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(Stock Exchange Code 3232)

May 27, 2025

(Date of commencement of measures for electronic provision: May 23, 2025)

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 19TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

The 19th 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 19th 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 Monday, June 16, 2025, the Japan standard time.

1. Date and Time:

Tuesday, June 17, 2025 at 10:00 a.m. Japan standard time

2. Place:

Ball Hall Mie, 5th Floor, Hotel Tsu Center Palace

7-15 Daimon 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 19th Fiscal Year (April 1, 2024 - March 31, 2025) 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 19th Fiscal Year (April 1, 2024 - March 31, 2025)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Twelve (12) Directors

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

With respect to the year-end dividends for the 19th fiscal year, it is proposed that the year-end dividends be appropriated as follows, taking into account the financial results for the fiscal year and future business development

These year-end dividends, combined with the interim dividends of ¥6 distributed earlier in the fiscal year, bring the annual dividends for the 19th fiscal year to ¥14 per share.

1. Type of dividend property
Cash
2. Allocation of dividend property to shareholders and total amount thereof
¥8 per share of common stock of the Company
Total amount of dividends: ¥802,048,648
3. Effective date of distribution of dividends of surplus
June 18, 2025

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	11/11
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	11/11
5	Reappointment Michiyasu Masuda	Director Responsible for Planning Office, General Affairs and Human Resources Group (General Affairs, Secretarial Services and Public Relations), Accounting Group, and Internal Control Office	11/11
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	Toshihide Ogura (September 9, 1955) (Reappointment) Attendance at the Board of Directors meetings: 11/11	<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>	134,900
<p><Reason for nomination as a candidate for Director></p> <p>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.	158,200
		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.				
<Reason for nomination as a candidate for Director> 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.				
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.)	236,300
		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)	
		<Reason for nomination as a candidate for Director> 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.		

