals 3 and 4 are approved with no revisions at this General Meeting of Shareholders, the composition of the Board of Directors and the major categories of knowledge, experience, capabilities and professional skills of the directors will be as follows.

	Name	Corporate management	Marketing	Industry knowledge	IT/technology	Finance/accounting	Compliance	Risk management	HR development/diversity	Environmental Society	Governance
Directors	Yasutaka Horiuchi	●		●	●	●		●			
	Yoko Mori						●		●	●	
	Norihiro Watanabe					●	●	●			●
	Ryoichi Tomohiro	●		●							●
	Masaaki Takano	●	●	●					●	●	●
	Hideki Hasegawa	●		●	●						●
Directors who are members of the Audit & Supervisory Committee	Hideaki Tamura					●	●				●
	Agasa Naito						●	●			●
	Yoshikazu Muta			●				●			●

* The above information does not represent all the knowledge, experience, and abilities possessed by the candidates for Directors.

Independence Standards of the Outside Directors

BOOKOFF GROUP HOLDINGS LIMITED (hereinafter “the Company”) shall deem any Outside Director lacking independence if he or she falls under any of the following items:

1. As of the present day or within the past one year, any Outside Director is/was an executive director, executive officer, other similar officer or employee (hereinafter “Executive Person”) of “a present customer with whom the Company and its subsidiaries (hereinafter “the Group”) cannot promptly discontinue transactions” or “a present customer who cannot promptly discontinue transactions with the Group.”
2. As of the present day or within the past one year, any Outside Director is/was a professional belonging to an organization that is the Group’s “present fee recipient with whom the Group cannot promptly terminate the contract” or the Group’s “present fee recipient who cannot promptly terminate the contract with the Group.”
3. Within the past 10 years, any Outside Director is/was an Executive Person or non-executive director of the present parent company of the Company.
4. Within the past 10 years, any Outside Director is/was an Audit & Supervisory Board Member of the present parent company of the Company.
5. Within the past 10 years, any Outside Director is/was an Executive Person of the present fellow subsidiary of the Company.
6. As of the present day or within the past one year, any Outside Director receives/received from the Group cash or other properties at the amount of ¥2.4 million or more per year other than remuneration as an Outside Director.
7. A spouse or a person within the second degree of affinity of any Outside Director is/was a person who falls/fell under any of the above items 1 to 6.
8. Within the past one year, a spouse or a person within the second degree of affinity of any Outside Director was an Executive Person or a non-executive director of the Company.
9. As of the present day or within the past one year, a spouse or a person within the second degree of affinity of any Outside Director was an Executive Person or a non-executive director of the Company’s subsidiaries.
10. Any Outside Director holds 10% or more of the voting rights of the Company (or is an Executive Person of a legal entity that holds 10% or more of the voting rights of the Company).
11. Any Outside Director is an Executive Person of a legal entity for whom an Executive Person of the Group is an Outside Director.
12. Any Outside Director receives from the Group donations that he or she cannot promptly discontinue receiving (or is an Executive Person of an organization that receives from the Group donations that it cannot promptly discontinue receiving).
13. As of the present day or within past one year, any Outside Director is/was an Executive Person of a present “other associated companies” or the “parent company or subsidiaries of the other associated companies) of the Company.
14. An aggregate term of office as Outside Director of the Company exceeds 10 years.

Evaluation of the Board of Directors Effectiveness

The Company has put in place a system under which each Director makes its self-assessment and the Board of Independent Outside Directors conducts analysis and assessment of the effectiveness of the entire Board of Directors as well as the assessment of the Chairman of the Board of Directors.

During the fiscal year that ended May 31, 2022, the assessments for the Board of Directors were performed by (1) Self-assessment by Internal Directors, (2) Assessment of all Directors using questionnaires and opinion hearing from them, (3) Assessment to the entire Board of Directors by Outside Directors, and (4) Assessment of Internal Directors and the Chairman of the Board of Directors by Outside Directors. Regarding the effectiveness of the composition, agenda, discussions and operation of the Board of Directors, the assessments confirmed that “the functions of the Board of Directors are generally effective and the overall effectiveness is sufficient.” Furthermore, the assessments determined that the addition of a Director with expertise involving digital technologies, which was identified as a need in the prior year’s assessments, has resulted in more thorough discussions by the Directors.

There were also opinions concerning issues that have been continuing from a medium to long-term standpoint that the Board of Directors needs to continue measures for holding even more thorough discussions about business operations and governance.

Activities will continue to increase the effectiveness of the Board of Directors as well as to enable the board to contribute to the sustained growth of business operations and programs that help solve environmental and social problems.

Nomination of Candidates for Directors

The Nomination Advisory Committee consists of the President and three Independent Outside Directors. This committee has examined the candidates for election as Directors at this General Meeting of Shareholders and, after notifying the Audit & Supervisory Committee of its conclusions, submitted its conclusions to the Board of Directors. The Board of Directors used the committee’s conclusions as the basis for discussions and the final selection of the Director candidates. The Audit & Supervisory Board has given its consent to the candidates for Directors who are Audit & Supervisory Committee.

The Company’s Initiatives Related to Japan’s Corporate Governance Code

The Company discloses the implementation status of each basic principle of the Corporate Governance Code by posting it as “Our Initiatives Related to Japan’s Corporate Governance Code” on its website: <https://www.bookoffgroup.co.jp/en/>