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To Our Shareholders,

Securities Code: 9270
(Date of dispatch) November 6, 2026
(Commencement date of electronic provision measures) November 2, 2026
5-6-19 Minamiaoyama, Minato-ku, Tokyo
Valuence Holdings Inc.
Shinsuke Sakimoto, Representative Director

Convocation Notice for the 15th Annual General Meeting of Shareholders

You are hereby notified that the 15th Annual General Meeting of Shareholders of Valuence Holdings Inc. (the "Company") will be held as follows.

In convening this General Meeting of Shareholders, the Company has taken electronic provision measures for the information contained in the Reference Materials for the General Meeting of Shareholders, etc. ("matters subject to electronic provision measures") and posted it on the following websites. You are kindly requested to visit any of the websites to review the information.

The Company's website:	https://www.valuence.inc/ir/
Tokyo Stock Exchange's website:	https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show

On the TSE website, please enter the Company's name or securities code in the stock search field, and select "Basic information," "Documents for public inspection/PR information," and "Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting," in that order, to see the documents.

Website for the General Meeting of Shareholders Materials:	https://d.sokai.jp/9270/teiji/

If you choose not to attend the meeting in person, please check the guidance on the exercise of voting rights on the next page, review the Reference Materials for the General Meeting of Shareholders, and exercise your voting rights by 7:00 PM on Tuesday, November 24, 2026.

1. Date and time	Wednesday, November 25, 2026; 10:00 AM (reception opens at 9:30 AM)		
2. Venue	THE STRINGS OMOTESANDOH B1F WEST SUITE 3-6-8 Kita-aoyama, Minato-ku, Tokyo		
3. Meeting agenda	**Reports**	1. Business Report, Consolidated Financial Statements, and Audit Report on the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee for the 15th Fiscal Year (from September 1, 2025 to August 31, 2026) 2. Financial Statements for the 15th Fiscal Year (from September 1, 2025 to August 31, 2026)	
	Matters for resolution	**Proposal No. 1**	Partial amendment to the Articles of Incorporation
		Proposal No. 2	Election of five Directors (excluding Directors who are Audit and Supervisory Committee Members)
		Proposal No. 3	Election of two Directors who are Audit and Supervisory Committee Members

Exercise of Voting Rights

If you choose not to attend the General Meeting of Shareholders



Exercise of voting rights in writing

Please indicate your approval or disapproval of each proposal on the voting form and return it by mail.

Deadline to exercise voting rights: Voting forms must be received by 7:00 PM on Tuesday, November 24, 2026



Exercise of voting rights via the internet

Please access the voting rights exercise website designated by the Company (https://www.web54.net) and enter your approval or disapproval of each proposal in accordance with the instructions onscreen.

Deadline to exercise voting rights: Tuesday, November 24, 2026; 7:00 PM

If you choose to attend the General Meeting of Shareholders



Attendance at the General Meeting of Shareholders

Please bring your voting form and submit it at the meeting reception desk.
In addition, please bring this booklet as meeting materials.

Date and time of the meeting: Wednesday, November 25, 2026; 10:00 AM (reception opens at 9:30 AM)

If attending the General Meeting of Shareholders, please submit your voting form at the meeting reception desk.
The Company may be forced to change the meeting venue, the start time of the meeting, and other details owing to future circumstances. In this case, the relevant information will be published on the Company's website (https://www.valuence.inc/ir/), so please confirm the details there.

Notes
* If you do not indicate your approval or disapproval of a proposal on the voting form in exercising your voting rights in writing (by mail), it will be counted as a vote of approval.
* If voting rights are exercised both in writing and via the internet, the votes submitted via the internet will be treated as valid, regardless of when the votes are received.
* If voting rights are exercised multiple times via the internet, the final votes submitted will be treated as valid.
* Any connection fees payable to providers, telecommunications fees payable to telecommunications carriers, and other expenses incurred when using the voting rights exercise website will be borne by the shareholder.

◎ If any revisions are made to the matters subject to electronic provision measures, a notice to that effect, together with the matters before and after the revisions, will be posted on each of the websites listed on page 1.
◎ The Company will send a paper copy containing the matters subject to electronic provision measures to shareholders who have requested it. However, in accordance with laws and regulations and Article 15, Paragraph 2 of the Company's Articles of Incorporation, the following items are not included in the paper copy sent to such shareholders: "Matters Related to Stock Acquisition Rights, etc. of the Company," "System to Ensure Appropriate Business Management," and "Overview of the Operating Status of the System to Ensure Appropriate Business Management" (Business Report); "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to Consolidated Financial Statements" (Consolidated Financial Statements); "Balance Sheet," "Statement of Income," "Statement of Changes in Shareholders' Equity," and "Notes to Financial Statements" (Financial Statements); and "Independent Auditor's Report on the Consolidated Financial Statements," "Independent Auditor's Report on the Non-Consolidated Financial Statements," and "Audit Report of the Audit and Supervisory Committee" (Audit Reports). Accordingly, the paper copy sent to such shareholders constitutes part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in preparing their audit reports.

