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Securities code: 6083

August 13, 2024

(Commencement Date of Electronic Provision Measures: August 6, 2024)

To Shareholders with Voting Rights:

Toshihiko Umano
Representative Director and
President
ERI Holdings Co., Ltd.
8-10-24 Akasaka, Minato-ku,
Tokyo, Japan

**NOTICE OF
THE 11th 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 11th Annual General Meeting of Shareholders of ERI Holdings Co., Ltd. (the “Company”) will be held as described below.

You may exercise your voting rights in writing or via the internet in advance instead of attending the General Meeting of Shareholders in person. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. Japan time on Wednesday, August 28, 2024, by following the “Guide to Exercising Voting Rights” on pages 4 and 5 (available in Japanese only).

In convening this General Meeting of Shareholders, the Company has taken electronic provision measures. Matters to be provided electronically are posted on the following website on the internet under the “Notice of the 11th Annual General Meeting of Shareholders.”

[The Company’s website]

https://www.h-eri.co.jp/en/shareholders_meeting.html

In addition to the above, the matters to be provided electronically are available on the following website on the internet.

[Tokyo Stock Exchange website] (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show> (available in Japanese only)

Please access the Tokyo Stock Exchange website above, enter and search for the Company’s name or securities code “6083,” and select “Basic information” followed by “Documents for public inspection/PR information” to review.

[Soukai Portal] (Sumitomo Mitsui Trust Bank, Limited)

<https://www.soukai-portal.net> (available in Japanese only)

Please scan the QR code on the enclosed voting form or access the above URL and enter your ID and password (please refer to the information on page 5). (available in Japanese only)

- 1. Date and Time:** Thursday, August 29, 2024 at 10:00 a.m. Japan time
(Reception starts at 9:00 a.m.)
- 2. Place:** 3rd Floor, Cosmos Hall, Toshi Center Hotel Tokyo
2-4-1 Hirakawa-cho, Chiyoda-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 11th Fiscal Year (June 1, 2023 - May 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 11th Fiscal Year (June 1, 2023 - May 31, 2024)

Proposals to be resolved:

Proposal 1: Partial Amendments to the Articles of Incorporation

Proposal 2: Election of Six Directors

4. Matters related to the Exercise of Voting Rights

- If neither approval nor disapproval is indicated for the proposal, your vote will be treated as an affirmative vote.
 - If you exercise your voting rights both via the voting rights exercise form and via the internet, the vote via the internet will be deemed to be the valid vote.
 - If you exercise your voting rights more than once via the internet, the last vote exercised will be deemed to be the valid vote.
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- When attending the meeting, please submit the enclosed voting rights exercise form at the reception desk.
 - Please bring this Notice with you to the meeting to save paper resources.
 - Pursuant to the provisions of laws and regulations and Article 17 of the Company's Articles of Incorporation, the following matters among the matters to be provided electronically* have been posted on the Company and the Tokyo Stock Exchange websites, as well as the Soukai Portal and are not included in this Notice. The Audit & Supervisory Board Members and the Accounting Auditor audited the documents required to be audited, including the following matters.
 - "The System to Ensure Appropriateness of Business and Status of Operation Thereof" in the Business Report
 - "Notes to Non-consolidated Financial Statements"
 - "Notes to Consolidated Financial Statements"
 - Any revisions to the matters to be provided electronically will be posted on the Company and Tokyo Stock Exchange websites and the Soukai Portal above*.
 - The Cool Biz casual dress code will be adopted at the meeting. Shareholders are also encouraged to dress casually when attending the meeting.
 - Any future changes in the operation method before the date of this meeting will be posted on the Company's website above.
 - We will not offer souvenirs to shareholders attending the meeting. We appreciate your understanding.
(* available in Japanese only)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

In order to prepare for the expansion of the Group's business domains, new business purposes will be added to the provisions of Article 2 (Purposes) of the current Articles of Incorporation, and change to the name of a law and other necessary amendments will be made in line with the revisions to laws and regulations.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Purposes) Article 2 The purpose of the Company shall be to control and manage business activities of companies that engage in the following businesses or foreign companies that engage in operations analogous thereto by holding their shares or equity interests, and engage in new business development for such companies and other business related or incidental thereto.	(Purposes) Article 2 (No change)
1. to 2. (Omitted)	1. to 2. (No change)
3. Evaluation for compliance with energy consumption performance of buildings based on the Act on the Improvement of Energy Consumption Performance of Buildings and other business based on the same Act	3. Evaluation for compliance with energy consumption performance of buildings based on the Act on the Improvement, <u>etc.</u> of Energy Consumption Performance of Buildings and other business based on the same Act
4. to 9. (Omitted) (Newly established)	4. to 9. (No change) <u>10. Surveys, diagnoses, inspections, analyses, checks, assessments, and other business related to or incidental to environmental conservation and infrastructure maintenance</u>
<u>10.</u> to <u>17.</u> (Omitted) (Newly established)	<u>11.</u> to <u>18.</u> (No change)
<u>18.</u> to <u>19.</u> (Omitted)	<u>19. Worker dispatch business</u> <u>20.</u> to <u>21.</u> (No change)

