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Securities code: 3937

June 12, 2023

(Commencement of Measures for Electronic Provision: June 2, 2023)

**To Shareholders with Voting Rights:**

Masayuki Aoki  
CEO  
Ubicom Holdings, Inc.  
2-23-11 Koishikawa, Bunkyo-ku,  
Tokyo, Japan

**NOTICE OF  
THE 18TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 18th Annual General Meeting of Shareholders of Ubicom Holdings, Inc. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision. Matters for electronic provision are posted on the following website as “Notice of the 18th Annual General Meeting of Shareholders.”

The Company’s website: <https://www.ubicom-hd.com/ja/news.html>

In addition to the above website, matters for electronic provision are also posted on the Tokyo Stock Exchange, Inc. (TSE) website. Please access the following TSE website (TSE Listed Company Search service) and search for the Company either by entering “Ubicom” in the “Issue name (company name)” bar, or the Company’s securities code “3937” in the “Code” bar, and select “Basic information,” followed by “Documents for public inspection/PR information” in order to review the information.

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

You can exercise your voting rights in writing or via the internet, etc. instead of attending the meeting in person. Please review the Reference Documents for the General Meeting of Shareholders described in the matters for electronic provision, refer to “Guidance to Exercising your Voting Rights” described below, and exercise your voting rights by no later than 5:30 p.m. on Monday, June 26, 2023, Japan time.

- 1. Date and Time:** Tuesday, June 27, 2023 at 10:00 a.m. Japan time  
(Reception desk opens at 9:00 a.m.)
- 2. Place:** Hall 3A, TKP Ichigaya Conference Center, TKP Ichigaya Building, 8 Ichigaya-Hachimancho, Shinjuku-ku, Tokyo
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 18th Fiscal Year (April 1, 2022 - March 31, 2023)
    2. Results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements

**Proposals to be resolved:**

- Proposal 1:** Partial Amendments to the Articles of Incorporation
- Proposal 2:** Election of Six (6) Directors

- .....
- ◎ Please submit the enclosed voting form at the reception desk when attending the meeting.
  - ◎ Among the matters for electronic provision, the following matters are not stated in the documents provided to shareholders who have requested a paper copy, as stipulated in laws and regulations as well as Article 15 of the Articles of Incorporation of the Company. Therefore, the documents provided to shareholders who have requested a paper copy constitute a part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor for the preparation of their respective audit reports.
    - (1) Consolidated Financial Statements “Consolidated Statements of Changes in Net Assets”
    - (2) Consolidated Financial Statements “Notes to Consolidated Financial Statements”
    - (3) Non-consolidated Financial Statements “Non-consolidated Statements of Changes in Net Assets”
    - (4) Non-consolidated Financial Statements “Notes to Non-consolidated Financial Statements”
  - ◎ If there are any updates to the matters for electronic provision, details of the updates will be posted on each of the designated websites.
  - ◎ The meeting will be broadcast live on the internet.
  - ◎ If approval or disapproval for each proposal is not indicated on the Voting Rights Exercise Form returned to the Company, this shall be deemed to be a vote of approval for the Company’s proposal.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Partial Amendments to the Articles of Incorporation

#### 1. Reason for amendments

As a result of the relocation of the Company's head office for the purpose of strengthening human resources and head office functions, improving operational efficiency, and upgrading the office environment, the address of the Company's head office will change from Bunkyo-ku, Tokyo to Chiyoda-ku, Tokyo.

In line with the above amendments to the Articles of Incorporation, supplementary provisions related to the effective date, etc. shall be established.

#### 2. Details of the amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendment
<p>(Location of Head Office)</p> <p>Article 3 The head office of the Company shall be situated at <u>Bunkyo-ku</u>, Tokyo, Japan.</p> <p>&lt;Newly established&gt;</p>	<p>(Location of Head Office)</p> <p>Article 3 The head office of the Company shall be situated at <u>Chiyoda-ku</u>, Tokyo, Japan.</p> <p><u>Supplementary Provision</u></p> <p><u>Article 1 Amendments to Article 3</u></p> <p><u>(Location of Head Office) shall take effect on July 1, 2023. This supplementary provision shall be deleted after the lapse of the effective date of the head office relocation.</u></p>

**Proposal 2:** Election of Six (6) Directors

The terms of office of all of the five (5) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, in order to ensure the future growth of the Group, the Company proposes the election of six (6) Directors, increasing the number of Directors by one (1).

