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(Securities Code: 3107)

June 7, 2021

To our shareholders:

Yukihiro Nishimura Representative Director, President  
**Daiwabo Holdings Co., Ltd.**  
6-8, Kyutaromachi 3-chome, Chuo-ku, Osaka

## NOTICE OF THE 111TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

This is to notify you of the 111th Annual General Meeting of Shareholders of Daiwabo Holdings Co., Ltd. (the “Company”), which will be held as described below.

This year, from the perspective of preventing the spread of COVID-19 infections, the Company requests that, to the extent possible, you exercise your voting rights in writing or via the internet, etc., and refrain from coming to the venue on the day of the meeting.

Please exercise your voting rights no later than 5:30 p.m. on June 28, 2021 (Monday), after reviewing the Reference Documents for the Annual General Meeting of Shareholders.

**1. Date and Time:** Tuesday, June 29, 2021 at 10:00 a.m. (Japan Standard Time)

**2. Venue:** Obic Hall, Obic Midosuji Bldg. 2nd Floor  
4-2-3 Hiranomachi, Chuo-ku, Osaka

- Please note that the venue for this year’s meeting has changed.

### 3. Purposes:

#### Items to be reported:

1. Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements for the 110th Term (from April 1, 2020 to March 31, 2021)
2. Results of audit of the Consolidated Financial Statements for the 110th Term by the Accounting Auditor and the Audit & Supervisory Board

#### Items to be resolved:

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Seven (7) Directors  
**Proposal 3:** Election of One (1) Audit & Supervisory Board Member

### 4. Other Matters Regarding the Convocation of the Meeting

- (1) If a voting right is exercised both in writing and via the Internet, etc., the vote exercised via the Internet, etc. shall be deemed effective.
- (2) If a voting right is exercised multiple times via the Internet, etc., the last vote shall be deemed effective.

## Request to consider refraining from attending

The Company will hold the General Meeting of Shareholders for this fiscal year after making the maximum effort to prevent the spread of COVID-19, such as reducing the scale of the meeting and shortening the time spent in the venue. From the perspective of preventing the spread of infection, we ask that you also consider refraining from attending the meeting in person. We ask for your understanding and cooperation as you may exercise your voting rights either in writing or via the Internet and other means instead of attending the meeting in person.

<For shareholders attending the meeting>

Please understand that people who refuse to cooperate with wearing a mask and using alcohol disinfectant in the venue, people who are found to have fevers and people who appear to be unwell may be refused entry and be asked to leave.

If there is a major change in the operation or venue of the General Meeting of Shareholders due to future outbreaks, it will be posted on the Company's website (<https://www.daiwabo-holdings.com/>), and ask that you please refer to it.

## Proposals and References

### Proposal 1: Appropriation of Surplus

As our important task for the management is distribution of profits, our basic policy is to distribute profits to our shareholders continuously and stably while maintaining a necessary internal reserve based on performance.

With consideration to the actual results of current term, the distribution of the surplus is proposed as indicated below.

Matters related to year-end dividends

- (1) Allocation of dividend property and total amount thereof

300 yen per common share of the Company

Total amount of dividends: 5,768,508,300 yen

Note: Effective April 1, 2021, the Company implemented a split of its common shares at a ratio of 5 shares for 1 share. The record date for the year-end dividend for the current term (the 110th) is March 31, 2021, meaning the dividend will be implemented based on the number of shares prior to said share split.

- (2) Effective date of distribution of dividends of surplus

June 30, 2021

**Proposal 2:** Election of Seven (7) Directors

As the terms of office of all five (5) Directors will expire at the close of this Annual General Meeting of Shareholders, the Company proposes that the number of Director positions be increased by two (2) in order to strengthen the management system, and that seven (7) Directors be elected.

