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Securities Code 2792

July 29, 2024

Start date of measures for electronic provision: July 25, 2024

To Shareholders with Voting Rights:

Eisuke Ejiri
Representative Director and President
Honeys Holdings Co., Ltd.
27-1 Shichihonmatsu, Hashirikuma,
Kashima-machi, Iwaki-shi, Fukushima,
Japan

**NOTICE OF
THE 46th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby notify you of the 46th Annual General Meeting of Shareholders of Honeys Holdings Co., Ltd. (the “Company”). The meeting will be held for the purposes as described below.

The Company has taken measures for providing information electronically for the convocation of this General Meeting of Shareholders, and has posted matters subject to measures for electronic provision on the following website.

The Company’s website (Japanese only)

<https://www.honeys.co.jp/ir/library/generalmeeting>

In addition to the above, the information is also posted on the following website.

Tokyo Stock Exchange website (Listed Company Search)

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

Please access the above TSE website, enter “Honeys Holdings” in “Issue name (company name)” or the Company’s securities code “2792” in “Code,” and click “Search.” Then, select “Basic information” and “Documents for public inspection/PR information” in that order, and review the information in “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”

In lieu of attending the meeting in person, you may exercise your voting rights via the Internet or in writing. Please review the attached Reference Documents for the General Meeting of Shareholders in the following pages, and exercise your voting rights by no later than 5:45 p.m. on Monday, August 19, 2024, Japan standard time.

- 1. Date and Time:** Tuesday, August 20, 2024 at 11:00 a.m. Japan time
(Reception begins at 10:00 a.m. Japan time)
- 2. Place:** Azalea Room, 3rd floor at Iwaki Washington Hotel Chinzanso
1 banchi, 1 chome, Taira Aza, Iwaki-shi, Fukushima, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:** 1. The Business Report, Consolidated Financial Statements and the results of audits of the Consolidated Financial Statements for the Company’s 46th Fiscal Year (June 1, 2023 - May 31, 2024) by the Accounting Auditor and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the Company’s 46th Fiscal Year

(June 1, 2023 - May 31, 2024)

Proposals to be resolved:

Proposal: Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

- When attending the Meeting on the day, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Of the matters subject to measures for electronic provision, the following matters are not included in the documents to be delivered to shareholders who have requested the delivery of documents in accordance with laws and regulations and Article 17 of the Articles of Incorporation of the Company.
 - (1) Matters on the Accounting Auditor
 - (2) Outline of the system to ensure appropriateness of business operations and operational status of such system
 - (3) Basic policy on the control over the Company
 - (4) Policy on the determination of dividends of surplus, etc.
 - (5) Consolidated Statements of Changes in Equity
 - (6) Notes to Consolidated Financial Statements
 - (7) Non-consolidated Balance Sheet
 - (8) Non-consolidated Statement of Income
 - (9) Non-consolidated Statements of Changes in Equity
 - (10) Notes to Non-consolidated Financial Statements
 - (11) Accounting Auditor's Report on the Consolidated Financial Statements
 - (12) Accounting Auditor's ReportAccordingly, the documents to be delivered to shareholders who have requested the delivery of documents are portions of the Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements that have been audited by the Audit and Supervisory Committee and the Accounting Auditor.
- If revisions to the matters subject to measures for electronic provision arise, the revisions will be posted on the respective websites where the matters are posted.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal: Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all four (4) Directors (excluding Directors who are Audit and Supervisory Committee members) will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee members) is proposed.

The Company has established the Nomination and Compensation Committee as an advisory body for the appointment and compensation of Directors. The selection of candidates for Directors is decided by the Board of Directors based on the deliberation of the Nomination and Compensation Committee regarding each candidate.

Additionally, after discussing this proposal based on the reports by the three (3) Outside Directors who are Audit and Supervisory Committee members and attended the Nomination and Compensation Committee meeting as its members, the Audit and Supervisory Committee has judged that there are no matters to be pointed out, and that the proposed candidates are qualified to serve as Directors (excluding Directors who are Audit and Supervisory Committee members) of the Company.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee members) are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities in the Company and significant concurrent positions	Number of shares of the Company held
1	Yoshihisa Ejiri (September 2, 1946) Male [Reappointment]	<div>April 1969 Joined Ejiri Hat Shop</div> <div>June 1978 Senior Managing Director, Ejiri Co., Ltd. (currently Honeys Holdings Co., Ltd.)</div> <div>March 1985 Representative Director and President, Honey Club Co., Ltd.</div> <div>October 1986 Representative Director and President, the Company</div> <div>April 2006 Chairman, Honeys (Shanghai) Co., Ltd.</div> <div>August 2021 Representative Director and Chairman, the Company (to present)</div>	830,000
[Reason for nomination as candidate for Director] After assuming the office of Representative Director and President of the Company in 1986, Mr. Yoshihisa Ejiri has led the management of the Company, and has taken a leadership role in building the Group into what it is today. The Company nominated him as a candidate for Director as it expects him to continue to contribute to the sustainable growth of the Group and increase corporate value by leveraging his wealth of experience as Representative Director and Chairman, a position he has held since August 2021.			

