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Securities Code: 8715

June 7, 2023

(Date of commencement of electronic provision measures: May 31, 2023)

To our shareholders:

Komori Nobuaki
Representative Director
Anicom Holdings, Inc.
8-17-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo

Notice of the 23rd Annual General Meeting of Shareholders

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

We would like to inform you that the 23rd Annual General Meeting of Shareholders of Anicom Holdings, Inc. (the “Company”) will be held as indicated below.

When convening this Annual General Meeting of Shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures under the title “Notice of the 23rd Annual General Meeting of Shareholders” on the following Company website on the internet.

The Company website:
<https://www.anicom.co.jp/ir/stock/shareholder/> (Japanese only)

In addition to the website shown above, the Company also has posted this information on the website of Tokyo Stock Exchange (TSE) on the internet.

The TSE website:
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

To view the information, please access the above website, input the issue name (Anicom) or securities code, click “Search,” then click “Basic information,” and select “Documents for public inspection/PR information.”

If you will not attend the meeting in person, you may exercise your voting rights via the internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights, so that your vote is received by 6:00 p.m. on Thursday, June 22, 2023 (JST).

1. Date and Time: Friday, June 23, 2023 at 2:00 p.m. (JST)

2. Venue: BELLESALLE Shinjuku Grand Conference Center
5th floor, Sumitomo Fudosan Shinjuku Grand Tower
8-17-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo

3. Purpose of the Meeting:

- Matters to be reported:**
1. The Business Report and the Consolidated Financial Statements for the fiscal year 2022 (from April 1, 2022 to March 31, 2023), and the results of audit of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
 2. The Non-consolidated Financial Statements for the fiscal year 2022 (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Six Directors
Proposal No. 3: Election of One Audit & Supervisory Board Member

- If you attend the meeting in person, you are kindly requested to submit the enclosed voting form at the reception.
- If any changes are made to the matters subject to electronic provision measures, such changes will be posted on each website where the documents are posted.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company recognizes the return of profit to its shareholders as a key management priority and makes it a basic policy to pay ongoing and stable dividends from a medium to long-term perspective while taking into account financial soundness and capital efficiency.

In the fiscal year under review, the first year of the Mid-term Management Plan FY2022-FY2024, we will achieve even higher corporate value in line with our management vision for the second founding period while at the same time balancing capital, risk, and return, and gradually improve shareholder returns to achieve a dividend payout ratio of around 20% in the fiscal year 2024. Based on careful consideration of these, the Company plans to pay an increased year-end dividend for the fiscal year under review as follows.

- (1) Type of dividend property
To be paid in **cash**.
- (2) Allotment of divided property and their aggregate amount
¥4.00 per common share of the Company
The total dividends will be **¥324,990,736**.
- (3) Effective date of dividends of surplus
June 26, 2023

Proposal No. 2: Election of Six Directors

The terms of office of all seven Directors will expire at the conclusion of this Annual General Meeting of Shareholders.

In that regard, the Company proposes to elect six Directors, including four Outside Directors, reducing the number of Directors by one in order to improve the efficiency of the management structure.

Furthermore, in regard to the appointment of candidates for Director, from the perspective of ensuring objectivity and transparency, this was deliberated by the Nomination, Compensation, and Governance Committee, which is an advisory committee to the Board of Directors of the Company, mainly comprised of Independent Outside Officers, and was determined by the Board of Directors.

The candidates for Directors are as follows:

Candidate No.	Name	Gender	Positions in the Company	Attendance at Board of Directors meetings
1	Komori Nobuaki [Reappointment]	Male	Representative Director and President Executive Officer	100% (14/14 times)
2	Momose Yumiko [Reappointment]	Female	Representative Director and Vice President Executive Officer	100% (14/14 times)
3	Tanaka Eiichi [Reappointment] [Outside] [Independent]	Male	Director	100% (14/14 times)
4	Shoyama Katsuo [Reappointment] [Outside] [Independent]	Male	Director	90% (9/10 times)
5	David G. Litt [Reappointment] [Outside] [Independent]	Male	Director	100% (10/10 times)
6	Takemi Hiromitsu [Reappointment] [Outside] [Independent]	Male	Director	100% (10/10 times)

Note: The attendance at Board of Directors meetings of Shoyama Katsuo, David G. Litt, and Takemi Hiromitsu covers meetings held after they assumed office as Directors. Takemi Hiromitsu attended all four Board of Directors meetings held before he left office as Audit & Supervisory Board Member.

