



November 25, 2025

Company Name: Syuppin Co., Ltd.
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(Code: 3179, Tokyo Stock Exchange PRIME)
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N Notice of Extraordinary General Meeting, Agenda Determination, and Partial Articles Amendment

Syuppin Co., Ltd. (the “Company”) hereby announces the following.

As stated in the “Notice Regarding the Shareholder’s Request to Convene an Extraordinary General Meeting of Shareholders” dated October 23, 2025, the Company received a written request from a shareholder regarding the convening of an extraordinary general meeting of shareholders (the “Request”).

In response to the Request, the Company announced in the “Notice Regarding the Record Date for Convening an Extraordinary General Meeting of Shareholders” dated October 30, 2025 that it had set November 20, 2025 as the record date for exercising voting rights for the extraordinary general meeting of shareholders (the “EGM”), which is scheduled to be held within three months from the record date.

At the meeting of the Board of Directors held today, the Company resolved the date, venue, and the matters to be submitted to the EGM, as set forth below.

I. Date and Venue of the Extraordinary General Meeting of Shareholders

(1) Date and Time:

January 22, 2026 (Thursday), 10:00 a.m.

(2) Venue:

12F, Shinjuku Mylines Tower
1-1 Yoyogi 2-chome, Shibuya-ku, Tokyo

II. Matters to Be Submitted to the EGM

<Company Proposals>

Proposal No. 1: Partial Amendment to the Articles of Incorporation (Change in Term of Directors)

Proposal No. 2: Election of One Director

<Shareholder Proposal>

Proposal No. 3: Election of Three Outside Directors

III. Summary and Reasons for the Company Proposals

1. Proposal No. 1: Partial Amendment to the Articles of Incorporation (Change in Term of Directors)

(1) Reason for the Amendment

To further clarify the accountability of Directors and to establish a management structure capable of responding swiftly to changes in the business environment, the Company proposes to change the term of office of Directors from the current two years to one year.

In addition, to clarify that the current provisions shall continue to apply to Directors elected at the Annual General Meeting of Shareholders held on June 28, 2024, the Company proposes to add transitional measures to the supplementary provisions.

If this proposal is approved, the term of office of the six incumbent Directors elected at the Annual General Meeting of Shareholders held on June 28, 2024, as well as the Directors who are scheduled to be newly elected at this Extraordinary General Meeting, will expire at the conclusion of the Annual General Meeting of Shareholders scheduled to be held in June 2026 for the 21st fiscal year.

(Underlined portions indicate the amended sections.)

Current Provisions	Proposed Amendments
<p>Article 21 (Term of Directors)</p> <p>The term of office of Directors shall be until the conclusion of the Annual General Meeting of Shareholders for the last business year ending within <u>two</u> years after their election.</p> <p>2. The term of office of a Director elected due to an increase in the number of Directors or as a substitute shall be until the expiration of the term of office of the other incumbent Directors.</p>	<p>Article 21 (Term of Directors)</p> <p>The term of office of Directors shall be until the conclusion of the Annual General Meeting of Shareholders for the last business year ending within <u>one</u> year after their election.</p> <p>2. The term of office of a Director elected due to an increase in the number of Directors or as a substitute shall be until the expiration of the term of office of the other incumbent Directors.</p>
<p>(New Provision)</p>	<p><u>Supplementary Provisions</u> <u>(Transitional Measures for the Term of Directors)</u></p> <p><u>Article 1: Notwithstanding Article 21 (Term of Directors), the term of office of Directors elected at the Annual General Meeting of Shareholders held on June 28, 2024 shall be until the conclusion of the Annual General Meeting of Shareholders for the 21st fiscal year ending on March 31, 2026.</u></p> <p><u>Article 2: These Supplementary Provisions shall be deleted upon the conclusion of the Annual General Meeting of Shareholders for the 21st fiscal year.</u></p>

(2) Schedule

Date of the EGM for the amendment: January 22, 2026 (planned)

Effective date of the partial amendment: January 22, 2026 (planned)

2. Proposal No. 2: Election of One Director

(1) Name, Date of Birth, and Brief Biography

Name	Date of Birth	Career Summary
Katsuya Nobuzane	July 30, 1987	<p>Apr. 2010 – Joined Mizuho Financial Group, Global Coverage, Asia Investment Banking Division</p> <p>Nov. 2012 – Joined Dodge & Cox</p> <p>Dec. 2016 – Joined Fidelity Management & Research (Japan)</p> <p>Sep. 2023 – Founded Strategic Engagement Inc., President & CEO (current position)</p> <p>Jul. 2024 – Founded Capital Growth Strategies Inc., President & CEO (current position)</p> <p>Sep. 2024 – Appointed Outside Director, And Do Holdings Co., Ltd. (current position)</p>

Notes:

1. There is no special interest between the candidate and the Company.
2. Mr. Nobuzane is a candidate for outside director. If elected, the Company plans to designate him as an independent director as defined by the stock exchange.

(2) Reason for the Nomination

Mr. Nobuzane has long been engaged in long-term investment in global companies, including Japanese equities, at two of the world's leading institutional investors, Dodge & Cox and Fidelity Management & Research (FMR LLC).

During his tenure at FMR, he was recognized as a top performer in long-term investment and has developed a deep understanding of the mindset of international institutional investors and the evaluation perspectives of global capital markets.

He currently serves as an Outside Director of And Do Holdings Co., Ltd. (listed on the TSE Prime Market), where he provides advice and oversight on initiatives to promote transformation toward optimizing business portfolio management based on ROIC-driven management from an investor's perspective, and to enhance fundamental cash flow generation through improved capital allocation and financial strategies.

Based on his outstanding expertise and proven achievements, the Company expects Mr. Nobuzane to provide advice and oversight on the optimization of capital allocation, promotion of ROIC-oriented management from an investor's standpoint, development of business portfolio strategies, and the enhancement of IR strategies for all shareholders, including overseas investors.

The Company believes that inviting Mr. Nobuzane to the Board of Directors represents one of the most effective steps in responding to the expectations of global investors.

By incorporating his investor-oriented perspective directly into the Board's decision-making process, the Company aims to accelerate transformation toward maximizing corporate value.

*For details of the shareholder-proposed agenda items, including the summary and the reasons, please refer to the appendix to the "Notice Regarding the Shareholder's Request to Convene an Extraordinary General Meeting of Shareholders" dated October 23, 2025.

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