No.	Name (Date of birth)	Career summary, positions, responsibilities in the Company and significant concurrent positions		Number of shares of the Company held
2	Eisuke Ejiri (January 24, 1976) Male [Reappointment]	June 2001 Joined the Company April 2006 Director, Honeys (Shanghai) Co., Ltd. August 2006 Executive Officer, Manager of Store Development, the Company August 2007 Director and Executive Officer, General Manager of Planning and Development August 2009 Director and Executive Officer, General Manager of Sales August 2009 Director and Managing Executive Officer, General Manager of Sales June 2010 Director and Managing Executive Officer, General Manager of Product March 2012 Director, Honeys Garment Industry Limited (to present) July 2015 Director, Honey Club Co., Ltd. July 2016 Representative Director and President, Honeys Split Preparation Co., Ltd. (currently Honeys Co., Ltd.) (to present) August 2019 Director and Senior Managing Executive Officer, General Manager of Sales, the Company August 2021 Representative Director and President (to present)		826,000
[Reason for nomination as candidate for Director] Having served in positions of operational responsibility for store development and management, and product planning since joining the Company, Mr. Eisuke Ejiri has abundant experience. He has also served as Representative Director of a sales subsidiary of the Group as well as Director of an overseas manufacturing subsidiary of the Group, and after assuming the office of Representative Director and President of the Company in August 2021, he has led the management of the Group. The Company nominated him as a candidate for Director as it expects him to continue to contribute to the sustainable growth of the Group and increase corporate value.				

No.	Name (Date of birth)	Career summary, positions, responsibilities in the Company and significant concurrent positions		Number of shares of the Company held
3	Noriko Ouchi (November 2, 1963) Female [Reappointment]	<p>August 1983 Joined BON Co., Ltd.</p> <p>June 1985 Joined Honey Club Co., Ltd.</p> <p>July 2000 Joined the Company</p> <p>August 2006 Executive Officer, Manager of Product Design</p> <p>August 2012 Executive Officer, Manager of Product Design, Manager of CINEMA CLUB Business</p> <p>August 2015 Executive Officer, Manager of Product Design, Manager of ASEAN & CB Business</p> <p>June 2016 Executive Officer, Manager of Product Design, Manager of CINEMA CLUB Business</p> <p>August 2016 Director, Honeys Garment Industry Limited (to present)</p> <p>August 2016 Director and Executive Officer, Manager of Product Design, Manager of CINEMA CLUB Business, the Company</p> <p>September 2016 Director and Executive Officer, Deputy General Manager of Product, Manager of Product Planning</p> <p>August 2018 Director and Executive Officer, Deputy General Manager of Product, Manager of Product Design</p> <p>August 2019 Director and Managing Executive Officer, General Manager of Product, Manager of Product Design</p> <p>August 2021 Director and Managing Executive Officer, General Manager of Product (to present)</p>		17,600
<p>[Reason for nomination as candidate for Director]</p> <p>Having engaged in all aspects of product planning operations since joining the Company, Ms. Noriko Ouchi has abundant experience. In addition, she has accumulated considerable experience and extensive knowledge in management, including serving as Director of an overseas manufacturing subsidiary of the Group. The Company nominated her as a candidate for Director as it expects her to continue to contribute to the sustainable growth of the Group and increase corporate value.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities in the Company and significant concurrent positions	Number of shares of the Company held
4	Shigenobu Sato (July 10, 1975) <u>Male</u> [Reappointment]	<p>April 1999 Joined Isetan Co. Ltd.</p> <p>October 2005 Joined the Company</p> <p>August 2007 Manager of Human Resources</p> <p>August 2011 Executive Officer, Manager of Human Resources</p> <p>February 2013 Representative Director and President, Honeys Heartful Support Co., Ltd. (to present)</p> <p>July 2016 Director, Honeys Split Preparation Co., Ltd. (currently Honeys Co., Ltd.) (to present)</p> <p>August 2016 Director and Executive Officer, Manager of Human Resources, the Company</p> <p>September 2016 Director and Executive Officer, Deputy General Manager of Administration, Manager of Human Resources</p> <p>August 2019 Director and Managing Executive Officer, General Manager of Administration, Manager of Human Resources (to present)</p>	1,000
<p>[Reason for nomination as candidate for Director]</p> <p>Having engaged in all aspects of administrative operations since joining the Company, including human resources management, Mr. Shigenobu Sato has abundant experience. In addition, he has accumulated considerable experience and extensive knowledge in management, including serving as Representative Director and President of a subsidiary of the Group. The Company nominated him as a candidate for Director as it expects him to continue to contribute to the sustainable growth of the Group and increase corporate value.</p>			

- (Notes) 1. There are no special interests between each candidate for Director and the Company.
2. With respect to the matters to be included in the proposal of election of the Directors stipulated in Article 74 of the Regulations for Enforcement of the Companies Act, there are no items warranting special mention other than the above.

(Reference)

If the candidates stated in this Notice are approved as originally proposed, the composition and skills matrix of the Board of Directors will be as follows:

			Corporate manage- ment	Business strategy	Product planning/ SCM	IT/ DX	Legal/ Risk manage- ment	Finance/ Account- ing	ESG	Overseas business
Yoshihisa Ejiri	Representative Director, Chairman	Internal	●	●	●		●	●	●	●
Eisuke Ejiri	Representative Director, President	Internal	●	●	●	●			●	●
Noriko Ouchi	Director, Managing Executive Officer, General Manager of Product	Internal	●	●	●				●	●
Shigenobu Sato	Director, Managing Executive Officer, General Manager of Administration	Internal	●	●		●	●	●	●	
Takashi Nishina	Director, Chairman of the Audit and Supervisory Committee	Internal	●			●	●	●	●	●
Tatsuo Kunii	Director, Audit and Supervisory Committee member	Outside					●		●	
Yoshio Suzuki	Director, Audit and Supervisory Committee member	Outside						●	●	
Motohiro Kaneko	Director, Audit and Supervisory Committee member	Outside	●			●	●	●	●	

(Note) The above list shows areas in which the Company expects Directors to demonstrate their expertise and does not represent all of the experience and knowledge they possess.