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(Stock Exchange Code 3232)

May 30, 2024

(Date of commencement of measures for electronic provision: May 28, 2024)

**To Shareholders with Voting Rights:**

Kenichi Takeya  
President and Representative Director  
**Mie Kotsu Group Holdings, Inc.**  
1-1, Chuo, Tsu City, Mie

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

Dear Shareholders:

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

The 18th Ordinary General Meeting of Shareholders of Mie Kotsu Group Holdings, Inc. (the “Company”) will be held as described below.

In convening the Meeting, the Company has taken measures for electronic provision for information contained in the Reference Documents for the General Meeting of Shareholders, etc. (the matters subject to measures for electronic provision). This information is posted on the Company’s website on the Internet. Please access this website to view the information.

The Company’s website:

<https://holdings.sanco.co.jp/english/ir/stock/meeting/>

(The information is posted under the heading “The 18th Ordinary General Meeting of Shareholders” on the above website.)

In addition to the above, the information is also posted on the website of the Tokyo Stock Exchange (TSE).

TSE website:

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

(Please access the above TSE website, enter “Mie Kotsu Group Holdings” in the Issue name (company name) field or “3232” in the Code field, and click “Search.” Then, select “Basic information” and “Documents for public inspection/PR information.” The information is posted in “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]” under “Filed information available for public inspection.”)

If you decide not to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please take the time to review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 p.m., on Wednesday, June 19, 2024, the Japan standard time.

**1. Date and Time:**

Thursday, June 20, 2024 at 10:00 a.m. Japan standard time

**2. Place:**

Theater, Mie Center For the Arts,

1234 Isshindenzokubeta, Tsu City, Mie, Japan

\* The venue has been changed from the previous year’s venue.

\* The progress of the Meeting will be live-streamed on the Internet. For more details such as instructions on how to view the live stream, please see pages 6 to 7 of the Japanese version of this Notice. (Japanese language only)

### 3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 18th Fiscal Year (April 1, 2023 - March 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 18th Fiscal Year (April 1, 2023 - March 31, 2024)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Twelve (12) Directors  
**Proposal 3:** Election of Two (2) Audit & Supervisory Board Members  
**Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member

### 4. Other:

The Reference Documents for the General Meeting of Shareholders has also been sent to shareholders who have not submitted a request for delivery of paper copy. To shareholders who have submitted a request for delivery of paper copy, the paper copy containing the matters subject to measures for electronic provision has been sent, except for the Necessary Corporate Systems to Ensure the Appropriateness of Business Operations and the Summary of Operational Status of the Systems to be stated in the Business Report, the Consolidated Statement of Changes in Net Assets and the Notes to the Consolidated Financial Statements, which are part of the Consolidated Financial Statements, and the Statement of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements, which are part of the Non-consolidated Financial Statements in accordance with laws and regulations and the Company's Articles of Incorporation. The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents subject to audit, including those not included in the paper copy sent to shareholders.

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1. When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  2. If exercising your voting rights by proxy, you may authorize one (1) other shareholder with voting rights to attend the meeting as your proxy, provided that such proxy shall submit to the Company a document evidencing his or her power of representation.
  3. Details of any updates to the matters subject to measures for electronic provision will be posted on the websites shown above.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

**Proposal 1:** Appropriation of Surplus

### **Matters concerning year-end dividends**

The Company's policy on dividends is to provide stable returns to shareholders while striving to establish a stable management platform over the long term and while taking into consideration the changes in operating results and the internal reserves required for the future.

The Mie Kotsu Group celebrated the 80th anniversary of its founding in February 2024, and we would like to take this opportunity to express our heartfelt thanks to our shareholders and other stakeholders for their constant support.

In gratitude to our shareholders, we propose to pay year-end dividends for the 18th fiscal year of ¥6 per share, including a special dividend of ¥1 to commemorate the Group's 80th anniversary in addition to the ordinary dividend of ¥5.

These year-end dividends, combined with the interim dividends of ¥6 distributed earlier in the fiscal year, bring the annual dividends for the 18th fiscal year to ¥12 per share.

1. Type of dividend property  
Cash
2. Allocation of dividend property to shareholders and total amount thereof  
¥6 per share of common stock of the Company  
(Comprising of an ordinary dividend of ¥5 and a special dividend of ¥1)  
Total amount of dividends: ¥600,257,436
3. Effective date of distribution of dividends of surplus  
June 21, 2024

**Proposal 2: Election of Twelve (12) Directors**

The terms of office of all Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. We therefore propose to elect twelve (12) Directors.

The candidates for Director are as follows:

No.	Name	Current position and responsibility at the Company	Attendance at the Board of Directors meetings
1	Reappointment Toshihide Ogura	Chairman and Representative Director	9/9 (After taking office on June 23, 2023)
2	Reappointment Kenichi Takeya	President and Representative Director	11/11
3	Reappointment Naoyuki Okamoto	Director and Executive Advisor	11/11
4	Reappointment Hideaki Tabata	Director Responsible for Human Resources, General Affairs and Human Resources Group	9/9 (After taking office on June 23, 2023)
5	Reappointment Michiyasu Masuda	Director Responsible for Planning Office, General Affairs and Human Resources Group, Accounting Group, and Internal Control Office	9/9 (After taking office on June 23, 2023)
6	Reappointment Yoko Murata	Director	11/11
7	Reappointment Michitaka Nakamura	Director	11/11
8	Reappointment Outside Director Independent Director Yoshiyuki Kusui	Director	11/11
9	Reappointment Outside Director Takashi Tsuji	Director	10/11
10	Reappointment Outside Director Independent Director Ayako Tanaka	Director	11/11
11	Reappointment Outside Director Independent Director Izumi Takamiya	Director	11/11
12	Reappointment Outside Director Independent Director Takashi Ueda	Director	11/11

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	<p>Toshihide Ogura (September 9, 1955)</p> <p>(Reappointment)</p> <p>Attendance at the Board of Directors meetings: 9/9</p>	<p>April 1978      Joined Kintetsu Corporation (current Kintetsu Group Holdings Co., Ltd.)</p> <p>June 2009      Executive Officer of Kintetsu Corporation</p> <p>June 2012      Director and Managing Executive Officer of Kintetsu Corporation</p> <p>June 2015      Director and Senior Managing Executive Officer of Kintetsu Corporation</p> <p>June 2016      Chairman and Representative Director of Mie Kotsu Co., Ltd.</p> <p>June 2016      Chairman and Representative Director of Sanco Real Estate Co., Ltd.</p> <p>June 2016      Chairman and Representative Director of Meihankintetsu Bus Co., Ltd.</p> <p>June 2016      President and Representative Director of the Company</p> <p>June 2020      President of Kintetsu Group Holdings Co., Ltd.</p> <p>June 2023      Chairman and Representative Director of Sanco Real Estate Co., Ltd. (current position)</p> <p>June 2023      Chairman and Representative Director of the Company (current position)</p> <p>[Significant concurrent position] Chairman and Representative Director of Sanco Real Estate Co., Ltd.</p>	107,300
<p>&lt;Reason for nomination as a candidate for Director&gt; Mr. Toshihide Ogura has worked for Kintetsu Corporation (current Kintetsu Group Holdings Co., Ltd.) since 1978 and has gained a wealth of business experience through his involvement in general affairs and administration of the group. He has served as Executive Officer and Director of Kintetsu Corporation since 2009 and has in-depth knowledge and a wealth of experience in the corporate management. He was engaged in the group management as the President and Representative Director of the Company for four years from 2016 and as the President of Kintetsu Group Holdings for three years from 2020. The Company believes that he can contribute to strengthening the effectiveness of the decision-making and control function of the Board of Directors by utilizing his experience and insight at the Board of Directors. Thus, the Company nominates him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
2	Kenichi Takeya (July 28, 1956)  (Reappointment)  Attendance at the Board of Directors meetings: 11/11	April 1979	Joined Mie Kotsu Co., Ltd.	135,300
		June 2009	Director of Mie Kotsu Co., Ltd.	
June 2011	Managing Director of Mie Kotsu Co., Ltd.			
June 2013	Director of the Company			
June 2013	Senior Managing Director of Mie Kotsu Co., Ltd.			
June 2017	Vice President and Representative Director of Mie Kotsu Co., Ltd.			
June 2019	President and Representative Director of Mie Kotsu Co., Ltd.			
June 2019	Vice President and Representative Director of the Company			
June 2023	Chairman and Representative Director of Mie Kotsu Co., Ltd. (current position)			
June 2023	Chairman and Representative Director of Meihankintetsu Bus Co., Ltd. (current position)			
		June 2023	President and Representative Director of the Company (current position)	
		[Significant concurrent positions] Chairman and Representative Director of Mie Kotsu Co., Ltd. Chairman and Representative Director of Meihankintetsu Bus Co., Ltd.		
<p>&lt;Reason for nomination as a candidate for Director&gt;  Mr. Kenichi Takeya has been working for the Group since 1979 and has gained a wealth of business experience through his involvement in the bus business and as a Director of a Group company. He also has been engaged in the Group's management as a Director of the Company since 2013. The Company believes that he can contribute to strengthening the effectiveness of the decision-making and control function of the Board of Directors by utilizing his experience and insight at the Board of Directors of the Company. Thus, the Company nominates him as a candidate for Director.</p>				
3	Naoyuki Okamoto (December 29, 1946)  (Reappointment)  Attendance at the Board of Directors meetings: 11/11	April 1970	Joined Kintetsu Corporation (current Kintetsu Group Holdings Co., Ltd.)	215,600
		June 2003	Director of Kintetsu Corporation	
June 2005	Senior Managing Director of Kintetsu Corporation			
June 2007	Vice President and Representative Director of Kintetsu Corporation			
June 2010	President and Representative Director of the Company			
June 2010	Chairman and Representative Director of Mie Kotsu Co., Ltd.			
June 2010	Chairman and Representative Director of Sanco Real Estate Co., Ltd.			
June 2010	Chairman and Representative Director of Meihankintetsu Bus Co., Ltd.			
June 2016	Chairman and Representative Director of the Company			
June 2023	Director and Executive Advisor of the Company (current position)			
<p>&lt;Reason for nomination as a candidate for Director&gt;  Mr. Naoyuki Okamoto has worked for Kintetsu Corporation (current Kintetsu Group Holdings Co., Ltd.) since 1970 and has gained a wealth of business experience through his involvement in public relations, personnel affairs, and the real estate business. He became Director of Kintetsu Corporation in 2003 and has in-depth knowledge and a wealth of experience of corporate management. He has been engaged in the Group's management as the President and Representative Director of the Company since 2010 and as the Chairman and Representative Director since 2016. The Company believes that he can contribute to strengthening the effectiveness of the decision-making and control function of the Board of Directors by utilizing his experience and insight at the Board of Directors. Thus, the Company nominates him as a candidate for Director.</p>				