Proposal No. 1

Partial amendment to the Articles of Incorporation

1. Reasons for proposal

To prepare for the expansion of businesses and future business development of the Company and its subsidiaries, the Company proposes to add a new business purpose in Article 2 (Purposes) of the current Articles of Incorporation and renumber the subsequent items accordingly.

2. Amendment details

The following are the proposed revisions to the Company's Articles of Incorporation.

(Underlined text indicates text to be changed)

Current Articles of Incorporation	Proposed Amendment
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1 <Text omitted>	Article 1 <Unchanged>
(Purposes) Article 2 The purpose of the Company shall be to engage in supervision and management of the business activities of the companies in question through the holding of shares and/or equity in companies that conduct the following businesses and overseas companies that conduct equivalent businesses.	(Purposes) Article 2 <Unchanged>
1. through 5. <Text omitted>	1. through 5. <Unchanged>
<New text>	6. Management of partner buying offices in the purchasing business
6. through 23. <Text omitted>	7. through 24. <Unchanged>
Article 3 through Article 35 <Text omitted>	Article 3 through Article 35 <Unchanged>

Proposal No. 2

Election of five Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all six Directors (excluding Directors who are 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 five Directors.
The candidates for Directors have been determined by the Board of Directors after receiving recommendations from the Nomination and Compensation Committee, which is a voluntary advisory body to the Board of Directors. In addition, the Audit and Supervisory Committee of the Company has determined that all the candidates for Directors under this proposal are qualified.

The candidates for Directors are as described below.

Candidate no.	Name	Current position and responsibilities at the Company	Candidate attributes	Attendance at Board of Directors' meetings
1	Shinsuke Sakimoto	Representative Director	Reappointment	100% (16/16)
2	Susumu Muguruma	Director and General Manager of the International Business Office	Reappointment	100% (16/16)
3	Shinichiro Sato	Director and General Manager of the President's Office	Reappointment	100% (16/16)
4	Mitsutoshi Tomita	Director	Reappointment	100% (16/16)
5	Ibun Hirahara	Outside Director	Reappointment Outside Director Independent Officer	100% (16/16)

Candidate no.

1

Shinsuke Sakimoto

Date of birth
April 14, 1982

Reappointment



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

14 years 11 months

Number of the Company's shares owned

7,985,600 shares

Attendance at Board of Directors' meetings

100% (16/16)

Career summary, titles, and responsibilities (significant concurrent positions)

June	2004	Managing Director, MKS Corporation (currently DOROQUIA HOLATHETA Co., Ltd.)
December	2011	Established SOU Inc. (currently the Company), named Representative Director (current position)
November	2014	Established SF Property Management LLC (currently SF Property Management Inc.), named Representative Partner (currently Representative Director) (current position)
November	2019	Director, SOU Technologies Inc. (currently Valuence Technologies Inc.) (current position)
March	2021	Representative Director, Valuence Ventures Inc. (current position)
August	2021	Director, Nankatsu SC Co., Ltd. (current position)
December	2023	Representative Director, Valuence Japan Inc.
September	2025	Director, Valuence Japan Inc. (current position)

Reasons for nomination as a Director candidate

Shinsuke Sakimoto established the Company in December 2011. Since then, he has been directing the Company Group as Representative Director and has played an important role in both decision-making and supervision of business execution. He strives to enhance corporate value by demonstrating strong leadership in a rapidly changing business environment and leading the management of the Company Group. In order to further promote the Company's growth and sustainable enhancement of corporate value in the future, the Company has named him again as a candidate for Director.

Candidate no.