Proposal 2: Election of Six Directors

The terms of office of all six Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of six Directors.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary and positions, responsibilities, and significant concurrent positions at the Company	Number of shares of the Company held
1	Akiyo Masuda (July 28, 1958) [Reappointment]	April 2003 Joined Japan ERI Co., Ltd. July 2003 Executive Officer of Japan ERI Co., Ltd. May 2004 Representative Director and President of Japan Housing Warranty Co., Ltd. (currently ERI Solution Co., Ltd.) June 2005 Director of Japan ERI Co., Ltd. August 2012 Representative Senior Executive Director of Japan ERI Co., Ltd. August 2012 Director of ERI Solution Co., Ltd. December 2013 Representative Senior Executive Director, Head of Corporate Planning Group of the Company August 2015 Representative Director and President of the Company August 2015 Director of Japan ERI Co., Ltd. (incumbent) March 2017 Director of EPA System Inc. November 2017 Director of Jyutaku Seinou Hyouka Center Co., Ltd. August 2018 Director of Tokyo Bldg-Tech Center Co., Ltd. August 2020 Director of ERI Solution Co., Ltd. September 2020 Director of Sakoken Co., Ltd. June 2021 Director of Kozo Sogo Research and Development Inc. (incumbent) August 2021 Representative Director and Chairperson of ERI Solution Co., Ltd. August 2021 Director and Chairperson of the Company (incumbent) October 2023 Director of Asia Consultant Corporation (incumbent) May 2024 Director and Chairperson of ERI Solution Co., Ltd. (incumbent) June 2024 Director of Fukuda Hydrologic Center Co., Ltd. (incumbent) June 2024 Director of Forest Realize Co., Ltd. (incumbent) June 2024 Director of Hokuyou Equipment Planning Co., Ltd. (incumbent) June 2024 Director of Kokudo Engineering Consultants. Co., Ltd.(incumbent) June 2024 Director of Douken Consultant Corporation (incumbent) June 2024 Director of Nikken Consultant Co., Ltd. (incumbent)	29,400
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Akiyo Masuda has been engaged in corporate planning and management of Japan ERI Co., Ltd., a core business company, and has also served as Representative Director and President of a subsidiary as well as Representative Director and President of the Company.</p> <p>Mr. Masuda has a wealth of operational experience related to the Group's business in general and broad knowledge of management. The Company therefore believes that he can continue to sufficiently fulfill his role in important decision-making and oversight of business execution of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary and positions, responsibilities, and significant concurrent positions at the Company	Number of shares of the Company held
2	Toshihiko Umano (March 15, 1964) [Reappointment]	<p>January 2002 Joined Japan ERI Co., Ltd.</p> <p>November 2002 Executive Officer of Japan ERI Co., Ltd.</p> <p>April 2003 Senior Executive Officer of Japan ERI Co., Ltd.</p> <p>June 2005 Director of Japan ERI Co., Ltd.</p> <p>June 2009 Managing Director of Japan ERI Co., Ltd.</p> <p>August 2012 Representative Senior Executive Director of Japan ERI Co., Ltd.</p> <p>December 2013 Representative Senior Executive Director of the Company</p> <p>August 2015 Director of the Company</p> <p>August 2015 Representative Director and President of Japan ERI Co., Ltd.</p> <p>August 2021 Representative Director and President of the Company (incumbent)</p> <p>August 2021 Director of Tokyo Bldg-Tech Center Co., Ltd. (incumbent)</p> <p>August 2021 Representative Director and Chairperson of Japan ERI Co., Ltd. (incumbent)</p> <p>September 2021 Director of Jyutaku Seinou Hyouka Center Co., Ltd. (incumbent)</p> <p>September 2021 Director of Sakoken Co., Ltd. (incumbent)</p>	24,000
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Toshihiko Umano has served as Representative Director and President of Japan ERI Co., Ltd., a core business company, and assumed the position of Representative Director and President of the Company in August 2021. Mr. Umano has a wealth of operational experience related to the Group's core business and broad knowledge of management. The Company therefore believes that he can continue to sufficiently fulfill his role in important decision-making and oversight of business execution of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary and positions, responsibilities, and significant concurrent positions at the Company	Number of shares of the Company held	
3	Tetsuji Takenouchi (April 8, 1964) [Reappointment]	November 2011	Joined Japan ERI Co., Ltd.	10,200
		November 2011	Director of ERI Solution Co., Ltd.	
September 2012	Managing Director of ERI Solution Co., Ltd.			
August 2015	Executive Officer, Head of Corporate Planning Group of the Company			
August 2017	Director, Head of Corporate Planning Group of the Company			
November 2017	Director, Head of Corporate Planning Group and Head of Investor Relations and Public Relations Group of the Company			
August 2019	Managing Director, Head of Corporate Planning Group and Head of Investor Relations and Public Relations Group of the Company			
August 2021	Director of EPA System Inc. (incumbent)			
August 2021	Representative Director and Vice President, Head of Corporate Planning Group of the Company (incumbent)			
[Reason for nomination as candidate for Director] Mr. Tetsuji Takenouchi has served as Managing Director of ERI Solution Co., Ltd., which is responsible for the Group's infrastructure and stock field, and assumed the position of Director of the Company in August 2017 and Representative Director and Vice President of the Company in August 2021. Mr. Takenouchi has a wealth of operational experience related to the Group's each business field and broad knowledge of management. The Company therefore believes that he can continue to sufficiently fulfill his role in important decision-making and oversight of business execution of the Board of Directors.				
4	Takehiro Shoji (October 12, 1964) [Reappointment]	August 2004	Joined Japan ERI Co., Ltd.	7,900
		May 2010	Managing Director of ERI Academy Co., Ltd.	
August 2015	General Manager of Sapporo Branch of Japan ERI Co., Ltd.			
November 2017	Representative Director and President of Jyutaku Seinou Hyouka Center Co., Ltd.			
November 2017	Executive Officer of the Company			
June 2020	Executive Officer, Deputy General Manager, Business Management Division of Japan ERI Co., Ltd.			
August 2020	Director, General Manager of Business Management Division of Japan ERI Co., Ltd.			
August 2021	Director of the Company (incumbent)			
August 2021	Representative Director and President of Japan ERI Co., Ltd. (incumbent)			
[Reason for nomination as candidate for Director] Mr. Takehiro Shoji has served as Representative Director and President of Jyutaku Seinou Hyouka Center Co., Ltd., which mainly handles detached houses that are one of the Group's core businesses, and assumed the position of Representative Director and President of Japan ERI Co., Ltd., a core business company, in August 2021. Mr. Shoji has a wealth of operational experience related to the Group's core business and broad knowledge of management. The Company therefore believes that he can continue to sufficiently fulfill his role in important decision-making and oversight of business execution of the Board of Directors.				