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: 11/11	<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>	53,000
	<p><Reason for nomination as a candidate for Director></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: 11/11	<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 (General Affairs, Secretarial Services and Public Relations), Accounting Group, and Internal Control Office</p>	37,400
	<p><Reason for nomination as a candidate for Director></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 June 2016 June 2017 June 2020 June 2020	Joined Mie Kotsu Co., Ltd. General Manager of General Affairs and Human Resources Group of the Company General Manager of Planning Office of the Company President and Representative Director of Sanco Inn Co., Ltd. (current position) Director of the Company (current position) [Significant concurrent position] President and Representative Director of Sanco Inn Co., Ltd.	51,300
	<p><Reason for nomination as a candidate for Director> 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 June 2014 June 2016 June 2018 June 2021 June 2021	Joined Mie Kotsu Co., Ltd. Director of Sanco Real Estate Co., Ltd. Managing Director of Sanco Real Estate Co., Ltd. Senior Managing Director of Sanco Real Estate Co., Ltd. President and Representative Director of Sanco Real Estate Co., Ltd. (current position) Director of the Company (current position) [Significant concurrent position] President and Representative Director of Sanco Real Estate Co., Ltd.	108,200
	<p><Reason for nomination as a candidate for Director> 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	<p>Yoshiyuki Kusui (May 14, 1954)</p> <p>(Outside Director) (Independent Director) (Reappointment)</p> <p>Attendance at the Board of Directors meetings: 11/11</p>	<p>April 1980 Joined Mie Prefectural Government</p> <p>April 1985 Registered as attorney-at-law</p> <p>January 1992 Opened Kusui Law Office</p> <p>June 2014 Outside Audit & Supervisory Board Member of the Company</p> <p>June 2016 Outside Director of the Company (current position)</p> <p>June 2021 Registered as a tax accountant</p> <p>[Significant concurrent positions] Attorney-at-law Tax accountant</p>	27,000
	<p><Reason for nomination as a candidate for Outside Director and outline of expected role></p> <p>Mr. Yoshiyuki Kusui has served as an Outside Audit & 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	<p>Takashi Tsuji (August 26, 1957)</p> <p>(Outside Director) (Reappointment)</p> <p>Attendance at the Board of Directors meetings: 10/11</p>	<p>April 1982 Joined Kintetsu Corporation (current Kintetsu Group Holdings Co., Ltd.)</p> <p>January 2015 Executive Officer of Kintetsu Division Preparation Company (current Kintetsu Railway Co., Ltd.)</p> <p>June 2016 Director and Managing Executive Officer of Kintetsu Railway Co., Ltd.</p> <p>June 2019 Director of Kintetsu Group Holdings Co., Ltd.</p> <p>June 2019 President and Representative Director of Kintetsu Railway Co., Ltd.</p> <p>June 2020 Outside Director of the Company (current position)</p> <p>June 2021 Group Officer of Kintetsu Group Holdings Co., Ltd.</p> <p>June 2023 President of Kintetsu Group Holdings Co., Ltd.</p> <p>April 2024 Director of Kin-Ei Corp. (current position)</p> <p>June 2024 Chairman of the Board of Kintetsu Group Holdings Co., Ltd. (current position)</p> <p>[Significant concurrent positions] Chairman of the Board of Directors and Representative Director of Kintetsu Group Holdings Co., Ltd. Director of Kin-Ei Corp.</p>	6,000
	<p><Reason for nomination as a candidate for Outside Director and outline of expected role></p> <p>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, President of Kintetsu Group Holdings Co., Ltd. in June 2023 and Chairman of the Board of Directors and Representative Director of Kintetsu Group Holdings Co., Ltd. in June 2024, 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 Hakuaiikai</p> <p>December 1998 President of Medical Corporation Seijinkai (current position)</p> <p>June 2010 President of Social Welfare Corporation Hakuaiikai (current position)</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>[Significant concurrent positions] President of Medical Corporation Seijinkai President of Social Welfare Corporation Hakuaiikai</p>	800
	<p><Reason for nomination as a candidate for Outside Director and outline of expected role></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</p> <p>October 2016 Dean of Faculty of Literature, Arts and Cultural Studies, Kindai University</p> <p>November 2017 Vice President of Kindai University</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>April 2025 Visiting Professor of Kindai University (current position)</p> <p>[Significant concurrent position] Visiting Professor of Kindai University</p>	8,700
	<p><Reason for nomination as a candidate for Outside Director and outline of expected role></p> <p>Ms. Izumi Takamiya has many years of experience in university management, including 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	<p>Takashi Ueda (May 1, 1952)</p> <p>(Outside Director) (Independent Director) (Reappointment)</p> <p>Attendance at the Board of Directors meetings: 11/11</p>	<p>April 1975 Joined Mie Prefectural Government</p> <p>April 2009 General Manager of Department of General Affairs, Mie Prefectural Government</p> <p>April 2012 Vice Governor, Mie Prefectural Government</p> <p>June 2016 Chairman, Mie Credit Guarantee Association</p> <p>June 2021 President, Mie Prefecture Tomonokai Foundation (current position)</p> <p>June 2022 Outside Director of the Company (current position)</p> <p>June 2024 Outside Director, San ju San Financial Group, Inc. (Audit Committee Member) (current position)</p> <p>[Significant concurrent position] Outside Director, San ju San Financial Group, Inc. (Audit Committee Member) President, Mie Prefecture Tomonokai Foundation</p>	1,800
<p><Reason for nomination as a candidate for Outside Director and outline of expected role></p> <p>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 nine years, Mr. Takashi Tsuji for five years, Ms. Ayako Tanaka and Ms. Izumi Takamiya for four years and Mr. Takashi Ueda for three 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. As of June 17, 2025, Yoko Murata is scheduled to retire as President and Representative Director of Sanko Inn Co., Ltd. and to take office as President and Representative Director of Toba Seaside Hotel Co., Ltd.

<Reference>

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

If Proposal 2 is 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 of individual Directors 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	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, 2024 - March 31, 2025)

1. Current state of the corporate group

(1) Business progress and results

The Japanese economy during the fiscal year ended March 31, 2025 (hereinafter, “the fiscal year under review”) continued to recover moderately due to improvements in the employment and wage environments and growing inbound tourism demand. However, the outlook remained clouded due to factors such as stalled consumer confidence amid inflation and continued geopolitical risks around the world, including the situation in the Middle East.

Under such a situation, in order to continue operating safe and stable transit buses, the Group implemented fare revisions designed to secure drivers and improve labor conditions, and it continued with initiatives to enhance customer convenience, including the introduction of touch payments using credit cards and other payment forms on some bus routes. At the same time, we engaged in expanding our earnings base, opening the No. 2 Nagoya Sanco Building and the Meieki Sanco Building, as well as continuing with development of the new Yokkaichi Sanco Building and rental condominiums for sale.