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Masayuki Aoki (July 29, 1958)	<p>November 1985    Joined Le Monde Des Gourmet Inc. (Subsidiary of World Co., Ltd.)</p> <p>May 1990        Director, Le Monde Des Gourmet Inc.</p> <p>July 1995        Transferred to World Co., Ltd.</p> <p>May 1998        Transferred to World Creative Lab. (subsidiary of World Co., Ltd.)</p> <p>March 2005      President and Representative Director, WCL, Ltd.</p> <p>December 2005   Chairman of the Board, the Company</p> <p>March 2008      Director, Advanced World Solutions, Ltd.</p> <p>April 2010       President and Representative Director, First Stemcell Japan Inc.</p> <p>August 2012     Director, AWS (Beijing), Ltd. (to present)</p> <p>June 2013       Representative Director, Aoki International Co., Ltd.</p> <p>June 2013       Chief Executive Officer (CEO), the Company (to present)</p> <p>June 2015       Director, AIS Co., Ltd.</p> <p>April 2017       Director and Chairman of the Board, AIS Co., Ltd.</p> <p>June 2019       Chairman of the Board, AIS Co., Ltd. (to present)</p>	4,581,980
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Masayuki Aoki has established and grown the Group into what it is today as CEO, and continues to oversee the management of the Group under his strong leadership. His proven track record and extensive experience and knowledge in corporate management and business as well as his enthusiasm for the sustainable enhancement of corporate value will be necessary for the further growth of the Group in the future and the enhancement of its corporate value over the medium to long term. Therefore, the Company proposes that he be reelected as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Akira Konishi (November 15, 1947)	<p>April 1971      Joined Sankyo Seiki Mfg. Co., Ltd. (currently Nidec Sankyo Corporation)</p> <p>September 1974      Joined IBM Japan, Ltd.</p> <p>June 1993      Executive Vice President, APTi-Philippines, Inc. (currently Advanced World Systems, Inc.)</p> <p>June 1994      Seconded to APTi Corporation (currently JB Advanced Technology Corporation); Director and General Manager, Development Division</p> <p>June 1997      CEO and President, APTi-Philippines, Inc.</p> <p>January 2000      President, Alsons/APTi Information Systems, Inc. (currently Alsons/AWS Information Systems, Inc.) (to present)</p> <p>February 2002      CEO and President, ADTEX PHILIPPINES, INC.</p> <p>March 2002      Director, ADTEX Inc.</p> <p>March 2002      Chairman and CEO, ADTX SYSTEMS, INC. (currently Advanced World Systems, Inc.)</p> <p>July 2002      CEO and President, ADTX SYSTEMS, INC. (currently Advanced World Systems, Inc.)</p> <p>March 2005      Senior Managing Director, ADTEX Inc.</p> <p>December 2005      CEO, the Company</p> <p>June 2006      Chairman, CEO and President, Advanced World Systems, Inc. (to present)</p> <p>August 2006      Chairman, CEO and President, Advanced World Solutions, Inc. (to present)</p> <p>June 2007      President and Director, the Company</p> <p>March 2008      Director, Advanced World Solutions, Ltd.</p> <p>June 2013      Vice President, Director and Chief Operating Officer (COO), the Company (to present)</p>	565,500
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Akira Konishi has established and grown the Philippine subsidiary, an important base for the Company's global business, as CEO of the subsidiary. He also continues to oversee the management of the Group as Vice President, Director and COO, together with Mr. Masayuki Aoki, CEO of the Company. Mr. Konishi's proven track record and extensive experience and knowledge in the management of overseas offices and in overseas business will be necessary for the further growth of the Group in the future and the enhancement of its corporate value over the medium to long term. Therefore, the Company proposes that he be reelected as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Yasuhiro Ishihara (September 12, 1961)	April 1984      Joined IBM Japan, Ltd. January 2001    General Manager, GBS Financial Services and Delivery Department, IBM Japan, Ltd. July 2018        Joined the Company as Executive Officer, attached to Enterprise Solutions Business Division August 2018     Director, Advanced World Systems, Inc. (to present) August 2018     Director, Advanced World Solutions, Inc. (to present) June 2019        Director, General Manager, Enterprise Solutions Business Division, the Company (to present) July 2020        Director, Alsons/AWS Information Systems, Inc. (to present)	0
