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Securities Code: 7508

June 12, 2023

(Start date of measures for electronic provision: June 7, 2023)

To Shareholders:

Tatsumi Kaneda
Representative Director, Chairman, President and CEO
G-7 HOLDINGS Inc.
1-3, Yasakadai 2-chome, Suma-ku, Kobe City, Hyogo,
Japan

Notice of the 48th Annual Shareholders Meeting

G-7 HOLDINGS Inc. (the “Company”) would like to express its sincere gratitude to its shareholders for their continued support.

You are cordially notified of the 48th Annual Shareholders Meeting of the Company, which will be held as indicated below.

In calling the Annual Shareholders Meeting, the Company has taken measures for providing information that constitutes the content of Reference Documents for the Shareholders Meeting, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

<https://www.g-7holdings.co.jp/investors/assemble/>

(in Japanese)



(Please access the above website, then select “Notice of the 48th Annual Shareholders Meeting” to reach the information.)

Website for posted informational materials for the Shareholders Meetings:

<https://d.sokai.jp/7508/teiji/>

(in Japanese)



Tokyo Stock Exchange (TSE) website (Listed Company Search):

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

(in Japanese)



(Please access the TSE website by using the internet address shown above, enter “G-7 Holdings” in “Issue name (company name)” or the Company’s securities code “7508” in “Code,” and click “Search.” Then, please click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “Notice of General Shareholders Meeting/Informational Materials for General Shareholders Meeting.”)

If you do not attend the meeting in person, you can exercise your voting rights via the Internet, etc. or in writing (via postal mail). Please review the Reference Documents for the Shareholders Meeting and exercise your voting rights by the said methods by 6:00 p.m. on Wednesday, June 28, 2023 (JST).

- 1. Date and Time:** Thursday, June 29, 2023, at 10:00 a.m. (JST)
- 2. Venue:** **Shoun, 4th Floor, Kobe Seishin Oriental Hotel**
6-3, Kojidai 5-chome, Nishi-ku, Kobe City, Hyogo, Japan
- 3. Purpose of the Meeting**
Matters to be reported:
1. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 48th Fiscal Year (from April 1, 2022 to March 31, 2023)
 2. Audit Reports of the Financial Auditor and the Audit and Supervisory Committee on the Consolidated Financial Statements for the 48th Fiscal Year

Matters to be resolved:

- Proposal No. 1** Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2** Election of Two (2) Substitute Directors Who Are Audit and Supervisory Committee Members

4. Matters Decided in Calling of the Meeting (the Guidance for Exercising the Voting Rights)

- (1) If you exercise your voting rights in writing (via postal mail) and you do not indicate for/against for a proposal on the voting form, we will regard it as you having indicated favor for that proposal.
 - (2) If you exercise your voting rights multiple times by the Internet, etc., the last exercise of the voting rights will be treated as valid.
 - (3) If you exercise your voting rights both by the Internet, etc. and in writing (via postal mail), regardless of arrival date and time, the voting right exercised by the Internet, etc. will be treated as valid.
- When you attend the meeting, you are kindly requested to present the voting form sent out with this notice at the reception desk.
 - If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the aforementioned websites.
 - Regarding the wearing of masks to prevent infections for shareholders attending the meeting in person, we respect each shareholder's discretion in this matter. Please note that if you have symptoms such as fever or cough, you are kindly requested to avoid attending the meeting in person.

Reference Documents for the Shareholders Meeting

Proposal No. 1 Election of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this Shareholders Meeting. In addition, Director Yugo Ito retired from office due to resignation on April 17, 2023.

Therefore, the Company proposes the election of eight (8) Directors.