As a result, for the fiscal year under review, the Group posted operating revenue of 103,849 million yen, up 5.7% year on year. Operating profit came to 8,415 million yen, or up 14.2%, ordinary profit was 8,514 million yen, or up 13.0%, and profit attributable to owners of parent came to 6,058 million yen, up 27.5%.

Results by segment are as follows:

Transportation segment

In the transit bus division, operating revenue increased, due to strength in transportation in tourist spots in Mie Prefecture such as Kuwana and Ise cities, as well as the revision of fares in December 2024. In the charter bus division, operating revenue increased due partly to fare revisions announced in August 2023. In the taxi division, operating revenue increased due partly to headway in increasing drivers.

As a result, operating revenue in the Transportation segment increased by 2.6% year on year to 24,242 million yen, while operating profit increased by 32.9% to 517 million yen.

Real Estate segment

In the condominium and housing sale division, operating revenue decreased due mainly to the decline in the unit sales price of housing, despite the rise in the number of condominiums delivered. In the leasing division, operating revenue increased due to factors such as the opening of the No. 2 Nagoya Sanco Building and the Meieki Sanco Building as well as occupancy of properties acquired the previous year. In the construction division, operating revenue increased due to a rise in buildings completed for custom-built houses. In the environmental energy division, operating revenue decreased on lower power generation volumes due to less favorable weather conditions than a year earlier. In the brokerage division, operating revenue decreased due to a decline in the amount of properties 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 an increase in new properties managed.

As a result, operating revenue in the Real Estate segment increased by 2.4% year on year to 36,412 million yen and operating profit increased by 4.8% to 6,124 million yen.

Distribution segment

In the petroleum products sales division, operating revenue increased, due mainly to higher sales volumes at gasoline stations due to the switch to self-service, as well as the increase in unit sales prices. In the household goods sales division, operating revenue increased thanks to the recovery in customer traffic as well as the increase in the unit sales price. In the automobile sales division, operating revenue increased due to strong growth in the number of new trucks sold.

As a result, operating revenue in the Distribution segment increased by 10.1% year on year to 35,069 million yen and operating profit increased 181.0% to 602 million yen.

Leisure Services segment

In the business hotel division, operating revenue increased due to high unit sales prices, especially for metropolitan area hotels, thanks to expanding the demand of inbound tourism. In the resort hotel division, operating revenue increased, due mainly to the increase in occupancy rates as a result of our efforts to expand lineups for individual guests, in addition to the recovery in group demand. In the cable car (ropeway) division, operating revenue increased thanks to growth in passengers resulting from promotional events and timely communications. In the drive-in division, operating revenue increased due to the growth in participants on day tours as well as strong orders from regular group tours.

As a result, operating revenue in the Leisure Services segment increased by 8.8% year on year to 15,275 million yen, and operating profit increased 40.4% to 1,142 million yen.

(2) Issues to be addressed

The Group's business environment is anticipated to remain adverse due to factors such as the increase in expenses amid inflation and chronic labor shortages, in addition to the progressive spread of new post-COVID-19 lifestyles.

Under these conditions, we will pursue the Group's businesses based on the six basic policies established under the Mid-term Management Plan 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 education and health management aimed at securing safety, our priority issue, while also improving compensation, strengthening our recruitment activities and improving working environments, so that we can continue to offer services that bring peace of mind to consumers.

In the transit bus division, in order to increase customer convenience, we will promote the visualization of bus information by linking to bus location systems, and will take initiatives such as the introduction of touch payments using credit cards as well as digital ticket sales via apps. We will reduce our environmental burden through the introduction of electric vehicles as well as study new services for people movement, including automated driving and on-demand buses.

In the charter bus division, we will strive to capture transport demand arising from the Expo 2025 Osaka, Kansai, Japan which commenced in April 2025, as well as other upcoming events such as the Asian Games and Shikinen Sengu ceremony, while working to improve operating efficiency by establishing a system for responding to demand through flexible deployment of buses.

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

Real Estate segment

In the real estate segment, we will strive to secure sustainable earnings through systematic purchases and investments as well as work to strengthen information collection about sites and develop and provide added-value products that meet the needs of the market. In the condominium and housing sale division, we will work for stable supply and sales by strengthening site acquisitions. Through systematic development and sales of rental condominiums for sale as our next asset cycle business after condominiums, we aim to secure stable earnings.