The candidates for Directors are as follows:

No.		Name	Gender	Position and responsibility
1	Reelection	Yukihiro Nishimura	Male	Representative Director, President
2	Reelection	Toshihiro Tatsumi	Male	Managing Director Representative of Group headquarters
3	New election	Mitsushige Yasuda	Male	
4	Reelection Outside Independent Officer	Kenichi Dohi	Male	Director
5	Reelection Outside Independent Officer	Kazuyuki Nakamura	Male	Director
6	New election Outside Independent Officer	Yukiko Yoshimaru	Female	
7	New election Outside Independent Officer	Takako Fujiki	Female	

No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares held
1	<p data-bbox="336 365 533 454">Yukihiro Nishimura (June 14, 1961) Reelection</p> <p data-bbox="395 495 474 551">Tenure: 4 years</p> <p data-bbox="288 591 580 680">Attendance at meetings of the Board of Directors: 16 out of 16 (100%)</p>	<p data-bbox="611 264 1230 320">Apr. 1985      Joined DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p data-bbox="611 331 1171 387">June 2006      Director of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p data-bbox="611 398 1150 454">Apr. 2012      Managing Director of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p data-bbox="611 465 1209 499">June 2012      Executive Managing Officer of the Company</p> <p data-bbox="611 499 1203 589">June 2017      Director Executive Managing Director and Representative of Group headquarters of the Company</p> <p data-bbox="611 589 1150 645">June 2017      Director, DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p data-bbox="611 656 1230 712">June 2018      Director Senior Executive Managing Officer of the Company</p> <p data-bbox="611 723 1166 779">Apr. 2020      Representative Director, President of the Company (present position)</p>	21,500 shares
<p data-bbox="272 786 762 819">Reason for nominating as a candidate for Director</p> <p data-bbox="272 819 1426 972">Yukihiro Nishimura has extensive work experience through being involved mainly in the IT Infrastructure Distribution Business since he joined the Company. He has knowledge of business in general, global business management, and in administration and operations work as he has served as Director Executive Managing Officer of the Company since 2017, Director Senior Executive Managing Officer since 2018, and as Representative Director, President of the Company since 2020. The Company is therefore re-nominating him as a candidate for Director.</p>			
2	<p data-bbox="328 1144 541 1234">Toshihiro Tatsumi (September 13, 1955) Reelection</p> <p data-bbox="395 1274 474 1330">Tenure: 1 year</p> <p data-bbox="288 1370 580 1460">Attendance at meetings of the Board of Directors: 12 out of 12 (100%)</p>	<p data-bbox="611 981 1230 1037">Mar. 1985      Joined DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p data-bbox="611 1048 1214 1137">Oct. 2004      General Manager of Finance Department, DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p data-bbox="611 1149 1171 1205">June 2007      Director of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p data-bbox="611 1216 1203 1272">June 2011      Executive Officer, Deputy Representative of Group headquarters of the Company</p> <p data-bbox="611 1283 1203 1373">June 2017      Executive Managing Officer, Deputy Representative of Group headquarters of the Company</p> <p data-bbox="611 1373 1209 1462">June 2017      Director, General Manager of Administration Division, DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p data-bbox="611 1473 1166 1563">June 2019      Managing Director, General Manager of Administration Division of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p data-bbox="611 1574 1230 1630">June 2020      Managing Director, Representative of Group headquarters of the Company (present position)</p>	13,000 shares
<p data-bbox="272 1626 762 1659">Reason for nominating as a candidate for Director</p> <p data-bbox="272 1659 1426 1814">Toshihiro Tatsumi accumulated extensive experience and deep insights over a period of many years, primarily in the finance department, since joining DAIWABO INFORMATION SYSTEM CO., LTD. He has knowledge of business in general and finance administration as he has served as Director of DAIWABO INFORMATION SYSTEM CO., LTD. since 2007, Executive Officer since 2011, and Managing Director since 2020. The Company is therefore re-nominating him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares held
3	<p>Mitsushige Yasuda (January 5, 1966) New election</p>	<p>Apr. 1988    Joined DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Jan. 2008    General Manager of Tokyo Sales Department of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Apr. 2009    General Manager of Wide-Area Sales Department of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Apr. 2014    General Manager of Corporate Planning Office and CSR Promotion Office of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Apr. 2019    General Manager of Finance Department, DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>June 2020    Director of DAIWABO INFORMATION SYSTEM CO., LTD. (present position) General Manager of Administration Division of DAIWABO INFORMATION SYSTEM CO., LTD.</p> <p>Apr. 2021    Representative of Administration Division of DAIWABO INFORMATION SYSTEM CO., LTD. (present position)</p> <p>Significant concurrent positions outside the Company Director, DAIWABO INFORMATION SYSTEM CO., LTD.</p>	5,265 shares