2

Susumu Muguruma

Date of birth
July 21, 1971

Reappointment



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

6 years

Number of the Company's shares owned

59,200 shares

Attendance at Board of Directors' meetings

100% (16/16)

Career summary, titles, and responsibilities (significant concurrent positions)

April	1996	Joined Olympus Corporation
January	2004	Joined Sony Corporation (currently Sony Group Corporation)
September	2018	Joined SOU Inc. (currently the Company), named General Manager, Overseas Business Head Office and Head of Overseas Business Strategy Division
June	2019	Representative Director, Star Buyers Limited (currently ALLU Hong Kong Limited) (current position)
September	2020	Representative Director, Valuence Japan Inc.
November	2020	Director, the Company
December	2023	Director, Valuence Japan Inc. (current position)
September	2025	Director and General Manager of the International Business Office, the Company (current position)

Reasons for nomination as a Director candidate

Leveraging his experience overseeing overseas operations at major global companies, Susumu Muguruma has been responsible for the overseas strategy and overall business strategy of the Company Group since joining the Company. In particular, he has worked to enhance the Company Group's corporate value by formulating overseas business plans and strengthening overseas operations. The Company has determined that he will play an important role in driving further global expansion, and has therefore named him again as a candidate for Director.

Candidate no.

3

Shinichiro Sato

Date of birth
September 1, 1968

Reappointment



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

6 years

Number of the Company's shares owned

38,000 shares

Attendance at Board of Directors' meetings

100% (16/16)

Career summary, titles, and responsibilities (significant concurrent positions)

April	1993	Joined Daiwa Institute of Research Ltd.
April	2000	Joined Monex, Inc.
January	2015	Joined Digital Garage, Inc.
May	2020	Joined the Company, named General Manager, Corporate Administration Head Office
September	2020	Director, Valuence Japan Inc. (current position)
November	2020	Director; Executive Officer; and General Manager, Corporate Strategy Head Office, the Company
March	2021	Director, Valuence Ventures Inc. (current position)
September	2021	Director, Valuence Technologies Inc. (current position)
October	2022	Director and General Manager of the President's Office, the Company (current position)
October	2025	Director, ALLU Hong Kong Limited (current position)

Reasons for nomination as a Director candidate

Shinichiro Sato possesses a wealth of experience and a broad knowledge in management and finance in general, and as head of the corporate functions, he plays an important role in overall management and strives to enhance corporate value. The Company has determined that he can be expected to continue to ensure appropriate oversight of the Company Group's management and to drive its medium- to long-term growth strategies, and has therefore named him again as a candidate for Director.

Candidate no.

4

Mitsutoshi Tomita

Date of birth
October 10, 1980

Reappointment



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

2 years

Number of the Company's shares owned

30,199 shares

Attendance at Board of Directors' meetings

100% (16/16)

Career summary, titles, and responsibilities (significant concurrent positions)

April	2005	Joined UFJ Bank Limited (currently MUFG Bank, Ltd.)
May	2015	Joined JPMorgan Chase Bank, N.A.
September	2018	Joined bitFlyer, Inc.
September	2020	Joined the Company; General Manager, New Business Promotion Head Office, Valuence Japan Inc.
September	2021	Executive Officer and General Manager, New Business Head Office, Valuence Japan Inc.
September	2022	Executive Officer and General Manager, Purchasing Head Office, Valuence Japan Inc.
June	2024	Director, Valuence Technologies Inc.
September	2024	Director, Executive Officer, and Head of Sales Division, Valuence Japan Inc.
November	2024	Director, the Company (current position)
September	2025	Representative Director and Head of Sales Division, Valuence Japan Inc. (current position)

Reasons for nomination as a Director candidate

Mitsutoshi Tomita has been engaged in formulating domestic business strategies and promoting operational efficiency at Valuence Japan Inc., striving to enhance the corporate value of the Company Group. Based on his ability to make decisions grounded in an accurate understanding of market conditions and his proactive efforts in expanding the Company's domestic business, the Company has determined that he will continue to play an important role in driving the domestic business forward, and has therefore named him again as a candidate for Director.

Candidate no.

5

Ibun Hirahara

Date of birth
October 3, 1993

Reappointment | Outside Director | Independent Officer



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)

3 years

Number of the Company's shares owned

—

Attendance at Board of Directors' meetings

100% (16/16)

Career summary, titles, and responsibilities (significant concurrent positions)

April	2017	Joined Janssen Pharmaceutical K.K.
June	2019	Co-founder of World Road Inc.; Co-Representative
November	2021	Established HI Corporation; Representative (current position)
August	2022	Councilor, The Peace Communication Foundation (current position)
July	2023	Director, MIRAI EDUTAINMENT FOUNDATION (current position)
November	2023	Outside Director, the Company (current position)
June	2024	Outside Director, AMUSE INC. (current position)

Reasons for nomination as an Outside Director candidate and summary of expected roles

Ibun Hirahara possesses insight into sustainability, human resource development, and international business through her experience studying abroad in several countries and working at a major pharmaceutical company and other organizations. The Company has received practical and objective advice from her on the Company Group's overseas strategy and organizational/HR matters. The Company has determined that she can be expected to continue to contribute to the growth of the Company Group in the future, and has therefore named her again as a candidate for Outside Director.

