

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect, or any other forms of damages arising from this translation.



October 24, 2025

To whom it may concern,

Company name: Valuence Holdings Inc.
Representative: Shinsuke Sakimoto, Representative Director
(Securities Code: 9270; TSE Growth Market)
Contact: Shinichiro Sato, Director and CFO
(Phone +81-3-4580-9983)

Announcement Concerning Proposals for the 14th Ordinary General Meeting of Shareholders

Valuence Holdings Inc. (the “Company”) announces that the Company passed a resolution concerning proposals to be submitted to the 14th Ordinary General Meeting of Shareholders scheduled for November 26, 2025 at a Board of Directors meeting held today. Please refer to the details below.

1. Proposals for the Ordinary General Meeting of Shareholders

Proposal No. 1 Election of six Directors (excluding Directors who are the Audit and Supervisory Committee Members)
Proposal No. 2 Election of three Directors who are the Audit and Supervisory Committee Members
Proposal No. 3 Revision of Remuneration, etc. for the Allocation of Restricted Stock to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

2. Summary of each proposal

Proposal No. 1: Election of six Directors (excluding Directors who are the Audit and Supervisory Committee Members)

The terms of office of all seven Directors (excluding Directors who are the Audit and Supervisory Committee Members; hereinafter, the same applies in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of six Directors.

Furthermore, Candidates for the Board of Directors are resolved by the Board of Directors upon receipt of reports from the Nomination and Compensation Committee, an advisory body to the Board of Directors. In addition, with respect to this proposal, our Audit and Supervisory Committee has determined that all candidates for director are qualified.

The candidates for Directors are as described below.

Name	Type of appointment	Current position
Shinsuke Sakimoto	Reappointment	Representative Director of the Company
Susumu Muguruma	Reappointment	Director of the Company and Office Manager of International Business Office
Shinichiro Sato	Reappointment	Director of the Company, Office Manager of President's Office and Division Manager of Accounting Division
Mitsutoshi Tomita	Reappointment	Director of the Company
Kenji Fuma	Reappointment	Outside Director of the Company
Ibun Hirahara	Reappointment	Outside Director of the Company

- *1. Kenji Fuma and Ibun Hirahara are candidates to serve as outside Directors of the Company pursuant to Article 2, Paragraph 15 of the Companies Act.
- *2. The Company has notified the Tokyo Stock Exchange of the appointment of Ibun Hirahara as Independent Officer in accordance with the provisions of the Tokyo Stock Exchange. If she is elected, she will continue to be Independent Officer.

Proposal No. 2: Election of three Directors who are the Audit and Supervisory Committee Members

The term of office of three Directors who are the Audit and Supervisory Committee Members Masahide Kamachi, Takashi Goto, and Emi Omura will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect of three Directors who are the Audit and Supervisory Committee Members.

Furthermore, the Candidate for the Board of Directors who are the Audit and Supervisory Committee Members are resolved by the Board of Directors upon receipt of reports from the Nomination and Compensation Committee, an advisory body to the Board of Directors. In addition, the consent of the Audit and Supervisory Committee has been obtained in regard to this proposal.

The candidate for Directors who are the Audit and Supervisory Committee Members are as described below.

Name	Type of appointment	Current position
Masahide Kamachi	Reappointment	Outside Director of the Company (Audit & Supervisory Committee Member)
Takashi Goto	Reappointment	Outside Director of the Company (Audit & Supervisory Committee Member)
Mina Kobayashi	New appointment	—

- *1. Masahide Kamachi, Takashi Goto and Mina Kobayashi are candidates to serve as Outside Directors of the Company pursuant to Article 2, Paragraph 15 of the Companies Act.
- *2. The Company has notified the Tokyo Stock Exchange of the appointment of Masahide Kamachi and Takashi Goto as Independent Officers in accordance with the provisions of the Tokyo Stock Exchange. If they are elected, they will continue to be Independent Officers. If Mina Kobayashi is elected, the Company plans to notify the Tokyo Stock Exchange of her appointment as an Independent Officer.

Proposal No. 3: Revision of Remuneration, etc. for the Allocation of Restricted Stock to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

(1) Reason for the Revision

Under the basic policy set forth in the Company's Medium-Term Management Plan, "To the Next Stage: For 2030 Revival Vision," the Company has been pursuing structural reforms aimed at improving profitability, while continuing to make carefully selected investments.

In promoting these initiatives, the Company recognizes that the roles and responsibilities expected of Directors have been increasing, not only in light of the recent changes in the economic climate and business environment surrounding the Company, but also from the standpoint of corporate governance.

Taking these circumstances and the Company's recent stock price performance into comprehensive consideration, the Company proposes to revise the current restricted stock compensation framework. The purpose of this revision is to further align the interests of Directors with those of shareholders by enabling the Directors to share both the benefits and risks associated with stock price fluctuations, thereby enhancing their motivation to contribute to the improvement of the Company's stock price and corporate value.

(2) Details of the Revision

With respect to the remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members), shareholders approved at the 8th Ordinary General Meeting of Shareholders held on November 22, 2019, that the total annual amount of remuneration shall not exceed 300 million yen, of which 30 million yen shall be the maximum amount payable to Outside Directors. Furthermore, at the 10th Ordinary General Meeting of Shareholders held on November 25, 2021, shareholders approved, separately from the above remuneration limit, the establishment of

a restricted stock compensation plan for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter referred to as the “Eligible Directors”), under which the total amount of monetary claims to be granted as remuneration for the allotment of restricted stock shall not exceed 300 million yen per year, and the total number of restricted shares to be allotted shall not exceed 30,000 shares per fiscal year.

The Company now proposes to revise this framework. Specifically, the total amount of monetary claims to be granted to the Eligible Directors as remuneration for the allotment of restricted stock shall be up to 500 million yen per year, which will be provided separately from the aforementioned annual remuneration limit applicable to Directors. In addition, the total number of restricted shares to be allotted under this framework shall be up to 500,000 shares per fiscal year.

However, if, after the date of approval of this proposal, the Company conducts a stock split (including a free allotment of shares of common stock) or a reverse stock split, or if other similar events occur that necessitate an adjustment to the total number of restricted shares to be allotted, the number of shares may be reasonably adjusted as deemed appropriate. Furthermore, the Company has consistently promoted the granting of restricted stock to further align the interests of its Directors with those of shareholders by enabling them to share both the benefits and risks of stock price fluctuations and to enhance their motivation to contribute to the improvement of the Company’s stock price and corporate value. In this regard, the Company also seeks shareholders’ approval to apply the revised terms of the restricted stock compensation described in this proposal retroactively to the beginning of the fiscal year ending August 2023.

The total amount of remuneration, the total number of shares to be allotted, and other conditions for granting restricted stock to the Eligible Directors under this proposal have been determined by the Board of Directors after receiving a report from the Nomination and Compensation Committee. These determinations were made in consideration of the purpose of the proposal, the Company’s current business performance and recent economic conditions, as well as the Company’s policy for determining individual Directors’ remuneration. The Company believes that the proposed revision is appropriate and reasonable.