With respect to this proposal, there are no particular issues raised by the Audit and Supervisory Committee.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibility in the Company	
1	Tatsumi Kaneda	Representative Director, Chairman, President and CEO	Reelection
2	Yasumasa Kishimoto	Managing Director and General Manager of Business Management Division	Reelection
3	Yukitoshi Matsuda	Director and General Manager of General Affairs Department	Reelection
4	Daisaku Seki	Director	Reelection
5	Isao Tamaki	Director	Reelection
6	Shinichi Noguchi		New election
7	Mitsuru Sakamoto	Outside Director	Reelection Outside Independent
8	Yukihiro Shida	Outside Director	Reelection Outside Independent

Reelection	Candidate for Director to be reelected
New election	Candidate for Director to be newly elected
Outside	Candidate for outside Director
Independent	Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
1	Tatsumi Kaneda (November 14, 1950) <div>Reelection</div> Number of years in office 19 years Attendance at meetings of Board of Directors 20/20	Apr. 1993	Joined the Company	24,800 shares
		June 2000	Director of the Company	
		Sept. 2000	Representative Director and President of KINOSHITA AUTO CO., LTD.	
		Apr. 2005	Executive Officer and President of Kanto Company of the Company	
		June 2005	Representative Director and President of the Company	
		Jan. 2006	Representative Director and President of Auto Seven Split Preparation Co., Ltd. (currently G-7 AUTO SERVICE CO., LTD.)	
		Apr. 2013	Representative Director and Chairman of G-7 AUTO SERVICE CO., LTD	
		Aug. 2015	Representative Director and President of G-7 DEVELOPMENT CO., LTD. (currently G7 RETAIL JAPAN CO., LTD.)	
		Apr. 2017	Representative Director and Chairman of G-7 RETAIL JAPAN CO., LTD. (currently G7 RETAIL JAPAN CO., LTD.) (retired in March 2018)	
		Apr. 2018	Director and Chairman of G-7 AUTO SERVICE CO., LTD. (retired in March 2019) Representative Director and Chairman of G7 AGRI JAPAN CO., LTD. (retired in March 2019)	
June 2019	Representative Director, Chairman and CEO of the Company			
May 2022	Representative Director, Chairman, President and CEO of the Company (current position)			
[Significant concurrent positions outside the Company]		—		
[Reasons for nomination as candidate for Director] Tatsumi Kaneda has extensive experience and a track record in leading the management of the Group, serving as Representative Director of the Company since June 2005 and also as Representative Director of the Company's subsidiaries. Accordingly, the Company nominated him again as a candidate for Director.				
2	Yasumasa Kishimoto (September 8, 1960) <div>Reelection</div> Number of years in office 16 years Attendance at meetings of Board of Directors 20/20	Apr. 1983	Joined the Company	8,800 shares
		Apr. 2005	General Manager of Accounting Department of the Company	
		July 2006	Executive Officer and General Manager of Accounting Department of the Company	
		June 2007	Director and General Manager of Finance Department of the Company	
		June 2021	Managing Director and General Manager of Finance Department of the Company	
		Apr. 2022	Managing Director and General Manager of Business Management Division of the Company (current position)	
		[Significant concurrent positions outside the Company]		
[Reasons for nomination as candidate for Director] Yasumasa Kishimoto has extensive business experience and knowledge of finance and accounting, serving as the person in charge of the Finance Division of the Company for many years and assuming the position of General Manager of the Business Management Division since April 2022. Accordingly, the Company nominated him again as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