(Notes)
1. No special relationships exist between the candidates and the Company.
2. Ibun Hirahara is an Outside Director candidate.
3. The Company has entered into a liability limitation agreement with Outside Director Ibun Hirahara to limit her liability for compensation of damages under Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability shall be the minimum amount of liability determined in Article 425, Paragraph 1 of the Companies Act if she has performed her duties in good faith and without gross negligence. In the event her election is approved, the Company intends to continue the liability limitation agreement with her.
4. The Company has designated Ibun Hirahara as an Independent Officer under the rules of the Tokyo Stock Exchange and has notified the Exchange accordingly. If her election is approved, the Company intends for her to continue to serve as an Independent Officer.
5. The Company has entered into a directors and officers liability insurance contract with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, under which the insured include Directors and Executive Officers of the Company and its subsidiaries, as well as Audit and Supervisory Board Members of the Company's subsidiaries. The policy covers damages that may arise from an insured person assuming liability for the performance of their duties or receiving a claim in pursuit of such liability. The Company bears the full amount of the insurance premiums. However, damages arising from claims attributable to the insured person's willful misconduct or gross negligence are not covered by the policy. If each candidate is elected and assumes office as a Director, each of them will be insured under the policy, which is scheduled to be renewed in May 2027.
6. The number of shares owned by Shinsuke Sakimoto includes 7,368,200 shares owned by his asset management company, SF Property Management Inc.
7. Shinsuke Sakimoto is a major shareholder of the Company and falls under the category of "Parent company, etc."

Proposal No. 3

Election of two Directors who are Audit and Supervisory Committee Members

The term of office of Kenta Takami, a Director who is an Audit and Supervisory Committee Member, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of two Directors who are Audit and Supervisory Committee Members.

The candidates for Directors who are Audit and Supervisory Committee Members have been determined by the Board of Directors after receiving recommendations from the Nomination and Compensation Committee, which is a voluntary advisory body to the Board of Directors. Furthermore, the consent of the Audit and Supervisory Committee has been obtained in regard to this proposal.

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

Candidate no.	Name	Current position and responsibilities at the Company	Candidate attributes	Attendance at Board of Directors' meetings
1	Kenta Takami	Director (Audit and Supervisory Committee Member)	Reappointment	100% (16/16)
2	Shinobu Amagoshi	–	New appointment Outside Director Independent Officer	–

Candidate no. 1

Kenta Takami

Date of birth
November 29, 1973

Reappointment



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)
6 years

Number of the Company's shares owned
4,000 shares

Attendance at Board of Directors' meetings
100% (16/16)

Career summary, titles, and responsibilities (significant concurrent positions)

January	2007	Joined PricewaterhouseCoopers Aarata LLC (currently PricewaterhouseCoopers Japan LLC)
February	2012	Joined ORIX Facilities Corporation
February	2018	Joined SOU Inc. (currently the Company), named General Manager, Internal Audit Office
September	2020	Audit and Supervisory Board Member, Valuence Japan Inc. (current position)
		Audit and Supervisory Board Member, Valuence Technologies Inc. (current position)
November	2020	Director, Full-time Audit and Supervisory Committee Member, the Company (current position)

Reasons for nomination as a Director candidate who is an Audit and Supervisory Committee Member

Kenta Takami possesses extensive experience and broad knowledge in finance, accounting, and legal and risk management, and has long contributed to strengthening the Company's governance system. The Company has determined that he can be expected to continue to play a significant role in the supervision of business execution, etc., as an Audit and Supervisory Committee Member. Accordingly, the Company has named him again as a candidate for Director who is an Audit and Supervisory Committee Member.

Candidate no. 2

Shinobu Amagoshi

Date of birth
March 3, 1981

New appointment | Outside Director | Independent Officer



Tenure as Director (as of the conclusion of this General Meeting of Shareholders)
—

Number of the Company's shares owned
—

Attendance at Board of Directors' meetings
—

Career summary, titles, and responsibilities (significant concurrent positions)

April	2003	Joined BNP Paribas Securities (Japan) Limited
April	2007	Joined JPMorgan Securities Japan Co., Ltd.
March	2012	Joined Mitsui & Co., Ltd.
January	2016	Registered as a Certified Public Accountant
April	2017	Joined freee K.K.
October	2017	Joined MILIZE Inc.
October	2018	Joined CINC Corp.; Director and General Manager of Corporate Administration Head Office
January	2026	Established Shinobu Amagoshi Certified Public Accountant Office; Representative (current position)
March	2026	Audit and Supervisory Board Member, Turing Inc. (current position)