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions	Number of the Company's shares owned
1	<p>Komori Nobuaki (May 2, 1969) [Reappointment]</p> <p>Number of years serving as Director: 22 years and 11 months</p> <p>Attendance at Board of Directors meetings: 14/14 times (100%)</p>	<p>1992 Joined Tokio Marine & Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.)</p> <p>2000 Established the Company President and Representative Director</p> <p>2017 Director of AHB Inc (current position)</p> <p>2018 Director, Chairman, and Executive Officer of Anicom Insurance, Inc. (current position)</p> <p>2018 Representative Director and President Executive Officer of the Company (current position)</p> <p>2020 Director of Anicom Specialty Medical Institute, Inc. (current position)</p> <p>2021 Director of Anicom Pafe, Inc. (current position) (Responsibility) Executive Manager, Internal Audit Office</p>	1,667,800 shares
<p>[Reasons for nomination as candidate for Director] He is the Company's founder and has supervised the management of the Group overall and driven its business as the Representative Director since its foundation in 2000. The Company proposes his election as Director due to his wide range of knowledge, experience, and judgment capabilities required for corporate management, in addition to sufficient knowledge and experience related to the non-life insurance business.</p>			
2	<p>Momose Yumiko (September 8, 1967) [Reappointment]</p> <p>Number of years serving as Director: 3</p> <p>Attendance at Board of Directors meetings: 14/14 times (100%)</p>	<p>1991 Joined Tokio Marine & Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.)</p> <p>2000 Joined the Company</p> <p>2003 Director</p> <p>2005 Managing Director</p> <p>2010 Managing Director of Anicom Insurance, Inc.</p> <p>2015 Senior Managing Director</p> <p>2018 Director and Senior Managing Executive Officer (current position)</p> <p>2018 Senior Managing Executive Officer</p> <p>2020 Director and Senior Managing Executive Officer</p> <p>2022 Representative Director and Vice President Executive Officer (current position) (Responsibility) Compliance Promotion Department, Risk Management Department, Human Resources Management Department, Intellectual Property Department, DX Planning Department</p>	851,800 shares
<p>[Reasons for nomination as candidate for Director] She is one of the Company's founding members and has been involved in the overall management of the Group since its foundation in 2000. Currently, as Representative Director and Vice President Executive Officer, she is in charge of the human resources, compliance, and risk management departments, contributing to strengthening the Company's internal management structure. She is also in charge of intellectual property and DX planning, contributing to promoting the Group's intellectual property strategy and digitalization. As she has acquired knowledge, experience, and judgment capabilities required for the management of the Company as an insurance company group through her prior experience, the Company proposes her election as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions		Number of the Company's shares owned
3	Tanaka Eiichi (November 25, 1953) [Reappointment] [Outside] [Independent] Number of years serving as Director: 3 Attendance at Board of Directors meetings: 14/14 times (100%)	1978	Joined the Ministry of Posts and Telecommunications	-
		2007	Director-General of the Radio Department, Telecommunications Bureau, Ministry of Internal Affairs and Communications	
		2008	Director-General for Policy Coordination, Minister's Secretariat	
		2010	Director-General of Minister's Secretariat	
		2010	Director-General for Information and Communications Bureau	
		2012	Vice-Minister for Policy Coordination	
		2013	Adviser of Sompo Japan Nipponkoa Insurance Inc. (currently Sompo Japan Insurance Inc.)	
		2015	Executive Vice President of NTT Communications Corporation	
		2019	Director of Secure Broadcasting Authorization and Research Center	
		2019	Audit & Supervisory Board Member of GC Story co., ltd. (current position)	
		2020	Outside Director of the Company (current position)	
[Reasons for nomination as candidate for Outside Director and roles expected of candidate] He has held key positions successively at the Ministry of Posts and Telecommunications and the Ministry of Internal Affairs and Communications. Moreover, he has been involved in corporate management at NTT Communications Corporation while also being deeply involved in initiatives that combine business with SDGs. With growing expectations for corporate contribution to SDGs as a background, the Company expects that he will perform an appropriate supervisory function while utilizing his specialized knowledge, cultivated through his prior experience, for the management of the Company, and provide valuable proposals at the Board of Directors, and as such proposes his election as Outside Director.				
4	Shoyama Katsuo (February 21, 1955) [Reappointment] [Outside] [Independent] Number of years serving as Director: 1 Attendance at Board of Directors meetings: 9/10 times (90%)	1978	Joined ASAHI BREWERIES, LTD. (currently Asahi Group Holdings, Ltd.)	-
		2008	Senior Officer and General Manager of Higashi-kanto Regional Headquarters	
		2011	Corporate Officer and General Manager of Chugoku Regional Headquarters	
		2013	President and Representative Director of LB Co., Ltd.	
		2016	Senior Managing Director of Asahi Group Foods, Ltd.	
		2017	President and Representative Director	
		2021	Company Friend of Asahi Group Holdings, Ltd. (current position)	
		2022	Outside Director of KAMEDA SEIKA CO., LTD. (current position)	
		2022	Outside Director of the Company (current position)	
[Reasons for nomination as candidate for Outside Director and roles expected of candidate] He has a wealth of experience and insight in corporate management and the food business, having served in various important positions at ASAHI BREWERIES, LTD. and other companies and as President and Representative Director of Asahi Group Foods, Ltd. Based on such experience and insight, the Company expects that he will provide advice and guidance on the Company's management, including the various business projects undertaken by the Group, and that he will perform an appropriate supervisory function, and as such proposes his election as Outside Director.				