<p>Reason for nominating as a candidate for Director</p> <p>Mitsushige Yasuda has extensive experience and deep insights gained over a period of many years in the sales and administration departments after joining DAIWABO INFORMATION SYSTEM CO., LTD. Since 2020, he has served as Director of DAIWABO INFORMATION SYSTEM CO., LTD. As the Company has judged he will be able to apply his experience and knowledge in the performance of his duties, the Company is nominating him as a candidate for Director.</p>			
4	<p>Kenichi Dohi (January 28, 1950) Reelection Outside Independent Officer</p> <p>Tenure: 5 years</p> <p>Attendance at meetings of the Board of Directors: 16 out of 16 (100%)</p>	<p>Apr. 1973    Joined SUMITOMO CORPORATION</p> <p>Apr. 2004    Representative Director and President of Sumisho Textile Co., Ltd. (Current Sumitex International Company Limited)</p> <p>Aug. 2007    Representative Director and President of SUMISHO MONTBLANC Co., Ltd.</p> <p>June 2016    Outside Director of the Company (present position)</p>	3,500 shares
<p>Reason for nominating as a candidate for Outside Director, and overview of expected role</p> <p>Kenichi Dohi has extensive experience and wide-ranging knowledge accumulated both in and outside Japan as a corporate manager in the fiber industry, and the Company expects that he will contribute to the business and financial management of the Company by using such knowledge and experience. Therefore, the Company is re-nominating him as a candidate for Outside Director. Expectations for his role if elected as Outside Director will be that he make particular use of his experience in the fiber industry, to supervise and advise the Board of Directors from an objective standpoint independent of management regarding formulation of and progress with management plans, selection and concentration of business aimed at sustainable growth for the Company, growth strategies and other issues.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares held
5	Kazuyuki Nakamura (June 28, 1948) Reelection Outside Independent Officer  Tenure: 3 years  Attendance at meetings of the Board of Directors: 16 out of 16 (100%)	Apr. 1971      Joined Mitsubishi Electric Corporation Apr. 2006      Executive Officer of Mitsubishi Electric Corporation Apr. 2009      Representative Executive Officer, Senior Vice President of Mitsubishi Electric Corporation Apr. 2010      Representative Executive Officer, Executive Vice President of Mitsubishi Electric Corporation June 2018      Outside Director of the Company (present position)	2,500 shares
Reason for nominating as a candidate for Outside Director, and overview of expected role Kazuyuki Nakamura has extensive knowledge and experience accumulated as manager of a listed ICT company, and the Company expects that he will contribute to the business and financial management of the Company by using such knowledge and experience. Therefore, the Company is re-nominating him as a candidate for Outside Director. Expectations for his role if elected as Outside Director will be that he make particular use of his experience in the ICT industry, to supervise and advise the Board of Directors from an objective standpoint independent of management regarding formulation of and progress with management plans, selection and concentration of business aimed at sustainable growth for the Company, growth strategies and other issues.			
6	Yukiko Yoshimaru (February 1, 1960) New election Outside Independent Officer	Apr. 1982      Joined Oki Electric Industry Co., Ltd. Apr. 1998      Director of Oki America Inc. and Head of the New York office of Oki Electric Industry Co., Ltd. Oct. 2004      General Manager, Diversity Development Office of Nissan Motor Co., Ltd. Apr. 2008      Joined Nifco Inc. June 2011      Managing Director of Nifco Inc. Apr. 2018      Outside Director of Sekisui House, Ltd. (present position) June 2019      Outside Director of Mitsui Chemicals, Inc. (present position)  Significant concurrent positions outside the Company Outside Director of Sekisui House, Ltd. Outside Director of Mitsui Chemicals, Inc.	0 shares
Reason for nominating as a candidate for Outside Director, and overview of expected role Yukiko Yoshimaru, in addition to having experience in and knowledge of the diversity field through her experience as a corporate officer for companies in and outside Japan, has also accumulated deep insights in the course of conducting efforts to strengthen governance as outside director of listed companies. The Company expects that she will contribute to the business and financial management of the Company through such insights and is therefore nominating her as a candidate for Outside Director. Expectations for her role if elected as Outside Director will be that she make use of her knowledge to supervise and provide advice, particularly to the Board of Directors from an objective standpoint independent of management to strengthen governance and promote diversity, which are essential to sustained enhancement of the Company's corporate value.			