<p>[Reason for nomination as candidate for Director]</p> <p>After having worked for a global IT company, Mr. Yasuhiro Ishihara currently serves as Director of the Company and concurrently as General Manager of the Enterprise Solutions Business Division to oversee its operations. His proven track record in said field with a focus on finance, and broad experience and knowledge that cover areas ranging from marketing to technology, will be necessary for the further growth of the Group in the future and the enhancement of its corporate value over the medium to long term. Therefore, in order to accelerate the drive of expanding said business, the Company proposes that he be reelected as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Yoshinori Hashitani (January 27, 1959)	<p>April 1982      Joined Sony Corporation (currently Sony Group Corporation)</p> <p>May 1994      Representative Director &amp; President, Sony Financial Services Europe Inc.</p> <p>March 1998    Representative Director &amp; President, Sony Europe Finance PLC</p> <p>July 2000      Head of CEO Strategy Office, Sony Corporation</p> <p>April 2003      Head of Brand Strategy Office</p> <p>July 2007      General Manager, General Affairs Center</p> <p>February 2009   President, Representative Director and Executive Officer, Sony Facility Management Co., Ltd.</p> <p>September 2009 Vice President in charge of General Affairs and Secretarial Departments, Sony Corporation</p> <p>April 2010      Trustee, Sony Institute of Higher Education (to present)</p> <p>January 2011   Vice President in charge of IR and Secretarial Departments, Sony Corporation</p> <p>April 2014      Vice President in charge of Secretarial Department and General Manager of General Affairs Center, Sony Corporation</p> <p>April 2014      Representative Director, Executive Officer &amp; President, Sony Corporate Services (Japan) Corporation</p> <p>September 2015 Vice President of Corporate Communications Department and Senior General Manager of CSR Department, Sony Corporation</p> <p>June 2017      Chairman, Representative Director and Executive Officer, Frontage Inc.</p> <p>June 2019      Outside Director, the Company (to present)</p> <p>April 2020      Executive Officer, Vice Chairman and Co-CEO, Quantum Leaps Corporation</p> <p>June 2022      Representative Director and Vice Chairman, Quantum Leaps Corporation (to present)</p> <p>February 2023   Executive Secretary, Japan Association of Corporate Directors (to present)</p>	1,000
<p>[Reason for nomination as candidate for Outside Director and outline of expected roles]</p> <p>Mr. Yoshinori Hashitani has a wealth of experience and insight as the head of operations at one of Japan's leading global companies. In order to incorporate them, in particular his experience in general affairs, IR, corporate communications strategies, etc. under a global setting, into the enhancement of the Company's management structure, the Company proposes that he be reelected as Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Toshiyuki Ito (March 11, 1958)	April 1981      Joined Maritime Self-Defense Force, Ministry of Defense August 1997      Commanding Officer, JS <i>Hayashio</i> (Commander) May 1999           Defense Attaché, Embassy of Japan in the United States of America (seconded to the Ministry of Foreign Affairs) August 2002       Commanding Officer, Submarine Division 2, Maritime Self-Defense Force (Captain) September 2003   Director, Public Relations Office, Maritime Staff Office (Captain) March 2006        Director, Intelligence Division (Captain) March 2009        Intelligence General, Intelligence Division (Rear Admiral) July 2010          Director General, C4I Department, Maritime Staff Office (Rear Admiral) December 2011   Superintendent, MSDF Second Service School (Rear Admiral) August 2013       Commandant, Joint Staff College (Vice Admiral) August 2014       Commandant, Kure District, Maritime Self-Defense Force (Vice Admiral) February 2016     Professor, Graduate School of Innovation Management, Toranomon Campus, Kanazawa Institute of Technology (to present) June 2019         Outside Director, the Company (to present)	1,000
<p>[Reason for nomination as candidate for Outside Director and outline of expected roles]</p> <p>Although Mr. Toshiyuki Ito has not been directly involved in corporate management, he is currently a graduate school professor who teaches organization theory and risk management, based on his wealth of experience and insight he acquired as the head of various organizations in the Maritime Self-Defense Force and as a Self-Defense Force official with various duties, including overseas assignments. He has been contributing to the enhancement of the Company's management structure and is expected to further promote the Group's organizational innovation. Therefore, the Company proposes that he be reelected as Outside Director.</p>			