3	Yukitoshi Matsuda (January 30, 1951) <div>Reelection</div> Number of years in office 18 years Attendance at meetings of Board of Directors 20/20	Oct. 1998	Joined the Company	9,200 shares
		Apr. 2004	General Manager of General Affairs Department, General Management Division of the Company	
		July 2004	General Manager of Administrative Division and General Manager of General Affairs Department of the Company	
		June 2005	Director, General Manager of Administrative Division and General Manager of General Affairs Department of the Company	
		June 2007	Director and General Manager of Administrative Department of the Company	
		June 2008	Director and General Manager of General Affairs Department of the Company (current position)	
		[Significant concurrent positions outside the Company] —		
[Reasons for nomination as candidate for Director] Yukitoshi Matsuda has extensive business experience and knowledge of legal affairs and governance, serving as the person in charge of the General Affairs Division of the Company for many years and contributing to ensuring compliance within the Company. Accordingly, the Company nominated him again as a candidate for Director.				
4	Daisaku Seki (June 25, 1971) <div>Reelection</div> Number of years in office 5 years Attendance at meetings of Board of Directors 20/20	Nov. 2003	Joined SUN SEVEN CO., LTD. (currently G-7 SUPER MART CO., LTD.)	500 shares
		June 2005	Director of SUN SEVEN CO., LTD. (currently G-7 SUPER MART CO., LTD.)	
		July 2009	Managing Director of SUN SEVEN CO., LTD. (currently G-7 SUPER MART CO., LTD.)	
		Apr. 2011	Senior Managing Director of SUN SEVEN CO., LTD. (currently G-7 SUPER MART CO., LTD.)	
		Apr. 2016	Director and Executive Vice-President of G-7 SUPER MART CO., LTD.	
		Apr. 2017	Director and President of G-7 SUPER MART CO., LTD.	
		Apr. 2018	Representative Director and President of G-7 SUPER MART CO., LTD. (current position)	
		June 2018	Director of the Company (current position)	
		[Significant concurrent positions outside the Company] Representative Director and President of G-7 SUPER MART CO., LTD.		
[Reasons for nomination as candidate for Director] Daisaku Seki has extensive business experience and knowledge of sales and marketing, serving as Representative Director and President of the Company's subsidiary that operates the Gyomu Super Business. Accordingly, the Company nominated him again as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
5	Isao Tamaki (May 18, 1963) <div>Reelection</div> Number of years in office 4 years Attendance at meetings of Board of Directors 20/20	July 1999	Joined TERABAYASHI CO., LTD. (currently G-7 MEAT TERABAYASHI CO., LTD.)	
		Feb. 2004	Executive Officer and General Manager of Meat the Meat West Japan Business Department of TERABAYASHI CO., LTD. (currently G-7 MEAT TERABAYASHI CO., LTD.)	
		Feb. 2010	Director of TERABAYASHI CO., LTD. (currently G-7 MEAT TERABAYASHI CO., LTD.)	
		Apr. 2013	Director and Executive Vice-President of TERABAYASHI CO., LTD. (currently G-7 MEAT TERABAYASHI CO., LTD.)	
		May 2015	Representative Director and President of TERABAYASHI CO., LTD. (currently G-7 MEAT TERABAYASHI CO., LTD.) (current position)	
		June 2019	Director of the Company (current position)	
		[Significant concurrent positions outside the Company] Representative Director and President of G-7 MEAT TERABAYASHI CO., LTD.		
[Reasons for nomination as candidate for Director] Isao Tamaki has extensive business experience and knowledge of sales and marketing, serving as Representative Director and President of the Company's subsidiary that operates the Meat Processing and Retailing Business. Accordingly, the Company nominated him again as a candidate for Director.				