In the leasing division, for the area around the new Yokkaichi Sanco Building, which was completed in March 2025, we will continue with the development of the Yokkaichi Sanco Building Annex, scheduled to open in spring 2028 and home to main tenant Sanco Inn Co., Ltd. At the same time, we will develop facilities and renovate existing facilities to improve earning power.

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

In the real estate management division, we will consolidate sales offices and enhance the efficiency of administration 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 distribution segment, we will work to strengthen our selling power at individual stores and improve management efficiency, lifting our competitive strength.

In the petroleum products sales division, we will push ahead with 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 and coatings.

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 leisure services segment, we will strive to strengthen our ability to attract customers through the development of products and services in tune with demand. At the same time, we will work to improve earning power through active communications.

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 strive 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 making the most of regional characteristics.

In the cable car (ropeway) division, we strive to improve earning power by planning events to attract more individual visitors, strengthen communication via social media, and capture growing inbound tourism demand.

In the golf course division, we will take advantage of the excellent traffic accessibility, aiming to boost per-capita consumption through greater customer satisfaction by holding events targeting a wide range of customers and upgrading facilities.

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 reduce interest-bearing debt and 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
Construction of the Yokkaichi Sanco Building (new)
- 2) New vehicles manufactured during the fiscal year under review
 - Transit buses: 33 vehicles
 - Charter buses: 11 vehicles

- 3) Major construction and other work underway at the end of the fiscal year under review
Construction of new lease facilities in Ouchi, Iga City (site of Meihan Ueno Drive-in)

(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 decreased by 1,475 million yen from the end of the previous fiscal year to 79,108 million yen.

(5) Assets and income

Item	16th fiscal year ended March 31, 2022	17th fiscal year ended March 31, 2023	18th fiscal year ended March 31, 2024	19th fiscal year ended March 31, 2025 (the fiscal year under review)
Total assets (million yen)	165,153	167,901	181,293	181,613
Net assets (million yen)	48,394	52,777	59,331	63,184
Net assets per share (yen)	482.59	525.52	589.81	626.73
Operating revenue (million yen)	84,351	93,124	98,218	103,849
Transportation segment (million yen)	19,706	22,467	23,631	24,242
Real Estate segment (million yen)	33,983	34,505	35,565	36,412
Distribution segment (million yen)	28,528	30,507	31,839	35,069
Leisure Services segment (million yen)	7,331	11,530	14,039	15,275
Elimination (million yen)	(5,198)	(5,886)	(6,857)	(7,151)
Profit (loss) attributable to owners of parent (million yen)	2,210	3,769	4,750	6,058
Basic earnings (loss) per share (yen)	22.19	37.78	47.52	60.48

- (Notes)
- Factors that contributed to the operating results for the fiscal year under review are as stated in (1) Business progress and results.
 - 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.
 - 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.

(6) Significant subsidiaries (as of March 31, 2025)

(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	26,013
Sanco Real Estate Co., Ltd.	9-18 Marunouchi, Tsu-shi, Mie	8,418	

(7) Principal business (as of March 31, 2025)

(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, 2025)

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, 2025)

Segment	Number of employees	
		(Persons)
Transportation business	1,562	(1,076)
Real estate business	395	(749)
Distribution business	463	(252)
Leisure services business	522	(312)
Group-wide affairs (across segments)	68	(7)
Total	3,010	(2,396)

- (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, 2025)

Lender	Balance of borrowings
	(Million yen)
San ju San Bank, Ltd.	21,168
The Hyakugo Bank, Ltd.	20,055
JA Mie Shinren	10,610

2. Shares in the Company (as of March 31, 2025)

- (1) Total number of authorized shares 300,000,000 shares
- (2) Total number of outstanding shares 100,256,081 shares
(excluding 7,045,502 treasury shares)
- (3) Number of shareholders 19,366
(Increase of 3,987 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	23.94
Kintetsu Group Holdings Co., Ltd.	14,222	14.19
The Hyakugo Bank, Ltd.	3,987	3.98
San ju San Bank, Ltd.	3,987	3.98
The Master Trust Bank of Japan, Ltd. (Trust Account)	3,760	3.75
Cosmo Oil Property Service CO., LTD.	2,357	2.35
JA Mie Shinren	1,200	1.20
Meiji Yasuda Life Insurance Company	1,140	1.14
Mie Kotsu Group Employee Shareholding Association	1,034	1.03
Custody Bank of Japan, Ltd. (Trust Account)	1,012	1.01