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
4	Hideaki Tabata (August 30, 1963)  (Reappointment)  Attendance at the Board of Directors meetings: 9/9	<p>April 1986      Joined Mie Kotsu Co., Ltd</p> <p>June 2017      Managing Director of Meihankintetsu Bus Co., Ltd.</p> <p>June 2019      Director of Mie Kotsu Co., Ltd.</p> <p>June 2020      President and Representative Director of Meihankintetsu Bus Co., Ltd.</p> <p>June 2020      President and Representative Director of Meihan Kintetsu Travel Co., Ltd.</p> <p>June 2020      Director of the Company</p> <p>June 2021      Executive Officer of the Company</p> <p>June 2023      President and Representative Director of Mie Kotsu Co., Ltd. (current position)</p> <p>June 2023      Director of the Company (current position)</p> <p>[Significant concurrent position] President and Representative Director of Mie Kotsu Co., Ltd.</p> <p>[Responsibilities] Responsible for Human Resources, General Affairs and Human Resources Group</p>	40,200
<p>&lt;Reason for nomination as a candidate for Director&gt;</p> <p>Mr. Hideaki Tabata has been working for the Group since 1986 and has gained a wealth of business experience through his involvement in the bus business and travel planning service and as a Director of companies in the Group. He has been engaged in the Group's management as Director and other roles of the Company since 2020. The Company believes that he can contribute to strengthening the effectiveness of the decision-making and control function of the Board of Directors by utilizing his experience and insight at the Board of Directors. Thus, the Company nominates him as a candidate for Director.</p>			
5	Michiyasu Masuda (November 24, 1964)  (Reappointment)  Attendance at the Board of Directors meetings: 9/9	<p>April 1989      Joined Kintetsu Corporation (current Kintetsu Group Holdings Co., Ltd.)</p> <p>June 2021      Executive Officer of Kintetsu Group Holdings Co., Ltd.</p> <p>March 2023      Executive Officer of the Company</p> <p>June 2023      Senior Managing Director of Mie Kotsu Co., Ltd. (current position)</p> <p>June 2023      Director of the Company (current position)</p> <p>[Significant concurrent position] Senior Managing Director of Mie Kotsu Co., Ltd.</p> <p>[Responsibilities] Responsible for Planning Office, General Affairs and Human Resources Group, Accounting Group, and Internal Control Office</p>	23,700
<p>&lt;Reason for nomination as a candidate for Director&gt;</p> <p>Mr. Michiyasu Masuda has worked as a member of Kintetsu Corporation (current Kintetsu Group Holdings Co., Ltd.) since 1989, involved in the railway business, administrative general affairs, group management, and planning. He has been engaged in the group management as Executive Officer of Kintetsu Group Holdings Co., Ltd. since 2021 and Director of the Company since 2023. The Company believes that he can contribute to strengthening the effectiveness of the decision-making and control function of the Board of Directors by utilizing his experience and insight at the Board of Directors. Thus, the Company nominates him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
6	Yoko Murata (January 29, 1972)  (Reappointment)  Attendance at the Board of Directors meetings: 11/11	April 1994	Joined Mie Kotsu Co., Ltd.	42,700
		June 2016	General Manager of General Affairs and Human Resources Group of the Company	
		June 2017	General Manager of Planning Office of the Company	
		June 2020	President and Representative Director of Sanco Inn Co., Ltd. (current position)	
		June 2020	Director of the Company (current position)	
			[Significant concurrent position] President and Representative Director of Sanco Inn Co., Ltd.	
<p>&lt;Reason for nomination as a candidate for Director&gt;  Ms. Yoko Murata has been working for the Group since 1994 and has gained a wealth of business experience through her involvement in the bus business and general affairs. She has been engaged in the Group's management as Director of the Company since 2020. The Company believes that she can contribute to strengthening the effectiveness of the decision-making and control function of the Board of Directors by utilizing her experience and insight at the Board of Directors of the Company. Thus, the Company nominates her as a candidate for Director.</p>				
7	Michitaka Nakamura (March 14, 1963)  (Reappointment)  Attendance at the Board of Directors meetings: 11/11	April 1987	Joined Mie Kotsu Co., Ltd.	95,400
		June 2014	Director of Sanco Real Estate Co., Ltd.	
		June 2016	Managing Director of Sanco Real Estate Co., Ltd.	
		June 2018	Senior Managing Director of Sanco Real Estate Co., Ltd.	
		June 2021	President and Representative Director of Sanco Real Estate Co., Ltd. (current position)	
		June 2021	Director of the Company (current position)	
			[Significant concurrent position] President and Representative Director of Sanco Real Estate Co., Ltd.	
<p>&lt;Reason for nomination as a candidate for Director&gt;  Mr. Michitaka Nakamura has been working for the Group since 1987 and has gained a wealth of business experience through his involvement in accounting and planning and as a Director of a Group company. He has been engaged in the Group's management as Director of the Company since 2021. The Company believes that he can contribute to strengthening the effectiveness of the decision-making and control function of the Board of Directors by utilizing his experience and insight at the Board of Directors of the Company. Thus, the Company nominates him as a candidate for Director.</p>				



No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
8	Yoshiyuki Kusui (May 14, 1954)  (Outside Director) (Independent Director) (Reappointment)  Attendance at the Board of Directors meetings: 11/11	April 1980    Joined Mie Prefectural Government April 1985    Registered as attorney-at-law January 1992    Opened Kusui Law Office June 2014    Outside Audit & Supervisory Board Member of the Company June 2016    Outside Director of the Company (current position) June 2021    Registered as a tax accountant  [Significant concurrent positions] Attorney-at-law Tax accountant	24,800
<p>&lt;Reason for nomination as a candidate for Outside Director and outline of expected role&gt;  Mr. Yoshiyuki Kusui has served as an Outside Audit &amp; Supervisory Board Member of the Company for two years since 2014 and has been engaged in audits of the Company to ascertain whether performance of duties of management is lawful and reasonable. Although he has never engaged in corporate management in the past except as an outside officer, he has a wealth of knowledge and experience cultivated as an attorney-at-law. For the reasons above, the Company expects that he is capable of providing accurate advice on management of the Company from an objective viewpoint and that he can contribute to further strengthening the effectiveness of the decision-making and control function of the Board of Directors and to the enhancement of the Group's corporate value over the medium to long term. Thus, the Company nominates him as a candidate for Outside Director.</p>			
9	Takashi Tsuji (August 26, 1957)  (Outside Director) (Reappointment)  Attendance at the Board of Directors meetings: 10/11	April 1982    Joined Kintetsu Corporation (current Kintetsu Group Holdings Co., Ltd.) January 2015    Executive Officer of Kintetsu Division Preparation Company (current Kintetsu Railway Co., Ltd.) June 2016    Director and Managing Executive Officer of Kintetsu Railway Co., Ltd. June 2019    Director of Kintetsu Group Holdings Co., Ltd. June 2019    President and Representative Director of Kintetsu Railway Co., Ltd. June 2020    Outside Director of the Company (current position) June 2021    Group Officer of Kintetsu Group Holdings Co., Ltd. June 2023    President of Kintetsu Group Holdings Co., Ltd. (current position)  [Significant concurrent positions] President of Kintetsu Group Holdings Co., Ltd. Director of Kin-Ei Corp.	3,700
<p>&lt;Reason for nomination as a candidate for Outside Director and outline of expected role&gt;  Mr. Takashi Tsuji has been working for Kintetsu Corporation (current Kintetsu Group Holdings Co., Ltd.) since 1982 and has gained a wealth of business experience through his involvement in railway business. He became President and Representative Director of Kintetsu Railway Co., Ltd. in June 2019 and President of Kintetsu Group Holdings Co., Ltd. in June 2023, and has in-depth knowledge and a wealth of experience of corporate management. The Company expects that he can contribute to further strengthening the effectiveness of the decision-making and control function of the Board of Directors and to the enhancement of the Group's corporate value over the medium to long term by utilizing his experience and insight to manage the Company. Thus, the Company nominates him as a candidate for Outside Director.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
10	<p>Ayako Tanaka (April 30, 1950)</p> <p>(Outside Director) (Independent Director) (Reappointment)</p> <p>Attendance at the Board of Directors meetings: 11/11</p>	<p>October 1973    Joined Suzuka Public Health Center, Mie Prefecture</p> <p>April 1978     Joined Shiokawa Hospital</p> <p>April 1988     Director of Shiokawa Hospital, Medical Corporation Seijinkai</p> <p>May 1997      Executive Director of Social Welfare Corporation Hakuikai</p> <p>December 1998 President of Medical Corporation Seijinkai (current position)</p> <p>June 2010     President of Social Welfare Corporation Hakuikai (current position)</p> <p>June 2021     Outside Director of the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>President of Medical Corporation Seijinkai</p> <p>President of Social Welfare Corporation Hakuikai</p>	600
		<p>&lt;Reason for nomination as a candidate for Outside Director and outline of expected role&gt;</p> <p>Although Ms. Ayako Tanaka has never engaged in corporate management in the past in other ways than serving as an outside director, she has deep insight and a wealth of experience as an executive of a medical institution, etc. For the reason above, the Company expects that she can provide accurate advice on management of the Company from an objective viewpoint and that she can contribute to further strengthening the effectiveness of the decision-making and control function of the Board of Directors and to the enhancement of the Group's corporate value over the medium to long term. Thus, the Company nominates her as a candidate for Outside Director.</p>	
11	<p>Izumi Takamiya (July 22, 1958)</p> <p>(Outside Director) (Independent Director) (Reappointment)</p> <p>Attendance at the Board of Directors meetings: 11/11</p>	<p>May 1989      Research Associate of School of Humanities and Social Sciences, Waseda University</p> <p>April 2001     Lecturer of Faculty of Literature, Arts and Cultural Studies, Kindai University</p> <p>April 2005     Assistant Professor of Faculty of Literature, Arts and Cultural Studies, Kindai University</p> <p>April 2007     Associate Professor of Faculty of Literature, Arts and Cultural Studies, Kindai University</p> <p>April 2011     Professor of Faculty of Literature, Arts and Cultural Studies, Kindai University (current position)</p> <p>October 2016   Dean of Faculty of Literature, Arts and Cultural Studies, Kindai University</p> <p>November 2017 Vice President of Kindai University (current position)</p> <p>June 2021     Outside Director of the Company (current position)</p> <p>[Significant concurrent position]</p> <p>Vice President and Professor of Faculty of Literature, Arts and Cultural Studies of Kindai University</p>	6,300
		<p>&lt;Reason for nomination as a candidate for Outside Director and outline of expected role&gt;</p> <p>Ms. Izumi Takamiya has experience in university management through her service as Vice President of Kindai University in addition to her career as a university professor. Although she has never engaged in corporate management in the past in other ways than serving as an outside director, she has deep insight and a wealth of experience gained in the course of her career. For the reasons above, the Company expects that she can provide accurate advice on management of the Company from an objective viewpoint and that she can contribute to further strengthening the effectiveness of the decision-making and control function of the Board of Directors and to the enhancement of the Group's corporate value over the medium to long term. Thus, the Company nominates her as a candidate for Outside Director.</p>	