6	Shinichi Noguchi (March 30, 1973) <div>New election</div> Number of years in office —	Mar. 1996	Joined AUTO SEVEN CO., LTD. (currently G-7 HOLDINGS Inc.)	4,400 shares
		Apr. 2011	Executive Officer, General Manager of Service Business Promotion Department of AUTO SEVEN CO., LTD. (currently G-7 AUTO SERVICE CO., LTD.)	
		Apr. 2013	Managing Director of G-7 AUTO SERVICE CO., LTD.	
		Apr. 2017	Senior Managing Director of G-7 AUTO SERVICE CO., LTD.	
		Apr. 2019	Representative Director and President of G-7 AUTO SERVICE CO., LTD. (current position)	
		[Significant concurrent positions outside the Company] Representative Director and President of G-7 AUTO SERVICE CO., LTD.		
		[Reasons for nomination as candidate for Director] Shinichi Noguchi has extensive business experience and knowledge of sales and marketing, serving as Representative Director and President of the Company's subsidiary that operates the Car related Business. Accordingly, the Company nominated him as a candidate for Director.		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
7	Mitsuru Sakamoto (March 13, 1951) <div>Reelection</div> <div>Outside</div> <div>Independent</div> Number of years in office 10 years Attendance at meetings of Board of Directors 20/20	Apr. 1973	Joined Onitsuka Co., Ltd. (currently ASICS Corporation)	
		Apr. 1977	Joined Link Consulting Associates-Japan Corporation	
		May 1986	Director of Link Consulting Associates-Japan Corporation	
		May 1990	Managing Director of Link Consulting Associates-Japan Corporation (retired in July 2001)	
		May 2001	Established Management F Co., Ltd. Representative Director and President of Management F Co., Ltd. (current position)	
		June 2013	Outside Director of the Company (current position)	
		[Significant concurrent positions outside the Company] Representative Director and President of Management F Co., Ltd.		
[Reasons for nomination as candidate for outside Director and outline of expected role] Mitsuru Sakamoto is expected to provide beneficial advice, etc., for the Company's management based on his practical experience as a management consultant in various industries. Accordingly, the Company nominated him again as a candidate for outside Director.				
8	Yukihiro Shida (May 5, 1965) <div>Reelection</div> <div>Outside</div> <div>Independent</div> Number of years in office 8 years Attendance at meetings of Board of Directors 20/20	Apr. 1989	Joined Yamaichi Securities Co., Ltd.	
		Apr. 1998	Joined Merrill Lynch Japan Securities Co., Ltd.	
		Mar. 2005	Director of SG Private Banking (Japan), Ltd.	
		Mar. 2006	Senior Vice President of Societe Generale Bank & Trust, Singapore	
		Oct. 2011	Representative Director and President of ANALOG PTE.LTD. (current position)	
		Feb. 2012	Senior Vice President of CBP QUILVEST WEALTH ADVISORY LTD. (currently PROVIDENTIA WEALTH ADVISORY LTD.)	
		June 2013	Outside Director of Xyec Holdings Co., Ltd.	
		June 2015	Outside Director of the Company (current position)	
		Aug. 2021	Executive Director of PROVIDENTIA WEALTH ADVISORY LTD. (current position)	
[Significant concurrent positions outside the Company] Representative Director and President of ANALOG PTE.LTD. Executive Director of PROVIDENTIA WEALTH ADVISORY LTD.				
[Reasons for nomination as candidate for outside Director and outline of expected role] Yukihiro Shida is expected to provide beneficial advice, etc., for the Company's management based on his in-depth insights as a corporate manager overseas and his extensive practical experience. Accordingly, the Company nominated him again as a candidate for outside Director.				