No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares held
7	Takako Fujiki (January 30, 1970) New election Outside Independent Officer	Nov. 1993      Joined Intel Japan K.K. Oct. 2005      General Manager, Business Planning and Business Operations Group of Intel Japan K.K. Jan. 2013      Executive Officer, General Manager, Global Sales Division of Intel Japan K.K. May 2019      Executive Officer, General Manager, Sales Division of Google Japan G.K. (present position) Significant concurrent positions outside the Company Executive Officer of Google Japan G.K.	0 shares
Reason for nominating as a candidate for Outside Director, and overview of expected role Takako Fujiki has extensive knowledge and experience in companies that occupy a major position globally in the ICT industry. The Company expects that she will contribute to the business and financial management of the Company through the deep insights she has accumulated and is therefore nominating her as a candidate for Outside Director. Expectations for her role if elected as Outside Director will be that she supervise and provide advice, particularly to the Board of Directors from an objective standpoint independent of management, regarding Group growth strategy centering on the Company's mainstay IT Infrastructure Distribution business, as well as the shift to ICT in business administration for the Group as a whole.			

- Notes:
- None of the above candidates have any conflicts of interest with the Company.
  - A candidate for Director Mitsushige Yasuda is expected to resign as Director of DAIWABO INFORMATION SYSTEM CO., LTD. on June 28, 2021.
  - Kenichi Dohi, Kazuyuki Nakamura, Yukiko Yoshimaru and Takako Fujiki are all candidates for candidates for Outside Directors.
  - The Company has assigned and registered Kenichi Dohi as Independent Officer under the regulations of the Tokyo Stock Exchange. While Sumitex International Company Limited and SUMISHO MONTBLANC Co., Ltd. are clients of our subsidiaries, DAIWABO INFORMATION SYSTEM CO., LTD. and Daiwabo Co., Ltd., the total trading performance result with them is less than 1.0% of consolidated sales of the Company for the current term. Therefore, Kenichi Dohi meets the Standard of Independence as set forth by the Company.
  - The Company has assigned and registered Kazuyuki Nakamura as Independent Officer under the regulations of the Tokyo Stock Exchange. While Mitsubishi Electric Corporation is a client of our subsidiary DAIWABO INFORMATION SYSTEM CO., LTD., the total trading performance result with Mitsubishi Electric Corporation was less than 1.0% of consolidated sales of the Company for the current term. Therefore, Kazuyuki Nakamura meets the Standard of Independence as set forth by the Company.
  - The Company intends to assign and register Yukiko Yoshimaru as Independent Officer under the regulations of the Tokyo Stock Exchange. While Oki Electric Industry Co., Ltd. and Mitsui Chemicals, Inc. are clients of our subsidiaries DAIWABO INFORMATION SYSTEM CO., LTD., Daiwabo Co., Ltd. and O-M MACHINERY Ltd., the total trading performance result with them is less than 1.0% of consolidated sales of the Company for the current term. Therefore, Yukiko Yoshimaru meets the Standard of Independence as set forth by the Company.
  - The Company intends to assign and register Takako Fujiki as Independent Officer under the regulations of the Tokyo Stock Exchange. While Intel Japan K.K. and Google Japan G.K. are clients of our subsidiary DAIWABO INFORMATION SYSTEM CO., LTD., the total trading performance result with them is less than 1.0% of consolidated sales of the Company for the current term. Therefore, Takako Fujiki meets the Standard of Independence as set forth by the Company.
  - Kenichi Dohi will have served as Outside Director of the Company for five (5) years upon the close of this meeting.