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
12	Takashi Ueda (May 1, 1952)  (Outside Director) (Independent Director) (Reappointment)  Attendance at the Board of Directors meetings: 11/11	April 1975      Joined Mie Prefectural Government April 2009      General Manager of Department of General Affairs, Mie Prefectural Government April 2012      Vice Governor, Mie Prefectural Government June 2016      Chairman, Mie Credit Guarantee Association June 2021      President, Mie Prefecture Tomonokai Foundation (current position) June 2022      Outside Director of the Company (current position)  [Significant concurrent position] President, Mie Prefecture Tomonokai Foundation	1,100
<p>&lt;Reason for nomination as a candidate for Outside Director and outline of expected role&gt;  Mr. Takashi Ueda has many years of experience as a responsible person of administrative bodies, including his service as Vice Governor of Mie Prefectural Government. Although he has never engaged in corporate management in the past in other ways than serving as an outside director, he has deep insight and a wealth of experience gained in the course of his career. For the reasons above, the Company expects that he can provide accurate advice on management of the Company from an objective viewpoint and that he can contribute to further strengthening the effectiveness of the decision-making and control function of the Board of Directors and to the enhancement of the Group's corporate value over the medium to long term. Thus, the Company nominates him as a candidate for Outside Director.</p>			

(Notes)

1. There are no special interests between each of the candidates and the Company.
2. Mr. Yoshiyuki Kusui, Mr. Takashi Tsuji, Ms. Ayako Tanaka, Ms. Izumi Takamiya and Mr. Takashi Ueda are candidates for Outside Director. Mr. Yoshiyuki Kusui will have served as Outside Director for eight years, Mr. Takashi Tsuji for four years, Ms. Ayako Tanaka and Ms. Izumi Takamiya for three years and Mr. Takashi Ueda for two years at the conclusion of this Ordinary General Meeting of Shareholders.
3. The Company has registered Mr. Yoshiyuki Kusui, Ms. Ayako Tanaka, Ms. Izumi Takamiya and Mr. Takashi Ueda as Independent Directors with the Tokyo Stock Exchange and the Nagoya Stock Exchange.
4. The Criteria for Independence of Outside Directors/Audit & Supervisory Board Members are presented on the Company's website (<https://holdings.sanco.co.jp/ir/governance/>). (Japanese language only)
5. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act and Article 28 of the Articles of Incorporation, the Company has entered into agreements with Mr. Yoshiyuki Kusui, Mr. Takashi Tsuji, Ms. Ayako Tanaka, Ms. Izumi Takamiya and Mr. Takashi Ueda that limit their liability for damages provided in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations. If their reappointment is approved, the Company intends to continue the said agreements with them.
6. The Company has executed with an insurance company a directors and officers liability insurance agreement stipulated in Article 430-3, Paragraph 1, of the Companies Act that covers Directors, Audit & Supervisory Board Members, executive officers and major employees of the Company and its consolidated subsidiaries as the insured to compensate the insured for damages, litigation costs, and any other relevant costs and expenses that may arise in the event that the insured are held liable, or receive a claim for such liability, with regard to the performance of their duties. The insurance premiums are fully borne by the Company. If the appointment of each candidate is approved, the candidate will be covered by the said liability insurance agreement as the insured. The liability insurance agreement will be renewed during the candidates' term of office.
7. Mr. Takashi Tsuji is scheduled to take office as Chairman of the Board of Kintetsu Group Holdings Co., Ltd. and Mr. Takashi Ueda is scheduled to take office as Director (Audit Committee Member) of San ju San Financial Group, Inc. on June 21, 2024.

**Proposal 3: Election of Two (2) Audit & Supervisory Board Members**

The terms of office of Audit & Supervisory Board Members Mr. Shinya Nakagawa and Mr. Katsu Kobayashi will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of two (2) Audit & Supervisory Board Members is proposed.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Shinya Nakagawa (September 7, 1958)  (Reappointment)  Attendance at the Audit & Supervisory Board meetings: 11/11	April 1981    Joined Mie Kotsu Co., Ltd. June 2011    Director of Meihankintetsu Bus Co., Ltd. June 2013    Managing Director of Sanco Real Estate Co., Ltd. June 2015    Managing Director of Mie Kotsu Co., Ltd. June 2015    Director of the Company June 2017    Senior Managing Director of Mie Kotsu Co., Ltd. June 2020    Audit & Supervisory Board Member of the Company (current position)	42,100
	<p>&lt;Reason for nomination as a candidate for Audit &amp; Supervisory Board Member&gt; Mr. Shinya Nakagawa has been working for the Group since 1981 and has gained a wealth of experience and extensive knowledge of finance and accounting through his involvement in accounting. He has been engaged in the Group's management as a Director of the Company since 2015. Based on his achievement, experience and capability, the Company believes him to be an appropriate Audit &amp; Supervisory Board Member, and nominates him as a candidate for Audit &amp; Supervisory Board Member.</p>		
2	Toshiyuki Yamanaka (November 26, 1953)  (Outside Audit & Supervisory Board Member) (Independent Audit & Supervisory Board Member) (New candidate)	August 1983    Registered as Certified Public Accountant June 1989    Partner of Isuzu Audit Corporation April 1991    Registered as Tax Accountant April 1991    Established Toshiyuki Yamanaka CPA & Tax Accountant Office (current position) June 1995    Representative Partner of Isuzu Audit Corporation July 2007    Supervising Representative Partner of Isuzu Audit Corporation  [Significant concurrent positions] Certified Public Accountant Tax Accountant	0
	<p>&lt;Reason for nomination as a candidate for Outside Audit &amp; Supervisory Board Member&gt; Mr. Toshiyuki Yamanaka is a Certified Public Accountant and Tax Accountant and has a wealth of experience as an expert in those areas and extensive knowledge of finance and accounting. Although he has never engaged in corporate management in the past except as an outside officer, the Company believes, for the reasons above, that he is capable of appropriately fulfilling his duties as Audit &amp; Supervisory Board Member from his objective standpoint, and nominates him as a candidate for Outside Audit &amp; Supervisory Board Member.</p>		

(Notes)

1. There are no special interests between each of the candidates and the Company.
2. Mr. Toshiyuki Yamanaka is a candidate for Outside Audit & Supervisory Board Member.
3. The Company has designated Mr. Toshiyuki Yamanaka as an Independent Audit & Supervisory Board Member as prescribed by the Tokyo Stock Exchange and the Nagoya Stock Exchange and submitted a notification of his appointment to these Exchanges.
4. If the appointment of Mr. Toshiyuki Yamanaka in this proposal is approved and he takes office, the Company intends to enter into an agreement with him to limit his liability for damages provided in Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act and Article 37 of the Articles of Incorporation. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.
5. The Company has executed with an insurance company a directors and officers liability insurance agreement stipulated in Article 430-3, Paragraph 1, of the Companies Act that covers Directors, Audit & Supervisory Board Members, executive officers and major employees of the Company and its consolidated subsidiaries as the insured to compensate the insured for damages, litigation costs, and any other relevant costs and expenses that may arise in the event that the insured are held

liable, or receive a claim for such liability, with regard to the performance of their duties. The insurance premiums are fully borne by the Company. If the appointment of each candidate is approved, the candidate will be covered by the said liability insurance agreement as the insured. The liability insurance agreement will be renewed during the candidates' term of office.

**Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member**

In order to ensure that the number of incumbent Outside Audit & Supervisory Board Members does not fall short of that required by laws and regulations, the election of one (1) substitute Audit & Supervisory Board Member is proposed.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

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

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
Tetsuo Nakamura (November 18, 1960)  (Reappointment)  (Outside Audit & Supervisory Board Member)	April 1985    Joined Kintetsu Corporation (current Kintetsu Group Holdings Co., Ltd. June 2010    Director of Club Tourism International Inc. June 2012    Managing Director of Club Tourism International Inc. January 2013    Director of KNT-CT Holdings Co., Ltd. June 2019    Managing Director of KNT-CT Holdings Co., Ltd. June 2020    Director and Managing Executive Officer of Kintetsu Railway Co., Ltd. (current position)  [Significant concurrent positions] Director and Managing Executive Officer of Kintetsu Railway Co., Ltd. Audit & Supervisory Board Member of Kin-Ei Corp.	0
<Reason for nomination as a candidate for Audit & Supervisory Board Member> Mr. Tetsuo Nakamura has been working for Kintetsu Corporation (current Kintetsu Group Holdings Co., Ltd.) since 1985 and has gained a wealth of experience and extensive knowledge of finance and accounting through his involvement in accounting. He assumed the office of Director of companies in the group of the above-mentioned company in 2010. The Company believes that he is capable of appropriately fulfilling his duties as Audit & Supervisory Board Member from his objective standpoint, and nominates him as a candidate for substitute Outside Audit & Supervisory Board Member.		

(Notes)

1. There are no special interests between the candidate and the Company.
2. Mr. Tetsuo Nakamura is a candidate for substitute Outside Audit & Supervisory Board Member.
3. If the appointment of Mr. Tetsuo Nakamura in this proposal is approved and he takes office as Outside Audit & Supervisory Board Member, the Company intends to enter into an agreement with him to limit his liability for damages provided in Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act and Article 37 of the Articles of Incorporation. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.
4. The Company has executed with an insurance company a directors and officers liability insurance agreement stipulated in Article 430-3, Paragraph 1, of the Companies Act that covers Directors, Audit & Supervisory Board Members, executive officers and major employees of the Company and its consolidated subsidiaries as the insured to compensate the insured for damages, litigation costs, and any other relevant costs and expenses that may arise in the event that the insured are held liable, or receive a claim for such liability, with regard to the performance of their duties. The insurance premiums are fully borne by the Company. If Mr. Tetsuo Nakamura takes office as Outside Audit & Supervisory Board Member, he will be insured under this insurance agreement.
5. On June 21, 2024, Mr. Tetsuo Nakamura is scheduled to retire from the office of Director and Managing Executive Officer of Kintetsu Railway Co., Ltd. and assume the offices of Audit & Supervisory Board Member of Kintetsu Group Holdings Co., Ltd. and Kintetsu Railway Co., Ltd.

<Reference>

Composition and Skills Matrix of the Board of Directors and the Audit & Supervisory Board

If Proposals 2 and 3 are approved and adopted as originally proposed, the composition and skills matrix of the Board of Directors and the Audit & Supervisory Board will be as shown below.

Titles will be officially determined by the Board of Directors after the conclusion of this Ordinary General Meeting of Shareholders.

[Directors]

Title (tentative)	Name	Sex	Main areas of skills and experience of candidates (*)					
			Management	Finance / accounting	Human resource / labor affairs	Legal affairs / risk management	Digital / ICT	Gender / other elements of diversity
Chairman and Representative Director	Toshihide Ogura	Male	●	●		●		
President and Representative Director	Kenichi Takeya	Male	●		●	●		
Director and Executive Advisor	Naoyuki Okamoto	Male	●		●	●		
Director	Hideaki Tabata	Male	●		●	●		
Director	Michiyasu Masuda	Male	●	●		●		
Director	Yoko Murata	Female	●				●	●
Director	Michitaka Nakamura	Male	●	●		●		
Independent Outside Director	Yoshiyuki Kusui	Male	●	●		●		
Outside Director	Takashi Tsuji	Male	●		●	●		
Independent Outside Director	Ayako Tanaka	Female	●			●		●
Independent Outside Director	Izumi Takamiya	Female				●	●	●
Independent Outside Director	Takashi Ueda	Male	●		●	●		

[Audit & Supervisory Board Members]

Title (tentative)	Name	Sex	Main areas of skills and experience of candidates (*)					
			Management	Finance / accounting	Human resource / labor affairs	Legal affairs / risk management	Digital / ICT	Gender / other elements of diversity
Audit & Supervisory Board Member (full-time)	Shinya Nakagawa	Male		●	●	●		
Audit & Supervisory Board Member (full-time)	Michitaka Beppu	Male	●		●	●		
Independent Outside Audit & Supervisory Board Member	Toshiyuki Yamanaka	Male	●	●		●		
Outside Audit & Supervisory Board Member	Hiroyuki Kasamatsu	Male		●		●	●	

\* The list shows only three areas of skills and experience at maximum for each candidate.