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
 2. Mitsuru Sakamoto and Yukihiro Shida are candidates for outside Director. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Mitsuru Sakamoto and Yukihiro Shida have been designated as independent officers.
 3. The number of years in office shown refers to the terms of office as of the conclusion of this Shareholders Meeting.
 4. The Company entered into limited liability agreements with Mitsuru Sakamoto and Yukihiro Shida. If their election is approved, the Company plans to renew the limited liability agreements with them, in accordance with the provisions of the Company's Articles of Incorporation. The summary of the details of such agreements is as described on page 26 of the Business Report (in Japanese only).

5. The Company entered into a directors and officers liability insurance policy with an insurance company. The policy covers the insured for their liability for damages due to damage compensation and lawsuit expenses. If this proposal is approved as originally proposed, and the election of each candidate is approved, the candidate will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms. The summary of the details of such policy is as described on page 25 of the Business Report (in Japanese only).

[Reference] Skills Matrix of the Board of Directors After the Shareholders Meeting (planned)

If all the candidates for Director in this notice are elected as originally proposed, the skills matrix of the Board of Directors is planned to be as follows:

	Name	Corporate Management	Tax and Accounting	Legal and Governance	Human Resources Development	M&A	Sales and Marketing	Global	Sustainability
Director	Tatsumi Kaneda	○			○	○	○	○	○
	Yasumasa Kishimoto	○	○	○	○	○		○	○
	Yukitoshi Matsuda			○	○	○		○	○
	Daisaku Seki	○			○	○	○		○
	Isao Tamaki	○			○	○	○		○
	Shinichi Noguchi	○			○		○		○
	Mitsuru Sakamoto	○			○	○	○		
	Yukihiro Shida	○				○	○	○	
Director/ Audit and Supervisory Committee Member	Taizo Yoshida			○		○			
	Teiji Joko	○	○	○		○			
	Hiroki Nishii	○	○	○		○			

Proposal No. 2 Election of Two (2) Substitute Directors Who Are Audit and Supervisory Committee Members

The Company proposes the election of two (2) substitute Directors who are Audit and Supervisory Committee Members to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

In addition, the Company proposes to elect Yasuhiko Kato as a substitute for Director who is an Audit and Supervisory Committee Member Taizo Yoshida, and Koji Yoneda as a substitute for outside Directors who are Audit and Supervisory Committee Members Teiji Joko and Hiroki Nishii.

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

The candidates for substitute Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name (Date of birth)	Career summary	Number of the Company's shares owned
1	Yasuhiko Kato (May 26, 1961)	Mar. 1995 Joined AUTO SEVEN CO., LTD. (currently G-7 HOLDINGS Inc.)	—
		Nov. 2013 General Manager of Internal Control Office of the Company	
		Apr. 2018 General Manager of Internal Audit Office of the Company (current position)	
		[Significant concurrent positions outside the Company]	
		—	
	[Reasons for nomination as candidate for substitute Director who is an Audit and Supervisory Committee Member] Yasuhiko Kato has extensive experience and track record of compliance, risk management and internal control, having held key positions at the Company including the General Manager of the Internal Control Office and currently serving as the General Manager of the Internal Audit Office. The Company believes that he will exercise auditing and supervisory functions in overall management and provide effective advice as an Audit and Supervisory Committee Member. Accordingly, the Company nominated him as a candidate for substitute Director who is an Audit and Supervisory Committee Member.		
2	Koji Yoneda (February 17, 1957)	Apr. 1990 Registered as an attorney at law, a member of Hyogo Bar Association Joined Motohara & Tanaka Law Office (currently Tamon Law Office) (current position)	—
		Apr. 2016 President of Hyogo Bar Association	
		[Significant concurrent positions outside the Company]	
		Outside Corporate Auditor of Nikko Co., Ltd.	
	[Reasons for nomination as candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and outline of expected role] Although Koji Yoneda has never been directly involved in the management of a company in the past except as an outside officer, the Company believes that he will exercise auditing and supervisory functions in overall management and provide effective advice as an Audit and Supervisory Committee Member from his professional perspective as an attorney over the years. Accordingly, the Company nominated him as a candidate for substitute outside Director who is an Audit and Supervisory Committee Member.		

- Notes:
1. There is no special interest between any of the candidates for substitute Director who is an Audit and Supervisory Committee Member and the Company.
 2. Koji Yoneda is a candidate for substitute outside Director who is an Audit and Supervisory Committee Member.
 3. If Koji Yoneda assumes the office of outside Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification to Tokyo Stock Exchange, Inc. concerning the designation of him as an independent officer as provided for by the aforementioned exchange.
 4. If Koji Yoneda assumes the office of outside Director who is an Audit and Supervisory Committee Member, the Company plans to enter into a limited liability agreement with him, in accordance with the provisions of the Company's Articles of Incorporation. The summary of the details of such agreement is as described on page 26 of the Business Report (in Japanese only).
 5. The Company entered into a directors and officers liability insurance policy with an insurance company. The policy covers the insured for their liability for damages due to damage compensation and lawsuit expenses. If each candidate assumes the office of Director who is an Audit and Supervisory Committee Member, the candidate will be included as an insured

in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms. The summary of the details of such policy is as described on page 25 of the Business Report (in Japanese only).