- (Notes)
1. The Company holds 7,045,502 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)	57,200	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, 2025)

Position	Name	Responsibilities and significant concurrent positions
Chairman and Representative Director	Toshihide Ogura	Chairman and Representative Director of Sanco Real Estate Co., Ltd.
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 (General Affairs, Secretarial Services and Public Relations), 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 Chairman of the Board of Directors and Representative Director of Kintetsu Group Holdings Co., Ltd. Director of Kin-Ei Corp.
Director	Ayako Tanaka	Outside Director Independent Director President of Medical Corporation Seijinkai President of Social Welfare Corporation Hakuai
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 Outside Director of San ju San Financial Group, Inc. (Audit Committee Member) President of Mie Prefecture Tomonokai Foundation

Position	Name	Responsibilities and significant concurrent positions
Audit & Supervisory Board Member (full-time)	Shinya Nakagawa	
Audit & Supervisory Board Member (full-time)	Michitaka Beppu	
Audit & Supervisory Board Member	Tohiyuki Yamanaka	Outside Audit & Supervisory Board Member Independent Audit & Supervisory Board Member Certified Public Accountant, Tax Accountant
Audit & Supervisory Board Member	Hiroyuki Kasamatsu	Outside Audit & Supervisory Board Member Director and Managing Executive Officer of Kintetsu Group Holdings Co., Ltd. Auditor & Supervisory Board Member of Kintetsu Department Store Co., Ltd.

(Notes) 1. Mr. Yoshiyuki Kusui, Mr. Takashi Tsuji, Ms. Ayako Tanaka, Ms. Izumi Takamiya and Mr. Takashi Ueda are Outside Directors.

2. Mr. Toshiyuki Yamanaka and Mr. Hiroyuki Kasamatsu are Outside Audit & Supervisory Board Members.

3. Mr. Toshiyuki Yamanaka 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.

4. 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.

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.

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.

6. The Company has designated Directors Yoshiyuki Kusui, Ayako Tanaka, Izumi Takamiya and Takashi Ueda as Independent Directors and Audit & Supervisory Board Member 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 their appointment to these Exchanges.

7. Changes in positions of officers are as follows:

June 20, 2024

Name	New position	Former position
Toshiyuki Yamanaka	Audit & Supervisory Board Member	(Appointment)

On the same date, Mr. Katsu Kobayashi retired from the position of Audit & Supervisory Board Member, due to the expiry of his term of office.

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

June 20, 2024

Name	New position	Former position
Michiyasu Masuda	Responsible for Planning Office, General Affairs and Human Resources Group (General	Responsible for Planning Office, General Affairs and Human Resources Group, Accounting

	affairs, Secretarial Services and Public Relations), Accounting Group, and Internal Control Office Senior Managing Director of Mie Kotsu Co., Ltd.	Group, and Internal Control Office Senior Managing Director of Mie Kotsu Co., Ltd.
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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. On May 23, 2024, Mr. Hiroyuki Kasamatsu was appointed Auditor & Supervisory Board Member of Kintetsu Department Store Co., Ltd.

On May 23, 2024, Mr. Hiroyuki Kasamatsu was appointed Auditor & Supervisory Board Member of Kintetsu Department Store Co., Ltd.

On June 21, 2024, Mr. Takashi Tsuji was appointed Representative Director and Chairman of the Board of Kintetsu Group Holdings Co., Ltd. after serving in the position of President of Kintetsu Group Holdings Co., Ltd. On the same date, Mr. Takashi Ueda was appointed Outside Director (Audit Committee Member) of San ju San Financial Group, Inc.

On March 31, 2025, Ms. Izumi Takamiya retired from the position of Vice President and Professor of Faculty of Literature, Arts and Cultural Studies of Kindai University and on April 1, 2025, following the last day of the fiscal year, was appointed Visiting Professor of Kindai University.