No.	Name (Date of birth)	Career summary and positions, responsibilities, and significant concurrent positions at the Company	Number of shares of the Company held
5	Shinichiro Yamamiya (February 4, 1970) [Reappointment] [Outside] [Independent]	April 1995 Registered as an attorney Joined Shin-Tokyo Sohgo Law Office	0
		January 2006 Partner of Shin-Tokyo Law Office	
		June 2006 Outside Audit & Supervisory Board Member of Japan ERI Co., Ltd.	
		October 2007 Partner of Bingham McCutchen Murase, Sakai Mimura Aizawa-Foreign Law Joint Enterprise	
		December 2013 Outside Audit & Supervisory Board Member of the Company	
		April 2015 Partner of TMI Associates (incumbent)	
		June 2015 Outside Audit & Supervisory Board Member of Genki Sushi Co., Ltd.	
		August 2015 Outside Director of the Company (incumbent)	
		June 2023 Outside Audit & Supervisory Board Member of Prudential Holding of Japan, Inc. (incumbent)	
		[Reason for nomination as candidate for Outside Director and summary of expected roles] Mr. Shinichiro Yamamiya has a high level of expertise as an attorney and broad knowledge of corporate management cultivated through his professional practice in areas including corporate legal affairs and business restructuring. The Company therefore believes that he can continue to strengthen the function of overseeing business execution of the Board of Directors and provide advice from a wide range of perspectives.	
6	Yurika Yokoyama (August 8, 1962) [Reappointment] [Outside] [Independent]	April 1993 Research Associate at College of Arts and Sciences, The University of Tokyo	0
		April 2009 Associate Professor at Graduate School of Arts and Sciences, The University of Tokyo	
		August 2015 Professor at Graduate School of Arts and Sciences, The University of Tokyo (incumbent)	
		August 2023 Outside Director of the Company (incumbent)	
[Reason for nomination as candidate for Outside Director and summary of expected roles] Ms. Yurika Yokoyama is an academic expert on architecture with an advanced and broad range of expertise cultivated through architecture, urban planning, and interdisciplinary research in these fields, as well as extensive knowledge of human resource development through college education. The Company therefore believes that it can obtain professional and wide-ranging advice on the Group's businesses and human resource development from her, and she can continue to strengthen the function of overseeing business execution of the Board of Directors based on her experience as an officer and head of organizations inside and outside of the university.			