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
6	Hiroko Saito (December 29, 1961)	April 1985	Joined Sony Corporation (currently Sony Group Corporation)	0
		August 1997	Director of Corporate Communications, seconded to Sony Pictures Entertainment Inc.	
		October 2001	General Manager, Corporate PR Department, PR Center, Sony Corporation	
		June 2004	General Manager, Brand Strategy Department	
		December 2008	General Manager, in charge of Brand Strategy Department	
		June 2015	Advisor, UNIZO Holdings Company, Limited	
		July 2015	Executive Officer	
		July 2015	Director and General Manager, Building Sales Department No. 3, UNIZO Real Estate Company, Limited	
		June 2016	Managing Director and Managing Executive Officer, UNIZO Holdings Company, Limited	
		April 2018	Started sole proprietorship (to present)	
<p>[Reason for nomination as candidate for Outside Director and outline of expected roles]</p> <p>Ms. Hiroko Saito has a wealth of experience and insight ranging from PR strategies and marketing strategies to management strategies at one of Japan's leading global companies. In order to incorporate them, in particular her experience under a global setting, into the improvement of the Company's brand value and enhancement of our management structure, the Company proposes that she be newly elected as Outside Director.</p>				

- Notes:
1. There are no special interests between each candidate and the Company.
  2. Ms. Hiroko Saito is a new candidate for Director.
  3. Mr. Yoshinori Hashitani, Mr. Toshiyuki Ito and Ms. Hiroko Saito are candidates for Outside Directors.
  4. If the election of Ms. Hiroko Saito as Outside Director is approved, the Company intends to enter into an agreement with her to limit her liability for damages set forth in Article 423, Paragraph 1 of the Companies Act based on the provisions of Article 427, Paragraph 1 of the Companies Act, pursuant to the Articles of Incorporation. The maximum amount of liability for damages based on said agreement shall be the minimum amount stipulated by laws and regulations.
  5. Mr. Yoshinori Hashitani and Mr. Toshiyuki Ito are currently Outside Directors of the Company, and their terms of office as Outside Directors will have been four years at the conclusion of this General Meeting of Shareholders.
  6. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a limited liability agreement with each of Mr. Yoshinori Hashitani and Mr. Toshiyuki Ito to limit their liability for damages set forth in Article 423, Paragraph 1 of said Act. The maximum amount of liability for damages based on said agreement shall be the minimum amount stipulated by laws and regulations. The Company will continue the above-mentioned agreement with each of them if their reelection as Outside Director is approved.
  7. Mr. Yoshinori Hashitani, Mr. Toshiyuki Ito and Ms. Hiroko Saito satisfy the requirements for Independent Officers as provided for by the Tokyo Stock Exchange, and if their election is approved, the Company will designate them as Independent Officers and submit a notification of the designation to said Exchange.

8. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. Under said insurance agreement, damages that may arise as a result of the insured directors and officers assuming responsibilities regarding the execution of their duties or receiving claims pertaining to the pursuit of such responsibilities shall be covered. Each candidate will be included as the insured under said insurance agreement, and the Company plans to renew said insurance agreement during their terms of office.

■ Expected knowledge and experience in particular

Name	Position	(Independent/ Outside)	Corporate management & Business strategy	International experience	Sales & Marketing	Technology & R&D	HR development & Organizational operation	SDGs & Sustainability	Financial Affairs & Finance	Legal & Compliance
Masayuki Aoki	Director		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>		
Akira Konishi	Director		<input type="radio"/>	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>			
Yasuhiro Ishihara	Director		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>			
Yoshinori Hashitani	Director	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>				<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Toshiyuki Ito	Director	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>			<input type="radio"/>
Hiroko Saito	Director	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>		
Kazuki Matsumoto	Audit & Supervisory Board Member			<input type="radio"/>		<input type="radio"/>	<input type="radio"/>			<input type="radio"/>
Yasutaka Oshita	Audit & Supervisory Board Member	<input type="radio"/>		<input type="radio"/>					<input type="radio"/>	<input type="radio"/>
Shimon Morishita	Audit & Supervisory Board Member	<input type="radio"/>							<input type="radio"/>	<input type="radio"/>