(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

Chairman and Representative Director	Toshihide Ogura
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President and Representative Director	Kenichi Takeya
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- 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)		180	7	107	7	40	7	32
Audit & Supervisory Board Members (excluding Outside Audit & Supervisory Board Members)		28	2	28	-	-	-	-
Outside officers	Outside Directors	30	5	30	-	-	-	-
	Outside Audit & Supervisory Board Members	10	3	10	-	-	-	-
Total		249	17	177	7	40	7	32

- (Notes)
1. The above total amounts of compensation include that for one Audit & Supervisory Board Member who retired at the conclusion of 18th Ordinary General Meeting of Shareholders held on June 20, 2024.
 2. The amount of non-monetary compensation (restricted stock) represents the amount recorded as an expense in the fiscal year under review.
 3. In addition to the above, the amount of compensation (excluding employee salaries) from subsidiaries at which they hold concurrent positions is as follows.
150 million yen (Directors: 141 million yen, Audit & Supervisory Board Members: 9 million yen)
 4. 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.”
 5. 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, 2025)

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.	Chairman of the Board of Directors and Representative Director
		Kin-Ei Corp.	Director
Director	Ayako Tanaka	Medical Corporation Seijinkai	President
		Social Welfare Corporation Hakuaiikai	President
Director	Izumi Takamiya	Kindai University	Vice President and Professor of Faculty of Literature, Arts and Cultural Studies
Director	Takashi Ueda	San ju San Financial Group, Inc.	Outside Director (Audit Committee Member)
		Mie Prefecture Tomonokai Foundation	President
Audit & Supervisory Board Member	Toshiyuki Yamanaka	Certified Public Accountant, Tax Accountant	—
Audit & Supervisory Board Member	Hiroyuki Kasamatsu	Kintetsu Group Holdings Co., Ltd.	Director and Managing Executive Officer
		Kintetsu Department Store Co., Ltd.	Auditor & Supervisory Board Member

- (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. San ju San Bank, Ltd., a subsidiary of San ju San Financial Group, Inc., at which Mr. Takashi Ueda holds a concurrent position, is a major shareholder of the Company. The Group has transactions, such as the borrowing of funds, with San ju San Bank, Ltd.
 3. 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	Toshiyuki Yamanaka	Mr. Yamanaka 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 professional expertise as a certified public accountant and tax accountant.
Audit & Supervisory Board Member	Hiroyuki Kasamatsu	Mr. Kasamatsu 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 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
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2) Total amount of monetary and other economic benefits to be paid by the Company and its subsidiaries	45 million yen
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- (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.

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, 2025)

(Thousand yen)

Account	Amount	Account	Amount
(Assets)	181,613,745	(Liabilities)	118,429,191
Current assets	45,398,280	Current liabilities	56,305,147
Cash and deposits	5,416,223	Notes and accounts payable – trade	3,993,744
Notes and accounts receivable – trade	8,738,193	Short-term borrowings	11,660,000
Merchandise and finished goods	3,621,751	Current portion of long-term borrowings	23,223,480
Real estate for sale	24,404,055	Lease obligations	26,424
Work in process	201,627	Income taxes payable	1,549,313
Raw materials and supplies	287,970	Provision for bonuses	1,524,259
Other	2,745,048	Provision for product warranties	5,509
Allowance for doubtful accounts	(16,589)	Other	14,322,415
Non-current assets	136,215,464	Non-current liabilities	62,124,044
Property, plant and equipment	113,091,321	Long-term borrowings	44,225,324
Buildings and structures	35,476,159	Lease obligations	52,353
Machinery, equipment and vehicles	18,597,432	Deferred tax liabilities	2,076,402
Tools, furniture and fixtures	750,040	Deferred tax liabilities for land revaluation	2,469,276
Land	57,721,105	Retirement benefit liability	1,338,832
Leased assets	89,577	Provision for redemption of gift certificates of travel	145,272
Construction in progress	457,005	Provision for repairs	277,612
Intangible assets	393,079	Asset retirement obligations	1,914,546
Other	393,079	Long-term guarantee deposits	8,669,771
Investments and other assets	22,731,063	Other	954,652
Investment securities	14,114,242	(Net assets)	63,184,554
Retirement benefit asset	2,238,417	Shareholders' equity	52,628,338
Deferred tax assets	405,587	Share capital	3,000,000
Other	6,067,178	Capital surplus	10,672,399
Allowance for doubtful accounts	(94,361)	Retained earnings	39,599,765
		Treasury shares	(643,826)
		Accumulated other comprehensive income	10,205,150
		Valuation difference on available-for-sale securities	6,197,911
		Revaluation reserve for land	3,213,332
		Remeasurements of defined benefit plans	793,906
		Non-controlling interests	351,065
Total assets	181,613,745	Total liabilities and net assets	181,613,745

