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Securities Code: 8881

June 10, 2024

To our shareholders:

Yukiyoshi Tsutsumi,
Representative Director and President
NISSHIN GROUP HOLDINGS Company, Limited
8-1, Shinjuku 5-chome, Shinjuku-ku, Tokyo

Notice of the 50th Annual General Meeting of Shareholders

We are pleased to announce the 50th Annual General Meeting of Shareholders of NISSHIN GROUP HOLDINGS Company, Limited (the “Company”), which will be held as indicated below.

When convening the Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company’s website. Please access the Company’s website by using the Internet address shown below to review the information.

The Company’s website:

https://nisshin-hd.co.jp/archives/investor_information/post-1106 (in Japanese)

Items subject to measures for electronic provision are also provided electronically on the Tokyo Stock Exchange (TSE) website. Access the Tokyo Stock Exchange (TSE) website, enter “Issue Name (NISSHIN GROUP HOLDINGS)” or “Code (8881),” select “Basic Information” and then “Documents for Public Inspection/PR Information,” and confirm the information in “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Measures have also been taken to provision information in electronic format via the following websites.

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/8881/teiji/> (in Japanese)

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or electronically (via the internet, etc.). Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights by 6:00 p.m. on Tuesday, June 25, 2024 (JST). In addition, we will stream video on the internet so that you can watch the proceedings of the meeting.

1. Date and Time: Wednesday, June 26, 2024, 10:00 a.m. (JST) (Doors open at 9:00 a.m.)

2. Venue: B1F Hall, Aioi Nissay Dowa Insurance Shinjuku Bldg.
3-25-3 Yoyogi, Shibuya-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 50th fiscal year (from April 1, 2023 to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 50th fiscal year (from April 1, 2023 to March 31, 2024)

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Nine Directors |
| Proposal No. 3 | Election of One Audit & Supervisory Board Member |

4. Matters to be determined upon convocation

- (1) If no indication is made regarding your vote for or against each proposal on the voting form that was returned to the Company, it will be considered an indication that you “approve” the company’s proposals.
- (2) If you exercise your voting rights both in writing and electronically, the voting rights exercised electronically will be considered valid.
- (3) If you exercise your voting rights more than once electronically, only the last vote will be considered valid.

1. If you attend the meeting, we request that you submit the voting form to the reception desk at the meeting. For the purpose of saving resources, please be sure to bring this notice with you.

2. In accordance with a revision of the Companies Act, in principle you are to check items subject to measures for electronic provision by accessing either of the websites mentioned above, and we have decided to deliver paper-based documents stating the items only to shareholders who request the delivery of paper-based documents by the record date. However, for this general meeting of shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.

Among the items subject to measures for electronic provision, the following items are not included in the sent documents based on the provisions in laws and regulations and in Article 16 of the Company’s Articles of Incorporation.

- (i) Notes to Consolidated Financial Statements
- (ii) Notes to Non-consolidated Financial Statements

Consequently, the Consolidated Financial Statements and the Non-consolidated Financial Statements described in this document consist of part of the documents that were audited by the Financial Auditor in preparing the audit reports, and the Audit & Supervisory Board Members prepared the audit reports.

3. If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted each website mentioned above.

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company recognizes the return of profit to its shareholders as one of key management priorities in the company operation.

The Company maintains a basic policy to pay appropriate dividends based on business performance while taking into account future business development, etc. in addition to the shareholder-oriented policy and also paying attention to internal reserves, as well as to maintain long-term stable dividends.

The Company has given consideration to matters including the above basic policy and the business performance of the fiscal year, and it proposes to pay year-end dividends for the 50th fiscal year as follows:

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
¥23 per common share of the Company
Total payment: ¥1,078,823,004
- (3) Effective date of dividends of surplus
June 27, 2024

Proposal No. 2 Election of Nine Directors

The terms of office of all nine Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of nine Directors.