# Business Report

(April 1, 2023 - March 31, 2024)

## 1. Current state of the corporate group

### (1) Business progress and results

The Japanese economy during the fiscal year ended March 31, 2024 (hereinafter, “the fiscal year under review”) saw progress in the normalization of socioeconomic activity, with the reclassification of COVID-19 to a Class 5 infectious disease. However, the outlook remained clouded in Japan and overseas due to factors such as labor shortages, abnormal weather conditions, rising geopolitical risks around the world, and the progressive depreciation of the Japanese yen.

Under such a situation, the Group implemented initiatives to capture post-pandemic demand, such as the opening of Sanco Inn Iseshi Ekimae Annex (Grande) in July 2023, under its key policy to provide safe, secure, stable, and comfortable services, based on the Mid-term Management Plan launched in the fiscal year under review. At the same time, we engaged in expanding our earnings base, proceeding with the development of the No. 2 Nagoya Sanco Building, the Meieki Sanco Building, and other office buildings and rental condominiums for sale.

As a result, for the fiscal year under review, the Group posted operating revenue of 98,218 million yen, up 5.5% year on year. Operating profit came to 7,368 million yen, or up 15.6%, ordinary profit was 7,537 million yen, or up 9.0%, and profit attributable to owners of parent came to 4,750 million yen, up 26.0%.

Results by segment are as follows:

#### Transportation segment

In the transit bus division, operating revenue increased, partly due to the revision of fares in March 2023. In the charter bus division, operating revenue increased due to our efforts to win orders for events and group transport. In the taxi division, operating revenue increased due to strong tourism demand in the Ise-shima region.

As a result, operating revenue in the Transportation segment increased by 5.2% year on year to 23,631 million yen, while operating profit increased by 1.2% to 389 million yen.

#### Real Estate segment

In the condominium and housing sale division, operating revenue increased due mainly to a rise in the number of sales of ready-built houses for sale and the sale of rental condominiums for sale. In the leasing division, operating revenue increased due to factors such as occupancy of properties acquired in Ise, Mie Prefecture and Toyohashi, Aichi Prefecture. In the construction division, operating revenue decreased due to fewer buildings completed for custom-built houses. In the environmental energy division, operating revenue increased with strong power generation volumes thanks to favorable weather conditions. In the brokerage division, operating revenue decreased due to a decrease in the number of properties and amount handled. In the real estate management division in which we provide management and other services for buildings and condominiums, operating revenue increased, thanks mainly to orders for new properties.

As a result, operating revenue in the Real Estate segment increased by 3.1% year on year to 35,565 million yen, but operating profit decreased by 6.3% to 5,844 million yen due to factors such as the occurrence of expenses relating to the opening of new office buildings.

#### Distribution segment

In the petroleum products sales division, operating revenue decreased, due mainly to a decline in the sales volume of gasoline and liquified gas in the context of soaring prices. In the household goods sales division, operating revenue increased thanks to the year-long contribution of the Hands Matsuzakaya



Nagoya Store, opened in November 2022. In the automobile sales division, operating revenue increased due a strong performance in vehicle inspections and other car maintenance services, in addition to growth in the number of buses sold and a rise in the unit sale price of trucks.

As a result, operating revenue in the Distribution segment increased by 4.4% year on year to 31,839 million yen, and operating profit was 214 million yen.

### Leisure Services segment

In the business hotel division, demand for all accommodation in the three major metropolitan areas was boosted by the rapid growth in inbound tourism, driving a substantial rise in the unit sales price for hotels located in these areas. As a result, operating revenue increased. In the resort hotel division, operating revenue increased, due mainly to our efforts to raise consumption at facilities, amid a recovery in group usage. In the drive-in division, operating revenue increased due to an increase in the number of bus visits, as well as the events for individual visitors we held to attract customers. In the cable car (ropeway) division, operating revenue increased as we held promotional campaigns for each season and collaborated with the local community on events to attract customers.

As a result, operating revenue in the Leisure Services segment increased by 21.8% year on year to 14,039 million yen, and operating profit was 813 million yen.

## (2) Issues to be addressed

The removal of movement restrictions with the reclassification of COVID-19 to a Class 5 infectious disease in May 2023 has led to the recovery of various demands that had slumped during the pandemic. However, the Group's business environment is anticipated to remain adverse due to factors such as labor shortages and soaring raw materials prices, in addition to the progressive spread of new lifestyles.

Under these conditions, we will pursue the Group's businesses based on the six basic policies established under the four-year Mid-term Management Plan (2023-2026) launched in FY2023, to contribute to the development of the local community and achieve sustainable growth and development for the Group.

#### — Basic policies —

- Providing safe, secure, stable, and comfortable services
- Deepening and creating growing fields
- Building a business model adapting to changes in market
- Initiatives for sustainability
- Promoting DX
- Improving financial standing

Priority business and financial issues to be addressed by each segment are described below, together with concrete initiatives.

### Transportation segment

In the Transportation segment, we will implement thorough safety education and health management aimed at securing safety, our priority issue, while also strengthening our recruitment activities for transport staff and improving their working environments to address labor shortages, so that we can continue to offer services that bring peace of mind to consumers.

In the transit bus division, we will promote the visualization of bus information through the use of online services and the app to increase customer convenience. We will also enhance the efficiency of operation and reduce environmental burden through measures such as the introduction of articulated buses.

In the charter bus division, we will strive to capture transport demand arising from events while charging appropriate fares and enhancing transport services under the new fares system revised in August 2023.

In the contracted passenger transportation division, we will continue to ensure safe operations and work to secure stable earnings.

### Real Estate segment

In the condominium and housing sale division, we work to improve site acquisition and proceed with the planned development and sale of rental condominiums for sale as our next asset cycle business after condominiums and detached houses for sale.

In the leasing division, we will continue with the development of buildings such as the Yokkaichi Ekimae Sanco Building (tentative name), scheduled to open in spring 2025. We also push ahead with the acquisition of existing facilities for lease to speed up business expansion.

In the environmental energy division, in addition to streamlining the operation of solar power generation facilities, we will research renewable energy sources other than sunlight.

In the real estate management division, we will enhance the efficiency of administration and sales systems to improve productivity and provide high-quality services, while also working to acquire new orders with the aim of expanding our revenue scale.

#### Distribution segment

In the petroleum products sales division, we will formulate store strategies tailored to the business area in which we operate. At the same time, we will strengthen our earning power through total car services such as car maintenance.

In the household goods sales division, under the Hands brand we operate as a franchisee, we will strive to increase profitability by attracting more customers through the acquisition of app members and holding events, as well as reviewing our selling space allocations. We will also work to reduce costs through greater operational and management efficiency.

In the automobile sales division, we will focus on expanding sales of both new and used cars and aim to grow our revenues by strengthening maintenance and other after-sales services.

#### Leisure Services segment

In the business hotel division, we aim to boost our earning power by progressively developing new hotels, while also maintaining our competitive strength through the systematic renewal of existing hotels.

In the resort hotel division, we will work to provide plans to suit a wide range of needs. We will enhance customer satisfaction and strengthen our ability to attract guests through measures such as more extensive cuisine plans making the most of regional characteristics.

In the cable car (ropeway) division, we will attract more individual visitors by holding events in each season, while also strengthening our communication targeting inbound demand.

In the golf course division, we will take advantage of the excellent traffic accessibility, aiming to boost per-capita consumption by holding events targeting a wide range of customers and improving the playing environment.

#### Group as a whole

We will continue to pursue businesses based on our key policy of “providing safe, secure, stable, and comfortable services” which is one of our basic policies, while also improving productivity through more work-friendly environments and digitalization aimed at achieving DX.

In order for the Group to remain as a corporate group that is trusted by shareholders and investors, as well as customers, local communities, business partners and other various stakeholders, the Group strives to fulfill its social responsibility pursuant to the Management Guidelines and the Group Compliance Code of Conduct. On the financial front, we strive to strengthen our financial standing through a cash management system we utilize for the effective use of funds within the Group.

We will engage in business activities with a consciousness of ESG (environment, social and governance) aspects based on the Group Sustainability Basic Policies, aiming to achieve the SDGs (Sustainable Development Goals).

### (3) Capital investments

- 1) Major construction and other work completed during the fiscal year under review
  - Acquisition of the Ise Ekimae Sanco Building
  - Acquisition of land for the leasing business (Toyohashi City)
  - Construction of the Meieki Sanco Building
  - Construction of the No. 2 Nagoya Sanco Building
- 2) New vehicles manufactured during the fiscal year under review
  - Transit buses: 32 vehicles
  - Charter buses: 8 vehicles
- 3) Major construction and other work underway at the end of the fiscal year under review
  - Construction of the Yokkaichi Ekimae Sanco Building (tentative name)

(4) Financing

The Group took out loans from financial institutions as needed to cover capital investments and other expenses.

Outstanding balance of borrowings on a consolidated basis as of the end of the fiscal year under review increased by 1,063 million yen from the end of the previous fiscal year to 80,584 million yen.

(5) Assets and income

Item	15th fiscal year ended March 31, 2021	16th fiscal year ended March 31, 2022	17th fiscal year ended March 31, 2023	18th fiscal year ended March 31, 2024 (the fiscal year under review)
Total assets (million yen)	165,692	165,153	167,901	181,293
Net assets (million yen)	47,750	48,394	52,777	59,331
Net assets per share (yen)	477.14	482.59	525.52	589.81
Operating revenue (million yen)	81,179	84,351	93,124	98,218
Transportation segment (million yen)	18,634	19,706	22,467	23,631
Real Estate segment (million yen)	34,066	33,983	34,505	35,565
Distribution segment (million yen)	27,120	28,528	30,507	31,839
Leisure Services segment (million yen)	6,495	7,331	11,530	14,039
Elimination (million yen)	(5,137)	(5,198)	(5,886)	(6,857)
Profit (loss) attributable to owners of parent (million yen)	(1,746)	2,210	3,769	4,750
Basic earnings (loss) per share (yen)	(17.57)	22.19	37.78	47.52

- (Notes)
1. Factors that contributed to the operating results for the fiscal year under review are as stated in (1) Business progress and results.
  2. Net assets per share are calculated based on the total number of outstanding shares at the end of each fiscal year, which is the number after deducting the number of treasury shares.
  3. Basic earnings per share are calculated based on the average number of outstanding shares during the period for each fiscal year, which is the number after deducting the number of treasury shares.
  4. The Company applies the Accounting Standard for Revenue Recognition (ASBJ No. 29, March 31, 2020) and other standards from the 16th fiscal year.