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions		Number of the Company's shares owned
5	David G. Litt (October 10, 1962) [Reappointment] [Outside] [Independent] Number of years serving as Director: 1 Attendance at Board of Directors meetings: 10/10 times (100%)	1988	Judicial Clerk to the Chief Judge Alfred T. Goodwin of the U.S. Court of Appeals for the Ninth Circuit	-
	1989	Admission to the State Bar of California		
		1990	Judicial Clerk to Justice Anthony M. Kennedy of the U.S. Supreme Court	
		1991	Admission to the District of Columbia Bar	
		1991	Joined O'Melveny & Myers LLP, Partner	
		2007	Joined Morrison & Foerster LLP, Partner	
		2012	CEO and Representative Director, Deneb Renewable Energy KK	
		2015	Professor, Keio University Law School (current position)	
		2020	Joined O'Melveny & Myers LLP, Foreign lawyer (current position)	
		2022	Outside Director of the Company (current position)	
[Reasons for nomination as candidate for Outside Director and roles expected of candidate] He has a wealth of experience and expertise in the field of international legal affairs as a professor of Keio University Law School and as a foreign lawyer, as well as knowledge in the areas of corporate management and the SDGs, including serving as a Representative Director of a renewable energy company. Based on his experience, knowledge and insight, the Company expects that he will provide appropriate advice to the Company's management, and that he will perform an appropriate supervisory function, and as such proposes his election as Outside Director.				
6	Takemi Hiromitsu (December 16, 1952) [Reappointment] [Outside] [Independent] Number of years serving as Director: 1 Attendance at Board of Directors meetings: 10/10 times (100%)	1975	Joined Japan Development Bank (currently Development Bank of Japan)	-
		1982	MBA, University of Rochester, USA	
		1998	Harvard Business School, USA	
			Completed Advanced Management Program	
		2001	Vice Director of Research Institute of Capital Formation, Development Bank of Japan	
		2004	Executive Officer of ShinGinko Tokyo, Limited (currently Kiraboshi Bank, Ltd.)	
		2006	Professor of Graduate School of Accounting & Finance, Chiba University of Commerce (Field of academic interests: Corporate governance and corporate finance)	
		2007	PhD in Policy Studies, Graduate School of Policy Studies, Chiba University of Commerce	
		2017	Outside Audit & Supervisory Board Member of the Company	
		2022	Outside Director of the Company (current position)	
		2023	Emeritus and Visiting Professor of Graduate School of Accounting & Finance, Chiba University of Commerce (Field of academic interests: Corporate governance, business ethics, finance, and economics) (current position)	
[Reasons for nomination as candidate for Outside Director and roles expected of candidate] He has a wealth of experience, track record and insights about corporate governance and corporate finance, supported by his deep academic knowledge. He also has the experience of being involved in the management of a financial institution. The Company expects that he will put his wide-ranging experience, track record and insights to use for the Company's management and that he will perform as appropriate supervisory functions, and as such proposes his election as Outside Director.				

(Notes)

- There are no special interests between any of the candidates for Director and the Company.
- Tanaka Eiichi, Shoyama Katsuo, David G. Litt, and Takemi Hiromitsu are candidates for Outside Director. At the conclusion of this Annual General Meeting of Shareholders, Tanaka Eiichi will have served as Outside Director for a period of three years, and Shoyama Katsuo, David G. Litt, and Takemi Hiromitsu will have served as Outside Directors for a period of one year. The Company has submitted a notification to Tokyo Stock Exchange, Inc. concerning the appointments of Tanaka Eiichi, Shoyama Katsuo, David G. Litt, and Takemi Hiromitsu as Independent Officers as provided for by the aforementioned Exchange. If their reelections are approved, the Company plans to notify them again as Independent Officers.
- Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Tanaka Eiichi, Shoyama Katsuo, David G. Litt, and Takemi Hiromitsu to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph 1 of the same Act, and if their reelections are approved, the Company plans to renew the aforementioned agreement with them.
- The number of the Company's shares owned by Momose Yumiko is the number of stocks actually owned by her, including stocks owned as regulated marketable securities in trust.

5. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. Details of the contract are as described on page 24 of the Business Report (available in Japanese). If the elections of the candidates for Director are approved, they will be included in the insured of this insurance contract. In addition, the Company plans to renew the insurance contract with the above details when it is due for renewal.

Proposal No. 3: Election of One Audit & Supervisory Board Member

The term of office of the Audit & Supervisory Board Member Suda Kuniyuki will expire at the conclusion of this Annual General Meeting of Shareholders. In that regard, the Company proposes to elect one Audit & Supervisory Board Member.

Furthermore, in regard to the appointment of the candidate for Audit & Supervisory Board Member, from the perspective of ensuring objectivity and transparency, this is deliberated by the Nomination, Compensation, and Governance Committee, which is an advisory committee to the Board of Directors of the Company, mainly comprised of Independent Outside Officers, and is determined by the Board of Directors.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions	Number of the Company's shares owned
1	Aoyama Keiji (February 2, 1949) [New Appointment] [Outside] [Independent]	1973 Joined National Tax Agency 1987 Consul of Consulate-General of Japan in Hong Kong 1998 Director of International Operations Division of National Tax Agency 2003 Visiting scholar at New York University School of Law 2004 Deputy Commissioner (International Affairs) of National Tax Agency 2006 Professor (tax law) at Graduate School of Business Sciences, University of Tsukuba 2009 Project Leader of International Taxation Committee of Keidanren the 21st Century Public Policy Institute (current position) 2012 Professor (tax law) at Graduate School of Accountancy, WASEDA University 2019 Tax advisor of Nomura Institute of Estate Planning (current position) 2019 Outside Auditor of Genesis Healthcare Co. (current position) 2020 Visiting professor at Graduate School of Accounting & Finance, Chiba University of Commerce (current position)	–
[Reasons for nomination as candidate for Outside Audit & Supervisory Board Member] He has considerable knowledge in corporate accounting and taxation developed over his long years of service with the National Tax Agency in various areas of tax administration. He has also made outstanding achievements in education, research, and social contribution activities, and is highly regarded as a leading expert in the field of international taxation. The Company proposes his election as an Outside Audit & Supervisory Board Member so that he can utilize his specialized knowledge, experience, and profound insight to strengthen the Company's auditing system.			

(Notes)

1. There are no special interests between Aoyama Keiji and the Company.
2. Aoyama Keiji is a candidate for Outside Audit & Supervisory Board Member. He is a new candidate. Although he has no direct experience in corporate management other than as an outside corporate auditor, we believe he can appropriately perform his duties for the above reasons. If his election is approved, the Company plans to designate him as a new Independent Officer and submit a notification to Tokyo Stock Exchange, Inc. concerning his appointment as provided for by the aforementioned Exchange.
3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with Aoyama Keiji, if his election is approved, to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph 1 of the same Act.
4. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. Details of the contract are as described on page 24 of the Business Report (available in Japanese). If the election of Aoyama Keiji is approved, he will be included in the insured of this insurance contract. In addition, the Company plans to renew the insurance contract with the above details when it is due for renewal.

**(Reference) Expertise and Experience of Outside Directors and Outside Audit & Supervisory Board Members
(including the Candidates) (Skill Matrix)**

		Corporate Management	Financial Affairs/ Accounting/ Finance	Human Resource Management	Risk Management	Legal Affairs/ Compliance	R&D/ Life Science	Internationalism
Director	Tanaka Eiichi	●		●	●			
	Shoyama Katsuo	●		●	●			
	David G. Litt	●			●	●		●
	Takemi Hiromitsu	●	●	●				
Audit & Supervisory Board Member	Iwamoto Koichiro				●	●		
	Ito Koichi						●	●
	Aoyama Keiji		●			●		●

(Reference) Policy for Appointment of Directors and Audit & Supervisory Board Members

The Company selects highly knowledgeable executives and others in a wide range of fields to enable discussion of the Group's management strategies and issues from objective and multifaceted perspectives. The Group Basic Policy on Corporate Governance defines the policy for the appointment of Directors and Audit & Supervisory Board Members as follows.