The candidates for Director are as follows:

Candidate No.		Name	Current position in the Company	Attendance at Board of Directors meetings
1	Reelection	Takashi Kamiyama	Representative Director and Senior Managing Director	12/12
2	Reelection	Hideki Kuroiwa	Representative Director and Senior Managing Director	12/12
3	Reelection	Takashi Sakairi	Director	12/12
4	Reelection	Katsumi Shimada	Director	12/12
5	New election	Takeshi Hioki	-	-
6	New election	Jiro Taguchi	-	-
7	Reelection Outside Independent	Yasuhiko Abe	Outside Director	12/12
8	Reelection Outside Independent	Ikuo Shimizu	Outside Director	12/12
9	New election Outside Independent	Hiroko Saito	-	-

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of shares owned	
1	Takashi Kamiyama (March 22, 1973)	May 1995	Joined the Company	14,140 shares
		June 2015	Director	
		June 2016	Director of TADA CORPORATION (current position)	
		May 2017	Director of Nissin Kanzai Co., Ltd. (current position)	
		Apr. 2019	Representative Director and Senior Managing Director of the Company (current position)	
		Aug. 2021	Representative Director and President of ND factor Co.,Ltd. (current position)	
		July 2022	Director of NISSHIN REAL ESTATE Co., Ltd. (current position)	
		July 2022	Director of Nisshin Jyutaku Ryutu Co., Ltd. (current position)	
		(Significant concurrent positions outside the Company)		
		Representative Director and President of ND factor Co.,Ltd.		
Reasons for nomination as candidate for Director and overview of expected roles				
Since assuming office as Director in June 2015, Takashi Kamiyama has served concurrently as Director of major group companies (the Company and the group companies are hereinafter collectively, the “Group”). He has deep knowledge and insight on a broad range regarding the Group’s business. Since April 2019, he has been dedicated to management as the Representative Director. The Company judges he will continue to carry out his duties as Director and nominates him as a candidate for Director.				
2	Hideki Kuroiwa (October 5, 1962)	Apr. 1985	Joined the Company	48,250 shares
		Oct. 2005	General Manager of Accounting Department	
		Dec. 2008	Executive Officer, and General Manager of Accounting Department	
		June 2014	Director, Executive Officer, and in charge of Finance and Accounting	
		Feb. 2016	Managing Director, Executive Officer, and in charge of Administration Division	
		Oct. 2017	Senior Managing Director, Executive Officer, and in charge of Administration Division	
		Jan. 2020	Senior Managing Director	
		June 2020	Representative Director and Senior Managing Director (current position)	
Reasons for nomination as candidate for Director and overview of expected roles				
Hideki Kuroiwa has been involved in supervising the accounting and finance departments of the Group and has abundant experience in overall management operations. His abundant experience and extensive insight are necessary for the sustainable enhancement of the Company’s corporate value. The Company judges he will continue to carry out his duties as Director and nominates him as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of shares owned
3	Takashi Sakairi (April 5, 1967)	<p>Mar. 1990 Joined the Company</p> <p>Oct. 2010 General Manager of Sales Department 2, Yokohama Branch</p> <p>June 2013 Executive Officer, and General Manager of Sales Department 2, Yokohama Branch</p> <p>May 2014 Executive Officer, and General Manager of Sales Department 1, Yokohama Branch</p> <p>Oct. 2014 Executive Officer, General Manager of Yokohama Branch, and General Manager of Sales Department 1, Yokohama Branch</p> <p>June 2015 Director, Executive Officer, and General Manager of Yokohama Branch</p> <p>Feb. 2019 Representative Director and President of NISSHIN REAL ESTATE SALES Co., Ltd. (currently NISSHIN REAL ESTATE Co., Ltd.) (current position)</p> <p>Jan. 2020 Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative Director and President of NISSHIN REAL ESTATE Co., Ltd.</p>	10,400 shares
<p>Reasons for nomination as candidate for Director and overview of expected roles</p> <p>Since joining the Company, Takashi Sakairi has been involved in the sales departments for a long time and has also supervised the sales departments. This abundant experience and knowledge are necessary for the enhancement of the Group's corporate value. The Company judges he will continue to carry out his duties as Director and continues to nominate him as a candidate for Director.</p>			
4	Katsumi Shimada (October 16, 1966)	<p>Mar. 1988 Joined the Company</p> <p>May 2009 Director of Nisshin Jyutaku Ryutu Co., Ltd. (currently Nisshin Kanzai Co., Ltd.)</p> <p>Apr. 2016 Managing Director of Nissin Kanzai Co., Ltd.</p> <p>June 2021 Representative Director and Senior Managing Director</p> <p>Oct. 2021 Representative Director and President (current position)</p> <p>June 2022 Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative Director and President of Nissin Kanzai Co., Ltd.</p>	28,980 shares
<p>Reasons for nomination as candidate for Director and overview of expected roles</p> <p>Katsumi Shimada has served as Director of a Group company since 2009, in charge of leasing management and building management, and currently serves as Representative Director of Nissin Kanzai Co., Ltd. His abundant experience and knowledge in the management businesses are necessary for the enhancement of the Group's corporate value. The Company judges he will continue to carry out his duties as Director and continues to nominate him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of shares owned