(6) Significant subsidiaries (as of March 31, 2024)

(i) Significant subsidiaries

Company name	Share capital	Voting rights ratio	Principal business
	(Million yen)	(%)	
Mie Kotsu Co., Ltd.	4,017	100.00	Businesses related to motor transportation
Sanco Real Estate Co., Ltd.	3,800	100.00	Real estate business
Mie Isuzu Motor Co., Ltd.	105	56.76 (90.58)	Sales of automobiles
Mie Kotsu Shoji Co., Ltd.	99	100.00	Sales of petroleum products
Meihankintetsu Bus Co., Ltd.	90	100.00	Motor transportation business
Sanco Creative Life Co., Ltd.	50	100.00	Sales of household goods
Mie Kotsu Community Co., Ltd.	50	100.00	Real estate management
Sanco Inn Co., Ltd.	10	100.00	Operation of business hotels

(Note) Figures in parentheses include share capital contributed by subsidiaries of the Company.

(ii) Specified wholly-owned subsidiaries

Company name	Address	Total sum of book value	Total assets of the Company
		(Million yen)	(Million yen)
Mie Kotsu Co., Ltd.	1-1 Chuo, Tsu-shi, Mie	6,065	24,997
Sanco Real Estate Co., Ltd.	9-18 Marunouchi, Tsu-shi, Mie	8,418	

(7) Principal business (as of March 31, 2024)

(i) The Company

Planning and execution of consolidated management of the Group through ownership of shares in operating companies engaged in the transportation business, real estate business, distribution business, and leisure services business

(ii) The Group

Segment	Description of business
Transportation business	Operation of buses and operation of taxis
Real estate business	Sales, leasing, brokerage, and management of real estate, construction contractor business, and environmental energy business
Distribution business	Sales of petroleum products, sales of household goods, and sales of automobiles
Leisure services business	Operation of business hotels, operation of resort hotels, operation of drive-in commercial facilities, cable car business, operation of golf courses, travel agency business, operation of driving schools, landscaping business, and nursing care business

(8) Principal business locations (as of March 31, 2024)

1) The Company

Head Office: Tsu City, Mie

2) Business locations and facilities of principal subsidiaries

Company name	Locations (Prefecture)
Mie Kotsu Co., Ltd.	Mie, Aichi
Sanco Real Estate Co., Ltd.	Mie, Aichi, Tokyo, Osaka
Mie Isuzu Motor Co., Ltd.	Mie
Mie Kotsu Shoji Co., Ltd.	Mie, Wakayama
Meihankintetsu Bus Co., Ltd.	Aichi, Gifu, Mie
Sanco Creative Life Co., Ltd.	Aichi
Mie Kotsu Community Co., Ltd.	Mie, Aichi, Osaka
Sanco Inn Co., Ltd.	Aichi, Mie, Shizuoka, Tokyo, Osaka, Kyoto

(9) Employees (as of March 31, 2024)

Segment	Number of employees	
		(Persons)
Transportation business	1,595	(1,066)
Real estate business	405	(725)
Distribution business	448	(256)
Leisure services business	505	(292)
Group-wide affairs (across segments)	27	(6)
Total	2,980	(2,345)

- (Notes)
1. Number of employees indicates the number of persons working.
  2. Number of temporary employees, calculated as the average number over the year and not included in the number of employees, is stated within parentheses.
  3. Number of employees stated under "Group-wide affairs" is the number of employees of the Company.
  4. Executive officers are not included in the number of employees.

(10) Principal lenders (as of March 31, 2024)

Lender	Balance of borrowings
	(Million yen)
San ju San Bank, Ltd.	21,353
The Hyakugo Bank, Ltd.	20,359
JA Mie Shinren	10,333

## 2. Shares in the Company (as of March 31, 2024)

- (1) Total number of authorized shares 300,000,000 shares
- (2) Total number of outstanding shares 100,042,906 shares  
(excluding 7,258,677 treasury shares)
- (3) Number of shareholders 15,379  
(Increase of 581 from the end of the previous fiscal year)

### (4) Major shareholders

Shareholder name	Number of shares held	Shareholding ratio
	(Thousand shares)	(%)
The Master Trust Bank of Japan, Ltd. (Retirement Benefit Trust Account for Kintetsu Railway Co., Ltd.)	24,000	23.99
Kintetsu Group Holdings Co., Ltd.	14,222	14.22
The Hyakugo Bank, Ltd.	3,987	3.99
San ju San Bank, Ltd.	3,987	3.99
The Master Trust Bank of Japan, Ltd. (Trust Account)	3,378	3.38
Cosmo Oil Property Service CO., LTD.	2,357	2.36
Custody Bank of Japan, Ltd. (Trust Account 4)	2,067	2.07
Mie Kotsu Group Employee Shareholding Association	1,660	1.66
JA Mie Shinren	1,200	1.20
Meiji Yasuda Life Insurance Company	1,140	1.14

- (Notes)
1. The Company holds 7,258,677 treasury shares, but it is excluded from the above list of major shareholders.
  2. Shareholding ratio is calculated after deducting treasury shares.
  3. Kintetsu Railway Co., Ltd. reserves the right to give instructions regarding voting rights on 24,000 thousand shares held by The Master Trust Bank of Japan, Ltd. (Retirement Benefit Trust Account for Kintetsu Railway Co., Ltd.) as its trustor.

(5) Shares delivered to Company officers during the fiscal year under review as compensation for execution of duties

Details of shares delivered during the fiscal year under review as compensation for execution of duties are as follows.

- Total shares delivered to Directors and other officers by category

Category	Number of shares	Number of recipients
	(Shares)	(Persons)
Directors of the Company (excluding Outside Directors)	57,400	7
Outside Directors	0	0
Audit & Supervisory Board Members	0	0

- Details of shares (restricted stock) delivered

- 1) Transfer restriction period: 30 years
- 2) Conditions for lifting of the transfer restriction

The Company shall lift the transfer restriction for the whole of the restricted shares that have been allotted (hereinafter referred to as the “Allotted Shares”) at the expiry of the transfer restriction period, on condition that the relevant Director of the Company who is not an Outside Director (hereinafter referred to as the “Eligible Director”) has, during the transfer restriction period, remained uninterrupted in his/her post as Director, Audit & Supervisory Board Member, or employee of the Company or its subsidiaries, or any other posts equivalent thereto.

- 3) Handling in case an Eligible Director resigns or retires during the transfer restriction period due to the expiration of term of office, death, or any other reasons recognized as reasonable by the Board of Directors of the Company

a. Timing of lifting the transfer restriction

The Company shall lift the transfer restriction immediately after the resignation or retirement of the relevant Eligible Director. In case of resignation or retirement due to death, the Company shall lift the transfer restriction at a timing separately determined by the Board of Directors of the Company after the death of the Eligible Director.

b. Number of shares for which the transfer restriction will be lifted

The transfer restriction shall be lifted for the number of shares obtained by multiplying the number of Allotted Shares held as of the resignation or retirement stipulated in a. by the number of months from July of the year that includes the payment due date for the Allotted Shares through the month that includes the date of resignation or retirement divided by twelve (or 1, if the result of division exceeds 1); provided, however, that shares less than one unit arising from the calculation shall be rounded down.

- 4) Acquisition by the Company without consideration

The Company shall automatically acquire without consideration the Allotted Shares for which the transfer restriction is not lifted upon the expiry of the transfer restriction period or upon the lifting of the transfer restriction as stipulated in the above 3).

If an Eligible Director resigns or retires from all of the positions stipulated in the above 2) during the transfer restriction period, unless it is due to the expiration of term of office, death, or any other reasons recognized as reasonable by the Board of Directors of the Company, the Company shall automatically acquire all of the Allotted Shares without consideration upon such resignation or retirement. In addition, if an Eligible Director is in a position stipulated in the above 2) immediately before the expiry of the transfer restriction period, the Company shall automatically acquire all of the Allotted Shares without consideration.

- 5) Handling at organizational restructuring

If a merger agreement in which the Company becomes the absorbed company, a stock exchange agreement or stock transfer plan in which the Company becomes a wholly-owned subsidiary, or any other matter related to its organizational restructuring is approved at the General Meeting of Shareholders of the Company (or at the Board of Directors of the Company, if such organizational restructuring does not require an approval of the General Meeting of Shareholders of the Company)

during the transfer restriction period, the Company shall lift the transfer restriction based on the resolution of the Board of Directors of the Company, immediately before the business day prior to the effective date of such organizational restructuring, for the number of shares obtained by multiplying the number of Allotted Shares held as of the applicable event by the number of months from July of the year that includes the payment due date for the Allotted Shares through the month that includes the date of such approval divided by twelve (or 1, if the result of division exceeds 1); provided, however, that shares less than one unit arising from the calculation shall be rounded down.

Immediately after the lifting of the transfer restriction, the Company shall automatically acquire without consideration all of the Allotted Shares for which the transfer restriction has not been lifted.



### 3. Company Officers

#### (1) Directors and Audit & Supervisory Board Members (as of March 31, 2024)

Position	Name	Responsibilities and significant concurrent positions
Chairman and Representative Director	Toshihide Ogura	Chairman and Representative Director of Sanco Real Estate Co., Ltd. Director of Kin-Ei Corp.
President and Representative Director	Kenichi Takeya	Chairman and Representative Director of Mie Kotsu Co., Ltd. Chairman and Representative Director of Meihankintetsu Bus Co., Ltd.
Director and Executive Advisor	Naoyuki Okamoto	
Director	Hideaki Tabata	Responsible for Human Resources, General Affairs and Human Resources Group President and Representative Director of Mie Kotsu Co., Ltd.
Director	Michiyasu Masuda	Responsible for Planning Office, General Affairs and Human Resources Group, Accounting Group, and Internal Control Office Senior Managing Director of Mie Kotsu Co., Ltd.
Director	Yoko Murata	President and Representative Director of Sanco Inn Co., Ltd.
Director	Michitaka Nakamura	President and Representative Director of Sanco Real Estate Co., Ltd.
Director	Yoshiyuki Kusui	Outside Director Independent Director Attorney-at-law, Tax Accountant
Director	Takashi Tsuji	Outside Director President of Kintetsu Group Holdings Co., Ltd.
Director	Ayako Tanaka	Outside Director Independent Director President of Medical Corporation Seijinkai President of Social Welfare Corporation Hakuaiikai
Director	Izumi Takamiya	Outside Director Independent Director Vice President and Professor of Faculty of Literature, Arts and Cultural Studies of Kindai University
Director	Takashi Ueda	Outside Director Independent Director President of Mie Prefecture Tomonokai Foundation
Audit & Supervisory Board Member (full-time)	Shinya Nakagawa	

Position	Name	Responsibilities and significant concurrent positions
Audit & Supervisory Board Member (full-time)	Michitaka Beppu	
Audit & Supervisory Board Member	Katsu Kobayashi	Outside Audit & Supervisory Board Member Independent Audit & Supervisory Board Member Certified Public Accountant, Tax Accountant Representative Partner of Kobayashi Tax Accountant Office
Audit & Supervisory Board Member	Hiroyuki Kasamatsu	Outside Audit & Supervisory Board Member Director and Managing Executive Officer of Kintetsu Group Holdings Co., Ltd.