Reasons for nomination as an Outside Director candidate who is an Audit and Supervisory Committee Member and summary of expected roles

Shinobu Amagoshi possesses a wealth of expert knowledge as a certified public accountant, as well as experience serving as a director and auditor at other companies, equipping her with significant insight into corporate management and governance. The Company has determined that she can be expected to actively offer her opinions concerning the strengthening of the Company Group's governance going forward. Accordingly, the Company has named her as a new candidate for Outside Director who is an Audit and Supervisory Committee Member.

(Notes)
1. No special relationships exist between the candidates and the Company.
2. Although Kenta Takami serves concurrently as an Audit and Supervisory Board Member at a subsidiary of the Company, no special relationships exist with the Company.
3. Shinobu Amagoshi is an Outside Director candidate.
4. Although Shinobu Amagoshi serves concurrently as an Audit and Supervisory Board Member at another company, no special relationships exist with the Company.
5. The Company has entered into a liability limitation agreement with Kenta Takami to limit his liability for compensation of damages under Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability shall be the minimum amount of liability determined in Article 425, Paragraph 1 of the Companies Act if he has performed his duties in good faith and without gross negligence. In the event the election of Kenta Takami is approved, the Company intends to continue the liability limitation agreement with him. In addition, in the event the election of Shinobu Amagoshi is approved, the Company intends to enter into a liability limitation agreement with her on the same terms.
6. In the event the election of Shinobu Amagoshi is approved, the Company intends to notify the Tokyo Stock Exchange of her designation as an Independent Officer in accordance with the provisions of the Tokyo Stock Exchange.
7. The Company has entered into a directors and officers liability insurance contract with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, under which the insured include Directors and Executive Officers of the Company and its subsidiaries, as well as Audit and Supervisory Board Members of the Company's subsidiaries. The policy covers damages that may arise from an insured person assuming liability for the performance of their duties or receiving a claim in pursuit of such liability. The Company bears the full amount of the insurance premiums. However, damages arising from claims attributable to the insured person's willful misconduct or gross negligence are not covered by the policy. If each candidate is elected and assumes office as a Director who is an Audit and Supervisory Committee Member, each of them will be insured under the policy, which is scheduled to be renewed in May 2027.

[Reference] Skill Matrix of the Board of Directors after the Conclusion of this General Meeting of Shareholders (planned)

The Company's criteria for selecting Directors are that they embody, at a high level, the values based on the Company Group's corporate philosophy; possess extensive experience, strong capabilities, and insight; and are able to contribute to the further development of the Company Group. With respect to the composition of the Board of Directors, in order for the Board to effectively fulfill its roles and responsibilities, the Company places importance not only on achieving an overall balance of knowledge, experience, and capabilities, but also on ensuring that the Board is composed of diverse individuals, based on the recognition that diversity, including in terms of gender, international experience, professional background, and age, contributes to driving business and supervising management. Taking into account the characteristics of the Company's businesses as well as the planned acceleration of its overseas expansion, among other factors, the Company has defined the areas (skills) in which it has particular expectations, as shown in the table below, and selected the Director candidates accordingly. Furthermore, the Company set forth the above policy in the "Basic Policy on Corporate Governance."

◆：Refers to areas that the Company particularly expects.

Name	Title	Attributes		Experience, knowledge, expertise, etc.					
		Gender	Independence	Corporate management	Finance, accounting	Legal affairs, risk management	Human resource development	International business	Sustainability
Shinsuke Sakimoto	Representative Director	Male		◆			◆		◆
Susumu Muguruma	Director	Male		◆				◆	
Shinichiro Sato	Director	Male			◆	◆			◆
Mitsutoshi Tomita	Director	Male		◆					
Ibun Hirahara	Outside Director	Female	●				◆	◆	◆
Kenta Takami	Director (Full-time Member of the Audit and Supervisory Committee)	Male			◆	◆			
Masahide Kamachi	Outside Director (Member of the Audit and Supervisory Committee)	Male	●		◆				
Takashi Goto	Outside Director (Member of the Audit and Supervisory Committee)	Male	●			◆			
Mina Kobayashi	Outside Director (Member of the Audit and Supervisory Committee)	Female	●			◆		◆	◆
Shinobu Amagoshi	Outside Director (Member of the Audit and Supervisory Committee)	Female	●		◆				

End