Requirements for the Appointment of Directors

1. Directors of the Company and Anicom Insurance, Inc. shall possess a good understanding of each company's business type, the extensive knowledge needed for corporate management, and sufficient judgment capabilities to decide on important matters of business execution as members of each company's Board of Directors.
2. Outside Directors of the Company and Anicom Insurance, Inc. shall, in addition to fulfilling the requirements stipulated in the previous paragraph, possess a high level of insight and abundant experience in fields such as corporate management, financial services, finance and accounting, legal affairs, internal controls including legal compliance, technological innovation, and human resources management (HRM). In principle, Outside Directors must meet the standards for independence set forth in Article 14.
3. Directors who are also engaged in the day-to-day management of Anicom Insurance, Inc. shall, in addition to fulfilling the requirements stipulated in Paragraph 1 above, possess the "knowledge and experience to carry out business management of an insurance company in an appropriate, fair and efficient manner" prescribed under Article 8-2 of the Insurance Business Act, as well as "sufficient social credibility."

Requirements for the Appointment of Audit & Supervisory Board Members

1. Audit & Supervisory Board Members of the Company and Anicom Insurance, Inc. shall be capable of ensuring sound and sustainable corporate growth and contributing to the establishment of an excellent corporate governance system to respond to social trust by engaging in high-quality audit and supervision, based on a consideration of factors such as their professional capability as Audit & Supervisory Board Members, their previous achievements and experience, etc.
2. Outside Audit & Supervisory Board Members of the Company and Anicom Insurance, Inc. shall, in addition to fulfilling the requirements stipulated in the previous paragraph, possess a high level of insight and abundant experience in fields such as corporate management, financial services, finance and accounting, legal affairs, internal controls including legal compliance, technological innovation, and human resources management (HRM). In principle, Outside Audit & Supervisory Board Members must meet the independence standards set forth in Article 14.
3. Audit & Supervisory Board Members of Anicom Insurance, Inc. shall, in addition to fulfilling the requirements stipulated in the two preceding paragraphs, possess the "knowledge and experience to supervise the execution of duties of directors of an insurance company in an appropriate, fair, and efficient manner" prescribed under Article 8-2 of the Insurance Business Act, as well as "sufficient social credibility."

(Reference) Independence Standards for Outside Officers

In accordance with the requirements and standards set forth by financial instrument exchanges, the Group Basic Policy on Corporate Governance stipulates the following Independence Standards for Outside Officers.

The Company's Outside Directors and Outside Audit & Supervisory Board Members shall be determined to be independent of the Company if they correspond to none of the following.

- (i) Persons in an executive position at the Company or a subsidiary of the Company
- (ii) Persons who have been in an executive position at the Company or a subsidiary of the Company during the past ten (10) years
- (iii) Persons for whom the Company or Anicom Insurance, Inc. is a major trading partner (a trading partner for which the transaction amount with the Company or Anicom Insurance, Inc. was equivalent to at least 2% of consolidated net sales in the most recent fiscal year) or persons in an executive position at such an organization
- (iv) Persons who are major trading partners of the Company or Anicom Insurance, Inc. (trading partners for which the transaction amount with the Company or Anicom Insurance, Inc. was equivalent to at least 2% of consolidated net sales of the Company in the most recent fiscal year) or persons in an executive position at such a major trading partner
- (v) Persons who are major lenders, such as financial institutions, upon which the Group depends for financing to an extent that makes them indispensable and irreplaceable, or persons in an executive position at such a major lender
- (vi) Persons in an executive position at an incorporated organization, association, or other organization that receives donations from the Company or Anicom Insurance, Inc. and has received such donations exceeding a certain amount (10 million yen or 2% of the total income of the organization during the most recent fiscal year, whichever is higher) during the most recent fiscal year
- (vii) Persons who are the spouse or relative within the third degree of kinship of a Director, Audit & Supervisory Board Member, or Executive Officer of the Company or one of its subsidiaries
- (viii) Persons who receive compensation apart from officers' compensation in the capacity of a consultant, accountant, attorney, or other specialist, and have received such compensation exceeding a certain amount (10 million yen or 2% of the total income of the incorporated organization, association, or other organization to which the specialist belongs, during the most recent fiscal year, whichever is higher) during the most recent fiscal year
- (ix) Persons who, as of the end of the most recent fiscal year, hold, or are in an executive position at an organization that holds, at least 10% of all shareholder voting rights in the Company