- (Notes)
- Mr. Yoshiyuki Kusui, Mr. Takashi Tsuji, Ms. Ayako Tanaka, Ms. Izumi Takamiya and Mr. Takashi Ueda are Outside Directors.
  - Mr. Katsu Kobayashi and Mr. Hiroyuki Kasamatsu are Outside Audit & Supervisory Board Members.
  - Mr. Katsu Kobayashi is a Certified Public Accountant and Tax Accountant, and Mr. Shinya Nakagawa and Mr. Hiroyuki Kasamatsu have experience in accounting. They are therefore Audit & Supervisory Board Members with considerable knowledge of finance and accounting.
  - In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act and Articles 28 and 37 of the Articles of Incorporation, the Company has entered into agreements with all Outside Directors and Outside Audit & Supervisory Board Members that limit their liability for damages provided in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.
  - The Company has executed with an insurance company a directors and officers liability insurance agreement stipulated in Article 430-3, Paragraph 1, of the Companies Act that covers Directors, Audit & Supervisory Board Members, executive officers and major employees of the Company and its consolidated subsidiaries as the insured.  
The insurance policy compensates the insured for litigation costs and damages that may be borne by the insured in the event of third-party actions, shareholder suits and corporate litigation. The insurance premiums are fully borne by the Company. However, there are grounds for exemptions. For example, losses or damage resulting from willful act or gross negligence will not be covered.
  - The Company has designated Directors Yoshiyuki Kusui, Ayako Tanaka, Izumi Takamiya and Takashi Ueda as Independent Directors and Audit & Supervisory Board Member Katsu Kobayashi as an Independent Audit & Supervisory Board Member as prescribed by the Tokyo Stock Exchange and the Nagoya Stock Exchange and submitted a notification of their appointment to these Exchanges.
  - Changes in positions of officers are as follows:  
June 23, 2023

Name	New position	Former position
Toshihide Ogura	Chairman and Representative Director	(Appointment)
Kenichi Takeya	President and Representative Director	Vice President and Representative Director
Naoyuki Okamoto	Director and Executive Advisor	Chairman and Representative Director
Hideaki Tabata	Director	(Appointment)
Michiyasu Masuda	Director	(Appointment)
Michitaka Beppu	Audit & Supervisory Board Member (full-time)	(Appointment)
Hiroyuki Kasamatsu	Audit & Supervisory Board Member	(Appointment)

On the same date, Mr. Yasushi Hara, Mr. Toshiya Shibata, Mr. Hiroyuki Taniguchi, Mr. Noriyuki Kawamura, Mr. Takayuki Muto and Mr. Atsumasa Uchida retired from the position of Director, and Mr. Kei Kumoi and

Mr. Takashi Wakai retired from the position of Audit & Supervisory Board Member, due to the expiry of their term of office.

8. Changes in responsibilities and significant concurrent positions of officers are as follows:

June 23, 2023

Name	New position	Former position
Toshihide Ogura	Chairman and Representative Director of Sanco Real Estate Co., Ltd. Director of Kin-Ei Corp.	-
Kenichi Takeya	Chairman and Representative Director of Mie Kotsu Co., Ltd. Chairman and Representative Director of Meihankintetsu Bus Co., Ltd.	President and Representative Director of Mie Kotsu Co., Ltd.
Hideaki Tabata	Responsible for Human Resources, General Affairs and Human Resources Group President and Representative Director of Mie Kotsu Co., Ltd.	President and Representative Director of Meihankintetsu Bus Co., Ltd. President and Representative Director of Meihan Kintetsu Travel Co., Ltd. Director of Mie Kotsu Co., Ltd.
Michiyasu Masuda	Responsible for Planning Office, General Affairs and Human Resources Group, Accounting Group, and Internal Control Office Senior Managing Director of Mie Kotsu Co., Ltd.	-

On June 27, 2023, Mr. Toshihide Ogura retired from the position of President of Kintetsu Group Holdings Co., Ltd. The same date, Mr. Takashi Tsuji retired from the position of President and Representative Director of Kintetsu Railway Co., Ltd. and was appointed as President of Kintetsu Group Holdings Co., Ltd. On April 25, 2024, Mr. Toshihide Ogura retired from the position of Director of Kin-Ei Corp. and Mr. Takashi Tsuji was appointed as Director of Kin-Ei Corp. on the same date.

(2) Compensation of Directors and Audit & Supervisory Board Members for the fiscal year under review

1) Decision-making policy on details of individual compensation of Directors

- Method for determining the policy and its outline

The Company has established a decision-making policy on details of individual compensation of Directors by a resolution of the Board of Directors. An outline of the policy is as follows.

Compensation of Directors (excluding Outside Directors) is comprised of fixed compensation, performance-linked compensation, and restricted stock compensation. Fixed compensation is mainly based on duties, responsibilities, and experience of each Director, while performance-linked compensation primarily reflects the Company's performance and results for each fiscal year. Restricted stock compensation is paid for the purpose of providing an incentive for Directors to achieve the Group's sustainable growth and improvement of corporate value over the mid- to long-term and facilitating their sense of sharing value with shareholders.

Compensation of Outside Directors solely consists of fixed compensation in light of their duties and responsibilities.

a. Fixed compensation

Monetary payment is made on a monthly basis, the amount of which is determined based on each Director's position and the number of years in the current position. For Directors other than Outside Directors, their contribution to the Company's performance is also considered.

b. Performance-linked compensation

Monetary payment is made on a monthly basis. The ratio of performance-linked compensation to basic compensation (total of fixed compensation and performance-linked compensation) is set for each position within the range of 10% to 30%, and the amount is calculated by multiplying the rate of year-on-year change, using the consolidated operating profit and profit attributable to owners of parent as indicators to ensure the sharing of value with shareholders.

c. Restricted stock compensation

Monetary compensation claims for granting restricted stock are provided every year around the same time (within one month after the conclusion of the Ordinary General Meeting of Shareholders for the year). The ratio of restricted stock compensation to total compensation is set for each position roughly within the range of 15% to 20%, and the amount is determined by taking into consideration each Director's position, the number of years in the current position, and other factors.

Restricted stock is granted within one month after the provision of the relevant monetary compensation claim.

The Chairman and Representative Director and the President and Representative Director upon discussions between the two (or the President and Representative Director, if the position of Chairman and Representative Director is vacant) make decisions on individual compensation of Directors, as the relevant decision-making is delegated to them pursuant to a resolution of the Board of Directors. The Chairman and Representative Director and the President and Representative Director (or the President and Representative Director in the abovementioned case) are given the authority to determine the amounts of basic compensation (total of fixed compensation and performance-linked compensation) and monetary compensation claims for restricted stock compensation.

To ensure the abovementioned authority is appropriately exercised, a draft proposal on individual compensation of Directors is provided to the Personnel and Compensation Advisory Committee, which is comprised of inside Directors and Independent Outside Directors, for consultation. The Chairman and Representative Director and the President and Representative Director (or the President and Representative Director, if the position of Chairman and Representative Director is vacant), who have been delegated the task by the Board of Directors which receives a report from the Personnel and Compensation Advisory Committee, makes decisions as described above based on this report.

- Reasons why the Board of Directors has determined the details of individual compensation are consistent with the decision-making policy

The Board of Directors has determined the details of individual compensation of Directors are consistent with the abovementioned decision-making policy, because they were determined in accordance with the procedures established under the abovementioned decision-making policy and reported to and confirmed by the Personnel and Compensation Advisory Committee.

2) Resolutions of the General Meeting of Shareholders on compensation of Directors and Audit & Supervisory Board Members

The amount of basic compensation for Directors is up to 252 million yen per year, of which up to 50 million yen is for Outside Directors (resolution at the 16th Ordinary General Meeting of Shareholders held on June 23, 2022). The number of Directors at the conclusion of that Ordinary General Meeting of Shareholders was 15, including six Outside Directors.

In addition, the amount of compensation for granting restricted stock to Directors who are not Outside Directors is up to 60 million yen per year (resolution at the 12th Ordinary General Meeting of Shareholders held on June 21, 2018). (Each annual amount does not include employee salaries for Directors concurrently serving as employees.) The number of Directors at the conclusion of that Ordinary General Meeting of Shareholders, excluding Outside Directors, was 14.

Furthermore, the amount of basic compensation for Audit & Supervisory Board Members is up to 57.6 million yen per year (resolution at the 12th Ordinary General Meeting of Shareholders held on June 21, 2018). The number of Audit & Supervisory Board Members at the conclusion of that Ordinary General Meeting of Shareholders was four.

3) Delegation of decisions on individual compensation of Directors

- a. Names of parties who have been delegated the decision-making and their positions and responsibilities at the Company as of the date on which decisions were made

<Amount of compensation for the period from April 2023 to June 2023>

Chairman and Representative Director Naoyuki Okamoto

President and Representative Director Yasushi Hara

<Amount of compensation for the period from July 2023 to March 2024>

Chairman and Representative Director Toshihide Ogura

President and Representative Director Kenichi Takeya

- b. Delegated authority  
As stated under the heading of “Method for determining the policy and its outline” in 1) above.
- c. Reasons for delegating the authority  
The Board of Directors has determined that it is optimal for these two parties to make decisions through discussions, as they have a comprehensive understanding of the Group’s overall business performance and state of business execution by individual Directors.
- d. Measures to ensure the delegated authority is appropriately exercised  
As stated under the heading of “Method for determining the policy and its outline” in 1) above.

4) Total amounts and other details of compensation of Directors and Audit & Supervisory Board Members

Category	Amount of compensation (million yen)	Amount of compensation by category (million yen) and number of recipients (persons)					
		Fixed compensation		Performance-linked compensation		Non-monetary compensation (Restricted stock)	
		Number of recipients	Total amount	Number of recipients	Total amount	Number of recipients	Total amount
Directors (excluding Outside Directors)	168	12	104	12	34	12	29
Audit & Supervisory Board Members (excluding Outside Audit & Supervisory Board Members)	29	3	29	-	-	-	-
Outside officers	Outside Directors	31	6	31	-	-	-
	Outside Audit & Supervisory Board Members	10	3	10	-	-	-
Total	240	24	176	12	34	12	29

- (Notes)
- The above amounts of fixed compensation and performance-linked compensation include those for six Directors and two Audit & Supervisory Board Members who retired at the conclusion of 17th Ordinary General Meeting of Shareholders held on June 23, 2023.
  - The amount of non-monetary compensation (restricted stock) represents the amount recorded as an expense in the fiscal year under review.
  - In addition to the above, the amount of compensation (excluding employee salaries) from subsidiaries at which they hold concurrent positions is as follows.  
148 million yen (Directors: 139 million yen, Audit & Supervisory Board Members: 9 million yen)
  - Details of the above performance-linked compensation are as stated in 3. (2) 1 “Decision-making policy on details of individual compensation of Directors,” and consolidated operating profit and profit attributable to owners of parent for the fiscal year under review, which are indicators used in these calculations, are as stated in 1. (1) “Business progress and results.”
  - Details of restricted stock that comprises the above non-monetary compensation and the state of delivering such shares are as stated in 2. (5) “Shares delivered to Company officers during the fiscal year under review as compensation for execution of duties.”