  - Kazuyuki Nakamura will have served as Outside Director of the Company for three (3) years upon the close of this meeting.
  - In order for the Director (excluding executive directors, etc.) to fully fulfill his/her expected role, Article 24 of the current Article of Incorporation provides that the Company may enter into an agreement with the Director (excluding executive directors, etc.) to limit his/her liability for damages to the Company caused by his/her negligence. The Company has entered into such agreements with Kenichi Dohi and Kazuyuki Nakamura to limit their liability up to the amount stipulated by applicable laws and regulations. If the reelections of Kenichi Dohi and Kazuyuki Nakamura are approved, the Company intends to continue the aforesaid liability limitation agreement with them. Furthermore, if the elections of Yukiko Yoshimaru and Takako Fujiki are approved, the Company intends to enter into aforesaid liability limitation agreement with them.
  - Effective April 1, 2021, after the end of current term, the Company implemented a split of its common shares at a ratio of 5 shares for 1 share. The number of the Company's shares held by each candidate listed herein is based on the number of shares following the share split.



12. To ensure its officers can adequately fulfill the roles expected of them in the performance of their duties, and to ensure the Company can attract capable personnel, the Company has entered into contracts for Directors' and Officers' Liability Insurance (D&O Insurance) as stipulated in Article 430 (3), Paragraph 1 of the Companies Act, with the insured being the Directors and Audit & Supervisory Board Members of the Company and its primary subsidiaries. In the event this proposal is approved as originally proposed and the Directors appointed, the candidates will each become insured parties under said insurance contracts. Under the aforesaid contracts, any damages arising from the insured persons, including directors and officers being held liable with regards to the execution of their duties, or from claims received in relation to pursuit of said liability, shall be compensated. However, there are certain reasons for exemption under which compensation shall not be made, including for damages arising from actions that are recognized as being in violation of the law. The Company intends to renew the aforesaid contracts during the tenure of each candidate with same content.

**Proposal 3:** Election of One (1) Audit & Supervisory Board Member

As the terms of office of Audit & Supervisory Board Members Yoshinobu Hiraoka and Hisashi Fujiki will both expire at the close of this Annual General Meeting of Shareholders, the Company proposes that one (1) Audit & Supervisory Board Member be elected.

After the conclusion of this Annual General Meeting of Shareholders, Audit & Supervisory Board Member Yoshinobu Hiraoka will be appointed an Audit & Supervisory Board Member of Daiwabo Co., Ltd. and strive to strengthen Daiwabo Co., Ltd.’s audit system.

Given that an important role of Audit & Supervisory Board Members in the audit system is auditing of business and accounting, the system will consist of one (1) full-time Audit & Supervisory Board Member who has the experience and knowledge needed for said audits, working with two (2) independent Outside Audit & Supervisory Board Members to conduct the audits. Although the number of Audit & Supervisory Board Members of the Company will be reduced by one (1), the Group’s entire audit system will be strengthened even more by having two (2) of the Company’s Directors simultaneously serve as Audit & Supervisory Board Members of its primary business subsidiaries, and through further collaboration with the Internal Audit Division, where personnel has been increased. Therefore, the Company judges that it can continue to ensure the effectiveness of governance in fulfilling the important role of the Audit & Supervisory Board Members.