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

Consolidated Statement of Income

(April 1, 2024 - March 31, 2025)

(Thousand yen)

Account	Amount	
Operating revenue		
Passenger transportation	37,682,546	
Net sales of goods	66,166,631	103,849,178
Operating expenses		
Operating expenses and cost of sales of transportation	32,555,117	
Cost of goods sold	42,625,396	
Selling, general and administrative expenses	20,252,993	95,433,506
Operating profit		8,415,671
Non-operating income		
Interest income	4,002	
Dividend income	343,293	
Share of profit of entities accounted for using equity method	16,168	
Other	227,192	590,656
Non-operating expenses		
Interest expenses	469,149	
Other	22,226	491,376
Ordinary profit		8,514,952
Extraordinary income		
Subsidy income	284,056	
Other	6,816	290,873
Extraordinary losses		
Loss on disposal of non-current assets	41,435	
Loss on tax purpose reduction entry of non-current assets	279,223	
Other	310	320,969
Profit before income taxes		8,484,855
Income taxes - current	2,336,190	
Income taxes - deferred	68,719	2,404,910
Profit		6,079,945
Profit attributable to non-controlling interests		21,296
Profit attributable to owners of parent		6,058,649

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

Non-Consolidated Balance Sheet

(As of March 31, 2025)

(Thousand yen)

Account	Amount	Account	Amount
(Assets)	26,013,972	(Liabilities)	166,183
Current assets	8,899,504	Current liabilities	166,183
Cash and deposits	8,513	Accounts payable - other	74,323
Deposits paid	8,076,312	Income taxes payable	8,621
Accounts receivable - other	789,807	Accrued consumption taxes	10,113
Raw materials and supplies	7,976	Accrued expenses	8,231
Prepaid expenses	9,200	Deposits received	41,548
Income taxes refund receivable	974	Provision for bonuses	23,346
Other	6,720	(Net assets)	25,847,789
Non-current assets	17,114,468	Shareholders' equity	25,847,789
Investments and other assets	17,114,468	Share capital	3,000,000
Shares of subsidiaries and associates	17,082,180	Capital surplus	12,560,338
Deferred tax assets	17,981	Legal capital surplus	750,000
Other	14,307	Other capital surplus	11,810,338
		Retained earnings	11,385,821
		Other retained earnings	11,385,821
		Retained earnings brought forward	11,385,821
		Treasury shares	(1,098,371)
Total assets	26,013,972	Total liabilities and net assets	26,013,972

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

Non-Consolidated Statement of Income

(April 1, 2024 - March 31, 2025)

(Thousand yen)

Account	Amount	
Operating revenue		
Dividends from subsidiaries and associates	2,358,392	
Commissions from subsidiaries and associates	1,118,552	3,476,945
Operating expenses		
General and administrative expenses	1,330,376	1,330,376
Operating profit		2,146,569
Non-operating income		
Interest income	27,793	
Other	3,358	31,152
Non-operating expenses		
Other	1,625	1,625
Ordinary profit		2,176,095
Profit before income taxes		2,176,095
Income taxes – current	2,002	
Income taxes – deferred	(7,746)	(5,743)
Profit		2,181,839

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

Independent Auditor's Report

May 7, 2025

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

Isuzu Audit Corporation
Head Office and Tsu Office

Kazuya Shimozu, CPA
Designated Partner, Engagement Partner

Shinya Nakade, 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, 2024 through March 31, 2025.

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, 2025

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

Isuzu Audit Corporation
Head Office and Tsu Office

Kazuya Shimozu, CPA
Designated Partner, Engagement Partner

Shinya Nakade, 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 19th fiscal year from April 1, 2024 through March 31, 2025.

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, 2025, 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 consolidated 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 19th fiscal year from April 1, 2024 to March 31, 2025 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 8, 2025

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	Toshiyuki Yamanaka
Audit & Supervisory Board Member	Hiroyuki Kasamatsu

(Note) Audit & Supervisory Board Members Toshiyuki Yamanaka 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.