(3) Outside officers

(i) Relationships between the Company and organizations at which outside officers hold significant concurrent positions (as of March 31, 2024)

Category	Name	Organization at which concurrent position is held	Description of concurrent position
Director	Yoshiyuki Kusui	Attorney-at-law, Tax accountant	—
Director	Takashi Tsuji	Kintetsu Group Holdings Co., Ltd.	President
Director	Ayako Tanaka	Medical Corporation Sejinkai	President
		Social Welfare Corporation Hakuaikai	President
Director	Izumi Takamiya	Kindai University	Vice President and Professor of Faculty of Literature, Arts and Cultural Studies
Director	Takashi Ueda	Mie Prefecture Tomonokai Foundation	President
Audit & Supervisory Board Member	Katsu Kobayashi	Certified Public Accountant, Tax Accountant	—
		Kobayashi Tax Accountant Office	Representative Partner
Audit & Supervisory Board Member	Hiroyuki Kasamatsu	Kintetsu Group Holdings Co., Ltd.	Director and Managing Executive Officer

- (Notes) 1. Kintetsu Group Holdings Co., Ltd., at which Director Takashi Tsuji and Audit & Supervisory Board Member Hiroyuki Kasamatsu hold concurrent positions, is a major shareholder of the Company.
2. Other than the above, there are no special relationships between the Company and organizations at which outside officers of the Company hold significant concurrent positions.

## (ii) Main activities of outside officers

Category	Name	Main activities
Director	Yoshiyuki Kusui	Mr. Kusui attended all 11 meetings of the Board of Directors held during the fiscal year under review and expressed his opinions as needed, mainly based on his professional expertise as an attorney-at-law. In addition to the above, he strived to supervise management such as by providing reports and advice to the Board of Directors from an independent and objective standpoint through attendance at the Outside Officer Liaison Meeting and as a member of the Personnel and Compensation Advisory Committee, which deliberates on personnel affairs and compensation of the Company's Directors and other officers. He has therefore fulfilled his roles as expected by the Company.
Director	Takashi Tsuji	Mr. Tsuji attended 10 of 11 meetings of the Board of Directors held during the fiscal year under review and expressed his opinions as needed, mainly based on his in-depth knowledge and a wealth of experience in corporate management. In addition to the above, he strived to supervise management such as by stating his opinions to the Board of Directors from an objective standpoint through attendance at the Outside Officer Liaison Meeting. He has therefore fulfilled his roles as expected by the Company.
Director	Ayako Tanaka	Ms. Tanaka attended all 11 meetings of the Board of Directors held during the fiscal year under review and expressed her opinions as needed, mainly based on her deep insight and a wealth of experience as an executive of a medical institution, etc. In addition to the above, she strived to supervise management such as by providing reports and advice to the Board of Directors from an independent and objective standpoint through attendance at the Outside Officer Liaison Meeting and as a member of the Personnel and Compensation Advisory Committee, which deliberates on personnel affairs and compensation of the Company's Directors and other officers. She has therefore fulfilled her roles as expected by the Company.
Director	Izumi Takamiya	Ms. Takamiya attended all 11 meetings of the Board of Directors held during the fiscal year under review and expressed her opinions as needed, mainly based on her deep insight and a wealth of experience in university management. In addition to the above, she strived to supervise management such as by providing reports and advice to the Board of Directors from an independent and objective standpoint through attendance at the Outside Officer Liaison Meeting and as a member of the Personnel and Compensation Advisory Committee, which deliberates on personnel affairs and compensation of the Company's Directors. She has therefore fulfilled her roles as expected by the Company.
Director	Takashi Ueda	Mr. Ueda attended all 11 meetings of the Board of Directors held during the fiscal year under review and expressed his opinions as needed, mainly based on his deep insight and a wealth of experience gained in many years of career as a responsible person of administrative bodies. In addition to the above, he strived to supervise management such as by providing reports and advice to the Board of Directors from an independent and objective standpoint through attendance at the Outside Officer Liaison Meeting and as a member of the Personnel and Compensation Advisory Committee, which deliberates on personnel affairs and compensation of the Company's Directors and other officers. He has therefore fulfilled his roles as expected by the Company.



Category	Name	Main activities
Audit & Supervisory Board Member	Katsu Kobayashi	Mr. Kobayashi attended all 11 meetings of the Board of Directors and all 11 meetings of the Audit & Supervisory Board held during the fiscal year under review and expressed his opinions as needed, mainly based on his professional expertise as a certified public accountant, tax accountant, and real estate appraiser.
Audit & Supervisory Board Member	Hiroyuki Kasamatsu	Mr. Kasamatsu attended all 9 meetings of the Board of Directors and all 9 meetings of the Audit & Supervisory Board held after his assumption of office as Audit & Supervisory Board Member and expressed his opinions as needed, mainly based on his in-depth knowledge and a wealth of experience in finance and accounting.

#### 4. Accounting Auditor

(1) Name of Accounting Auditor

Isuzu Audit Corporation

(2) Compensation of Accounting Auditor for the fiscal year under review

1) Amount of compensation	32 million yen
2) Total amount of monetary and other economic benefits to be paid by the Company and its subsidiaries	45 million yen

- (Notes)
1. The amount stated in 1) includes the amount of compensation for audits pursuant to the Financial Instruments and Exchange Act, because the audit agreement between the Company and the Accounting Auditor does not distinguish between the amounts of compensation for audits pursuant to the Companies Act and compensation for audits pursuant to the Financial Instruments and Exchange Act.
  2. The Audit & Supervisory Board verifies the appropriateness of the details of the audit plan prepared by the Accounting Auditor, state of execution of the accounting audit duties, basis for calculating the compensation estimates, etc., based on the Practical Guidelines on Coordination with Accounting Auditor published by the Japan Audit & Supervisory Board Members Association. Upon due consideration, the Audit & Supervisory Board has given its consent stipulated in Article 399, Paragraph 1 of the Companies Act regarding the amount of compensation of the Accounting Auditor.

(3) Policy for decisions on dismissal or non-reappointment of Accounting Auditor

The Audit & Supervisory Board will consider and deliberate on dismissal or non-reappointment of the Accounting Auditor if the Accounting Auditor has violated the Companies Act, the Certified Public Accountants Act, or other laws and regulations, and also if the Audit & Supervisory Board has determined the Accounting Auditor's audit quality, independence, overall competence, or another aspect is inadequate.

#### 5. Company Systems and Policies

Policy for decisions on dividends of surplus

The Company considers returning profits to shareholders to be an important management policy. With regard to dividends, our basic policy is to provide stable returns to shareholders while striving to establish a stable management platform over the long term and while taking into consideration the changes in operating results and the internal reserves required for the future.

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In this Business Report, amounts stated in millions of yen are rounded down to the nearest million yen, and numbers of shares stated in thousands of shares are rounded down to the nearest thousand shares.

## Consolidated Balance Sheet

(As of March 31, 2024)

(Thousand yen)

Account	Amount	Account	Amount
(Assets)	181,293,822	(Liabilities)	121,962,062
Current assets	48,821,826	Current liabilities	61,002,441
Cash and deposits	9,666,274	Notes and accounts payable - trade	4,322,718
Notes and accounts receivable – trade	8,111,421	Short-term borrowings	12,490,000
Merchandise and finished goods	3,738,096	Current portion of long-term borrowings	25,345,289
Real estate for sale	23,650,166	Lease obligations	26,149
Work in process	221,807	Accounts payable - other	9,691,460
Raw materials and supplies	268,168	Income taxes payable	1,403,240
Other	3,177,001	Provision for bonuses	1,193,150
Allowance for doubtful accounts	(11,111)	Provision for product warranties	6,446
		Other	6,523,988
Non-current assets	132,471,995	Non-current liabilities	60,959,621
Property, plant and equipment	108,313,970	Long-term borrowings	42,748,948
Buildings and structures	31,469,655	Lease obligations	61,374
Machinery, equipment and vehicles	19,514,804	Deferred tax liabilities	2,397,094
Tools, furniture and fixtures	686,635	Deferred tax liabilities for land revaluation	2,400,727
Land	55,762,577	Retirement benefit liability	1,264,206
Leased assets	83,306	Provision for redemption of gift certificates of travel	149,348
Construction in progress	796,990	Provision for repairs	269,160
Intangible assets	452,253	Asset retirement obligations	1,881,782
Other	452,253	Long-term guarantee deposits	8,680,197
Investments and other assets	23,705,772	Other	1,106,781
Investment securities	14,926,433	(Net assets)	59,331,759
Retirement benefit asset	2,306,028	Shareholders' equity	47,652,653
Deferred tax assets	441,786	Share capital	3,000,000
Other	6,132,285	Capital surplus	10,572,904
Allowance for doubtful accounts	(100,761)	Retained earnings	34,742,910
		Treasury shares	(663,161)
		Accumulated other comprehensive income	11,353,341
		Valuation difference on available-for-sale securities	6,913,164
		Revaluation reserve for land	3,282,401
		Remeasurements of defined benefit plans	1,157,775
		Non-controlling interests	325,764
<b>Total assets</b>	<b>181,293,822</b>	<b>Total liabilities and net assets</b>	<b>181,293,822</b>

(Note) Amounts stated are rounded down to the nearest thousand yen.

## Consolidated Statement of Income

(April 1, 2023 - March 31, 2024)

(Thousand yen)

Account	Amount	
Operating revenue		
Passenger transportation	35,797,225	
Net sales of goods	62,421,217	98,218,442
Operating expenses		
Operating expenses and cost of sales of transportation	31,419,695	
Cost of goods sold	40,151,393	
Selling, general and administrative expenses	19,279,249	90,850,338
Operating profit		7,368,103
Non-operating income		
Interest income	3,084	
Dividend income	259,633	
Share of profit of entities accounted for using equity method	17,638	
Other	283,657	564,013
Non-operating expenses		
Interest expenses	328,158	
Other	66,662	394,820
Ordinary profit		7,537,297
Extraordinary income		
Subsidy income	210,762	
Other	2,151	212,914
Extraordinary losses		
Impairment losses	439,666	
Loss on disposal of non-current assets	164,144	
Loss on tax purpose reduction entry of non-current assets	208,639	
Other	23,302	835,753
Profit before income taxes		6,914,458
Income taxes - current	2,231,875	
Income taxes - deferred	(80,990)	2,150,885
Profit		4,763,572
Profit attributable to non-controlling interests		13,239
Profit attributable to owners of parent		4,750,332

(Note) Amounts stated are rounded down to the nearest thousand yen.

## Non-Consolidated Balance Sheet

(As of March 31, 2024)

(Thousand yen)

Account	Amount	Account	Amount
(Assets)	24,997,836	(Liabilities)	248,922
Current assets	7,890,549	Current liabilities	248,922
Cash and deposits	3,874	Accounts payable - other	143,942
Deposits paid	6,638,522	Income taxes payable	10,089
Accounts receivable - other	780,115	Accrued consumption taxes	16,032
Raw materials and supplies	4,070	Accrued expenses	28,372
Prepaid expenses	12,022	Deposits received	37,209
Income taxes refund receivable	445,263	Provision for bonuses	13,277
Other	6,679	(Net assets)	24,748,914
Non-current assets	17,107,287	Shareholders' equity	24,748,914
Investments and other assets	17,107,287	Share capital	3,000,000
Shares of subsidiaries and associates	17,082,180	Capital surplus	12,474,618
Deferred tax assets	10,234	Legal capital surplus	750,000
Other	14,872	Other capital surplus	11,724,618
		Retained earnings	10,405,777
		Other retained earnings	10,405,777
		Retained earnings brought forward	10,405,777
		Treasury shares	(1,131,481)
<b>Total assets</b>	<b>24,997,836</b>	<b>Total liabilities and net assets</b>	<b>24,997,836</b>

(Note) Amounts stated are rounded down to the nearest thousand yen.

