

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 7037

Dispatch date: March 4, 2025

Start of measures for providing information in electronic format: February 26, 2025

To our shareholders:

Hiroko Ikeuchi, President & CEO

**teno.Holdings Company Limited**

10-10, Kamigofukumachi, Hakata-ku, Fukuoka-shi

## Notice of the Tenth Annual General Meeting of Shareholders

Notice is hereby given that the tenth Annual General Meeting of Shareholders of teno.Holdings Company Limited (the “Company”) will be held as detailed below.

When convening this general meeting of shareholders, the Company takes measures for providing information in electronic format that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken), and posts this information on the Company’s website. Please access the website using the internet address shown below to review the information.

Company’s website: <https://www.teno.co.jp/> (in Japanese)

(Please access the website above, then select from the menus in the following order: “Investor information,” “Share information,” “General meeting of shareholders”)

In addition to posting items for which measures for providing information in electronic format are to be taken on the Company’s website, we also post this information on the website of Tokyo Stock Exchange, Inc. (TSE) as follows.

TSE website (Listed Company Search):

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

(Please access the TSE website above and enter either “teno.Holdings” in the “Issue name (company name)” field or the Company’s securities code, “7037” in the “Code” field, then execute the search. On the search result screen, select first “Basic information” then “Documents for public inspection/PR information,” and under “File information available for public inspection” see “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” to confirm the information.)

In lieu of attendance, you may exercise your voting rights by either of the following methods. We kindly ask that you first refer to the Reference Documents for the General Meeting of Shareholders, then exercise your voting rights by 6 p.m. on Tuesday, March 18, 2025 (JST).

[Exercise of voting rights in writing (by post)]

Please indicate your approval or disapproval of each proposal in the Voting Rights Exercise Form sent out with this convocation notice, and return it so that it arrives by the voting deadline above.

[Exercise of voting rights via the internet, etc.]

Please refer to the “Exercise of Voting Rights via the Internet, etc.” (in Japanese only).

If you exercise your voting rights in duplicate both by the Voting Rights Exercise Form and via the internet, etc., the vote exercised via the internet, etc. shall prevail.

- 1. Date and Time:** Wednesday, March 19, 2025, 10 a.m. (JST)  
**2. Venue:** Tsuru Banquet Hall, fourth floor of Hotel New Otani Hakata  
1-1-2, Watanabe-Dori, Chuo-ku, Fukuoka-shi

**3. Purpose of the Meeting**

**Matters to be reported:**

1. Report of the Business Report, the Consolidated Financial Statements for the Tenth Fiscal Period (from January 1, 2024 to December 31, 2024), and Audit Results Prepared by the Financial Auditor and the Audit & Supervisory Board on the Consolidated Financial Statements
2. Report of the Non-consolidated Financial Statements for the Tenth Fiscal Period (from January 1, 2024 to December 31, 2024)

**Matters to be resolved:**

- Proposal**      Appropriation of Surplus

If you attend the meeting, please submit the Voting Rights Exercise Form enclosed herewith to the reception desk at the entrance of the meeting hall.

If revisions to items for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's aforementioned website and the TSE website. Paper-based documents stating items for which measures for providing information in electronic format are to be taken have been sent to shareholders who requested the delivery of paper-based documents, however those documents do not include the following items in accordance with the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation.

- (i) "Subscription Rights to Shares," "Status of Independent Accountants," and "System for Ensuring the Properness of Business Operations and Implementation of that System" as part of the Business Report.
- (ii) "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- (iii) "Statements of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

For this reason, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements stated in the aforementioned documents constitute one part of the documents that were audited by the Financial Auditor and Audit & Supervisory Board for preparing their respective audit reports.

Note that, for this General Meeting of Shareholders, paper-based documents stating items for which measures for providing information in electronic format are to be taken, excluding the above items, will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents.

At the venue, each shareholder will receive a corporate gift.

## Reference Documents for the General Meeting of Shareholders

### Proposal      Appropriation of Surplus

The Company's basic policy regarding the distribution of profits is to provide stable dividends on a continual basis while securing internal reserves necessary for future business development and strengthening its financial structure. Based on the above basic policy, the Company proposes the appropriation of surplus as follows:

#### 1. Appropriation of other capital surplus

The Company recorded a deficit of ¥108,498,182 in retained earnings brought forward in the non-consolidated financial results for the fiscal year ended December 31, 2024. Given this situation, the Company proposes to transfer a portion of other capital surplus to retained earnings brought forward, with the aim of ensuring flexible and agile capital policies and securing funds for dividends to shareholders.

- (1) Item of surplus to be decreased and amount of decrease  
Other capital surplus                          ¥108,498,182
- (2) Item of surplus to be increased and amount of increase  
Retained earnings brought forward      ¥108,498,182
- (3) Effective date of appropriation of surplus  
March 21, 2025

#### 2. Year-end dividends

The Company proposes a year-end dividend for the current fiscal year of ¥9 per share.

- (1) Type of dividend property  
Cash
- (2) Allotment of dividend property and their aggregate amount  
¥9 per common share of the Company  
Total payment: ¥41,117,184
- (3) Effective date of dividends of surplus  
March 21, 2025

Furthermore, the funds for dividends are planned to be other capital surplus.