- Notes:
1. Mr. Shinichiro Yamamiya and Ms. Yurika Yokoyama are candidates for Outside Director.
 2. There is no relationship of special interest between each candidate for Director and the Company.
 3. The Company has registered Mr. Shinichiro Yamamiya and Ms. Yurika Yokoyama as independent officers set forth by the rules of the Tokyo Stock Exchange. If their election as Director is approved at this General Meeting of Shareholders, the Company plans to maintain their registration as independent officers.
 4. Mr. Shinichiro Yamamiya will have served as Outside Director of the Company for nine years as of the conclusion of this Annual General Meeting of Shareholders. Mr. Yamamiya had also served as Outside Audit & Supervisory Board Member of the Company and Japan ERI Co., Ltd.
 5. Ms. Yurika Yokoyama will have served as Outside Director of the Company for one year as of the conclusion of this Annual General Meeting of Shareholders.
 6. The Company has entered into an agreement with Mr. Shinichiro Yamamiya and Ms. Yurika Yokoyama to limit their liability for damage prescribed in Article 423, Paragraph 1 of the Companies

Act pursuant to the provisions of Article 427, Paragraph 1 of the same Act. The maximum amount of liability for damage under the agreement is 7 million yen or the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is higher. If their election as Director is approved at this General Meeting of Shareholders, the agreement will continue to be in effect.

7. The Company has entered into a directors and officers liability insurance contract with an insurance company. The contract covers damage that may arise due to the insured assuming liability for their execution of duties or receiving a claim for the pursuit of such liability. If the candidates assume their respective offices of Director, each of them will be insured under the contract. The Company also plans to renew the contract with the same content at the next renewal.
8. The number of shares of the Company held indicates that as of May 31, 2024.

■ Reference: Skills Matrix of the Board of Directors

The following table shows the knowledge, experience, and expertise that the Company particularly expects the candidates for Director and the Audit & Supervisory Board Member to possess.

[Views on the skills of Directors and Audit & Supervisory Board Members]

The Group is a corporate group whose core consists of third-party professional institutions mainly engaged in the field of architecture. Accordingly, for the Board of Directors to appropriately fulfill its roles, the Board of Directors as a whole must possess the skills required in light of the Group's business content, business development, and governance system, among other aspects. First of all, it is necessary for Directors and Audit & Supervisory Board Members to be familiar with the Group's business content and its nature, and to have knowledge about business-related technologies to appropriately make decisions on and oversee the Company's important business execution. In addition, skills related to corporate management, finance and accounting, legal affairs, risk management, etc. serve as a basis for all business executions and oversight. Human resource development skills are also important in light of the Group's medium- to long-term management plan, management strategy, management issues and other factors.

The Company considers that the candidates for Director and the incumbent Audit & Supervisory Board Members as a whole have a good balance of such knowledge, experience, and expertise, and are also adequate in terms of size.

Name	Position and title (tentative for candidates)	Corporate management	Industry and business	Business related skill	Human resource development	Finance and accounting	Legal affairs and risk management
Akiyo Masuda	Director and Chairperson	●	●	●	●		
Toshihiko Umano	Representative Director and President	●	●		●	●	
Tetsuji Takenouchi	Representative Director and Vice President	●	●	●		●	
Takehiro Shoji	Director	●	●	●	●		
Shinichiro Yamamiya	Outside Director	●					●
Yurika Yokoyama	Outside Director		●	●	●		
Shunsuke Doyama	Audit & Supervisory Board Member	●	●	●			
Shigeru Kato	Audit & Supervisory Board Member	●	●			●	
Hiroshi Ohta	Outside Audit & Supervisory Board Member	●				●	
Masaru Nishimura	Outside Audit & Supervisory Board Member	●					●

Note: The above table does not show all knowledge, experience, and expertise of each candidate for Director and Audit & Supervisory Board Member.