## Non-Consolidated Statement of Income

(April 1, 2023 - March 31, 2024)

(Thousand yen)

Account	Amount	
Operating revenue		
Dividends from subsidiaries and associates	2,231,266	
Commissions from subsidiaries and associates	1,210,336	3,441,602
Operating expenses		
General and administrative expenses	1,358,467	1,358,467
Operating profit		2,083,134
Non-operating income		
Interest income	4,646	
Other	1,549	6,196
Non-operating expenses		
Other	405	405
Ordinary profit		2,088,926
Profit before income taxes		2,088,926
Income taxes - current	17,999	
Income taxes - deferred	1,621	19,620
Profit		2,069,305

(Note) Amounts stated are rounded down to the nearest thousand yen.

## Independent Auditor's Report

May 7, 2024

To the Board of Directors  
Mie Kotsu Group Holdings, Inc.

Isuzu Audit Corporation  
Head Office and Tsu Office

Hironobu Yasui, CPA  
Designated Partner, Engagement Partner

Kazuya Shimozu, CPA  
Designated Partner, Engagement Partner

Yuki Funakoshi, CPA  
Designated Partner, Engagement Partner

### Opinion

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and notes to the consolidated financial statements of Mie Kotsu Group Holdings, Inc. (the "Company") for the fiscal year from April 1, 2023 through March 31, 2024.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the corporate group, which consists of the Company and its consolidated subsidiaries, for the period covered by the consolidated financial statements in conformity with accounting principles generally accepted in Japan.

### Basis for the Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in "Auditor's Responsibility for the Audit of the Consolidated Financial Statements." We are independent of the Company and its consolidated subsidiaries in accordance with the provisions related to professional ethics in Japan, and are fulfilling other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

### Other Information

The other information comprises business report and the supplemental schedule. Management is responsible for the preparation and disclosure of the other information. In addition, Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's reporting process of the other information.

Our audit opinion on the consolidated financial statements does not cover the other information, and we do not provide an opinion on the other information.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

## Responsibilities of Management, Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements in accordance with the premise of a going concern, and for disclosing matters relating to going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.



## Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our responsibility is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the consolidated financial statements from an independent standpoint in an audit report, based on our audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the consolidated financial statements.

We make professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the consolidated financial statements on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the consolidated financial statements in the audit report, or if the notes to the consolidated financial statements pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the consolidated financial statements. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the consolidated financial statements including related notes, and whether the consolidated financial statements fairly present the transactions and accounting events on which they are based.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries in order to express an opinion on the consolidated financial statements. The auditor is responsible for instructing, supervising, and implementing the audit of the consolidated financial statements, and is solely responsible for the audit opinion.

The auditor reports to Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the observance of provisions related to professional ethics in Japan as well as matters that are reasonably considered to have an impact on the auditor's independence, any measures that are in place to eliminate obstacles, and any safeguards that are applied to reduce obstacles to an acceptable level.

## Interest

Our firm and engagement partners have no interests in the Company or its consolidated subsidiaries requiring disclosure under the provisions of the Certified Public Accountants Act of Japan.

## Independent Auditor's Report

May 7, 2024

To the Board of Directors  
Mie Kotsu Group Holdings, Inc.

Isuzu Audit Corporation  
Head Office and Tsu Office

Hironobu Yasui, CPA  
Designated Partner, Engagement Partner

Kazuya Shimozu, CPA  
Designated Partner, Engagement Partner

Yuki Funakoshi, CPA  
Designated Partner, Engagement Partner

### Opinion

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the accompanying financial statements, which comprise the balance sheet, statement of income, statement of changes in net assets, and notes to the non-consolidated financial statements, and the accompanying supplementary schedules of Mie Kotsu Group Holdings, Inc. (the "Company") for the 18th fiscal year from April 1, 2023 through March 31, 2024.

In our opinion, the financial statements and the accompanying supplementary schedules referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2024, and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

### Basis for the Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in "Auditor's Responsibility for the Audit of the Financial Statements and the Accompanying Supplementary Schedules." We are independent of the Company in accordance with the provisions related to professional ethics in Japan, and are fulfilling other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

### Other Information

The other information comprises business report and the supplemental schedule. Management is responsible for the preparation and disclosure of the other information. In addition, Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's reporting process of the other information.

Our audit opinion on the financial statements does not cover the other information, and we do not provide an opinion on the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management, Audit & Supervisory Board Members and the Audit & Supervisory Board for the Financial Statements and the Accompanying Supplementary Schedules

Management is responsible for the preparation and fair presentation of financial statements and accompanying supplementary schedules in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of financial statements and accompanying supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing financial statements and accompanying supplementary schedules, management is responsible for assessing whether it is appropriate to prepare the financial statements and the accompanying supplementary schedules in accordance with the premise of a going concern, and for disclosing matters relating to going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

## Auditor's Responsibility for the Audit of the Financial Statements and the Accompanying Supplementary Schedules

Our responsibility is to obtain reasonable assurance about whether the financial statements and the accompanying supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the financial statements and the accompanying supplementary schedules from an independent standpoint in an audit report, based on our audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the financial statements and the accompanying supplementary schedules.

We make professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the financial statements and the accompanying supplementary schedules is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the financial statements and the accompanying supplementary schedules on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the financial statements and the accompanying supplementary schedules in the audit report, or if the notes to the financial statements and the accompanying supplementary schedules pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the financial statements and the accompanying supplementary schedules. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the financial statements and the accompanying supplementary schedules are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the financial statements and the accompanying supplementary schedules including related notes, and whether the financial statements and the accompanying supplementary schedules fairly present the transactions and accounting events on which they are based.

The auditor reports to Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the observance of provisions related to professional ethics in Japan as well as matters that are reasonably considered to have an impact on the auditor's independence, any measures that are in place to eliminate obstacles, and any safeguards that are applied to reduce obstacles to an acceptable level.

## Interest

Our firm and engagement partners have no interests in the Company requiring disclosure under the provisions of the Certified Public Accountants Act of Japan.

## Audit Report

The Audit & Supervisory Board has prepared this Audit Report on the execution of duties by Directors for the 18th fiscal year from April 1, 2023 to March 31, 2024 upon deliberations based on audit reports prepared by each Audit & Supervisory Board Member, and hereby reports as follows.

1. Methods and Descriptions of Audits by Audit & Supervisory Board Members and the Audit & Supervisory Board

- (1) The Audit & Supervisory Board established auditing policies, allocation of duties, and other matters, and received reports from each Audit & Supervisory Board Member on the status of conducting audits and results thereof. In addition, the Audit & Supervisory Board received reports from Directors and other personnel as well as the Accounting Auditor on the status of execution of their duties, and requested explanations as necessary.
- (2) Each Audit & Supervisory Board Member, in accordance with the auditing policies, allocation of duties, and other matters established by the Audit & Supervisory Board, strived to collect information and develop an auditing environment by communicating with Directors, the Internal Control Office, other employees, etc., and conducted audits by the following methods.
  - 1) Audit & Supervisory Board Members attended meetings of the Board of Directors and other important meetings, received reports from Directors, employees, and other personnel on the status of execution of their duties, requested explanations as necessary, reviewed important approval documents and other materials, and studied the status of operations and assets at the head office. In addition, with regard to subsidiaries, Audit & Supervisory Board Members worked to communicate and exchange information with Directors, Audit & Supervisory Board Members, and other personnel of subsidiaries, and received reports from subsidiaries on their businesses as necessary.
  - 2) With regard to the contents of resolutions by the Board of Directors on the development of the system to ensure that Directors perform their duties in compliance with laws, regulations and the Articles of Incorporation and other systems stipulated in Article 100, Paragraph 1 and Paragraph 3 of the Regulations for Enforcement of the Companies Act as those required to ensure the properness of operations conducted by the corporate group comprised of a listed company and its subsidiaries, as well as the systems developed based on the said resolutions (internal control systems), which are described in the Business Report, Audit & Supervisory Board Members periodically received reports from Directors, employees, etc. on the status of their establishment and operation, requested explanations as necessary, and expressed their opinions.
  - 3) Audit & Supervisory Board Members monitored and verified whether the Accounting Auditor is maintaining an independent position and conducting proper audits. In addition, Audit & Supervisory Board Members received reports from the Accounting Auditor on the status of execution of its duties, and requested explanations as necessary. Furthermore, Audit & Supervisory Board Members were notified by the Accounting Auditor that it has developed "systems for ensuring that the performance of the duties is being carried out correctly" (matters stipulated in each item of Article 131 of the Regulations on Corporate Accounting) in accordance with the "Quality Control Standard for Audit" (Business Accounting Council) and other standards, and requested explanations as necessary.

Based on the above methods, Audit & Supervisory Board Members examined the Business Report and its supplementary schedules, the non-consolidated financial statements (the non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in net assets, and notes to the non-consolidated financial statements) and their supplementary schedules, and the consolidated financial statements (the consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and notes to the consolidated financial statements) for the fiscal year under review.

## 2. Results of Audit

### (1) Results of Audit of the Business Report and Other Relevant Documents

- 1) In our opinion, the Business Report and its supplementary schedules fairly represent the Company's condition in accordance with laws and regulations and the Articles of Incorporation.
- 2) With regard to the execution of duties by Directors, we have found no evidence of wrongful action or material facts in violation of laws and regulations or the Articles of Incorporation.
- 3) In our opinion, the contents of the resolutions by the Board of Directors related to the internal control systems are fair and reasonable. In addition, we have found no matters to be noted with regard to the descriptions in the Business Report or the execution of duties by Directors related to such internal control systems.

### (2) Results of Audit of Non-Consolidated Financial Statements and Supplementary Schedules

In our opinion, the audit methods employed and results rendered by Isuzu Audit Corporation, the Accounting Auditor, are fair and reasonable.

### (3) Results of Audit of Consolidated Financial Statements

In our opinion, the audit methods employed and results rendered by Isuzu Audit Corporation, the Accounting Auditor, are fair and reasonable.

May 9, 2024

The Audit & Supervisory Board, Mie Kotsu Group Holdings, Inc.

Audit & Supervisory Board Member (full-time)	Shinya Nakagawa
Audit & Supervisory Board Member (full-time)	Michitaka Beppu
Audit & Supervisory Board Member	Katsu Kobayashi
Audit & Supervisory Board Member	Hiroyuki Kasamatsu

(Note) Audit & Supervisory Board Members Katsu Kobayashi and Hiroyuki Kasamatsu are Outside Audit & Supervisory Board Members as stipulated in Article 2, Item 16 and Article 335, Paragraph 3 of the Companies Act.