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

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

Name (Date of birth)	Career summary and position	Number of the Company’s shares held
Hisashi Fujiki (April 15, 1951) Reelection Outside Independent Officer  Tenure: 8 years  Attendance at meetings of the Board of Directors: 16 out of 16 (100%)  Attendance at meetings of the Audit & Supervisory Board: 12 out of 14 (86%)	Apr. 1983 Registered at the Osaka Bar Association Apr. 1985 Established Fujiki Law Office (Current Fujiki Shinsei Law Office) June 2011 External Corporate Auditor of Sagawa Express Co., Ltd. (present position) June 2013 Outside Audit & Supervisory Board Member of the Company (present position) Significant concurrent positions outside the Company External Corporate Auditor of Sagawa Express Co., Ltd.	0 shares

Reason for nominating as a candidate for Outside Audit & Supervisory Board Member  
Hisashi Fujiki has extensive experience and wide-ranging knowledge as an attorney and a specialist in legal matters, and the Company expects that he will reflect such experience and knowledge fairly and neutrally in the auditing of the Company. Therefore, the Company is re-nominating him as a candidate for Outside Audit & Supervisory Board Member.  
Moreover, although he has never been directly involved in the management of a company, the Company judges he will appropriately fulfill his duties as Outside Audit & Supervisory Board Member for the reasons given above.

- Notes:
1. There are no conflicts of interest between the above candidate and the Company.
  2. Hisashi Fujiki is a candidate for Outside Audit & Supervisory Board Member.
  3. The Company has assigned and registered Hisashi Fujiki as an Independent Officer under the regulations of the Tokyo Stock Exchange. While Sagawa Express Co., Ltd. is a client of three of our subsidiaries, including DAIWABO INFORMATION SYSTEM CO., LTD., Daiwabo Co., Ltd. and O-M Ltd., the total trading performance result with them is less than 1.0% of consolidated sales of the Company for the current term. Thus, Hisashi Fujiki meets the Standard of Independence as set forth by the Company.
  4. Hisashi Fujiki will have served as Outside Audit & Supervisory Board Member of the Company for eight (8) years upon the close of this Annual General Meeting of Shareholders.
  5. In order for the Audit & Supervisory Board Members to adequately fulfill their expected roles, Article 30 of the current Articles of Incorporation provides that the Company may enter into an agreement with the Audit & Supervisory Board Members to limit their liability for damages to the Company caused by their negligence. The Company has entered into such agreement with Hisashi Fujiki to limit his liability up to the amount stipulated by applicable laws and regulations.

If Hisashi Fujiki's reelection is approved, the Company intends to continue the aforesaid liability limitation agreement with him.

6. To ensure its officers can adequately fulfill the roles expected of them in the performance of their duties, and to ensure the Company can attract capable personnel, the Company has entered into contracts for Directors' and Officers' Liability Insurance (D&O Insurance) as stipulated in Article 430 (3), Paragraph 1 of the Companies Act, with the insured being the Directors and Audit & Supervisory Board Members of the Company and its primary subsidiaries. In the event this proposal is approved as originally proposed and the Audit & Supervisory Board Member appointed, the candidate will become insured parties under said insurance contracts. Under the aforesaid contracts, any damages arising from the insured persons, including directors and officers being held liable with regards to the execution of their duties, or from claims received in relation to pursuit of said liability, shall be compensated. However, there are certain reasons for exemption under which compensation shall not be made, including for damages arising from actions that are recognized as being in violation of the law. The Company intends to renew the aforesaid contracts during the tenure of the candidate with same content.

(Reference)

Framework of the Group's Internal Audit System

Diagram of Group Internal Audit System  
(As of June 29, 2021 (planned))