5	* Takeshi Hioki (September 8, 1961)	Mar. 1998 Apr. 2017 Jan. 2020 Jan. 2020 Aug. 2022 (Significant concurrent positions outside the Company) President and Representative Director, NISSHIN FUDOSAN Investment Advisors, Inc.	22,520 shares
		Joined the Company Executive Officer, and General Manager of General Affairs Department, and General Manager of General Affairs Department of Yokohama Branch General Manager of Planning & Administration Department Director, Executive Officer, and General Manager of General Affairs Department of NISSHIN REAL ESTATE Co., Ltd. President and Representative Director, NISSHIN FUDOSAN Investment Advisors, Inc. (current position)	
Reasons for nomination as candidate for Director and overview of expected roles Since joining the Company, Takeshi Hioki has gained abundant work experience and achievements in the Accounting Department, General Affairs Department and other administration departments. In addition, he has served as Representative Director of a Group company since August 2022, playing an important role in the management of the Group. Based on the above, he is expected to contribute to the enhancement of the Group's corporate value by utilizing his management experience and his abundant knowledge and experience regarding the Group's business. Therefore, the Company nominates him as a candidate for Director.			
6	* Jiro Taguchi (May 20, 1963)	Apr. 1986 Apr. 2013 Apr. 2020 Apr. 2023 Apr. 2024 (Significant concurrent positions outside the Company) Managing Director of TADA CORPORATION	- shares
		Joined TADA CORPORATION General Manager of Sales Department, Business Division 1 Executive Officer, General Manager of Planning & Sales Division Director and General Manager of Business Planning Division Managing Director and General Manager of Business Planning Division (current position)	
Reasons for nomination as candidate for Director and overview of expected roles Jiro Taguchi was engaged in sales department operations after joining TADA CORPORATION, from 2020 he shifted to planning and sales, and from 2023 he shifted to business planning, and currently he oversees the Business Planning Division as Managing Director. Based on his abundant experience and knowledge in the construction business, the Company nominates him as a candidate for Director because he is deemed to be an appropriate person to enhance the Group's corporate value.			
7	Yasuhiko Abe (March 10, 1977)	Sept. 2008 Sept. 2008 Apr. 2016 June 2021 (Significant concurrent positions outside the Company) Representative of ABE LAW OFFICE	- shares
		Registered as an attorney at law (Tokyo Bar Association) Tokyo Green Law Office Representative of ABE LAW OFFICE (current position) Outside Director of the Company (current position)	
Reasons for nomination as candidate for outside Director and overview of expected roles Yasuhiko Abe is familiar with corporate legal affairs and the industry as an attorney at law, and he is expected to contribute to strengthening the Company's compliance by providing suggestions and advice from an independent standpoint. Therefore, the Company continues to nominate him as a candidate for outside Director. Yasuhiko Abe has never been involved in the management of a company, except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of shares owned
8	Ikuo Shimizu (May 4, 1954)	<p>Apr. 1978 Joined Ministry of Construction (currently Ministry of Land, Infrastructure, Transport and Tourism)</p> <p>July 2008 Deputy Director General, Kinki Regional Development Bureau, Ministry of Land, Infrastructure, Transport and Tourism</p> <p>Apr. 2011 Managing Director of Real Estate Transaction Improvement Organization</p> <p>June 2015 Senior Managing Director of Japan Association of Home Suppliers</p> <p>June 2022 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Chairman of Japan Compensation Consultant Association</p>	- shares
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Ikuo Shimizu has gained abundant experience and extensive insight into the real estate and construction industries, in which the Group operate, through his various positions at government agencies, and he provides useful advice and suggestions regarding the execution of the Company's operations from an objective and neutral standpoint and from a professional perspective based on his knowledge. The Company expects him to play an appropriate role in supervising the execution of the Company's business operations, etc. Therefore, the Company continues to nominate him as a candidate for outside Director. Ikuo Shimizu has never been involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons.</p>			
9	* Hiroko Saito (September 29, 1960)	<p>Apr. 1983 Joined Towa Real Estate Co., Ltd. (currently Mitsubishi Estate Residence Co., Ltd.)</p> <p>Apr. 2004 Professor, Department of Real Estate Sciences of Meikai University</p> <p>Apr. 2015 Professor, Faculty of Global, Regional, and Urban Studies, International College of Arts and Sciences of Yokohama City University</p> <p>Apr. 2019 Professor, School of International Liberal Arts of Yokohama City University (current position)</p> <p>(Significant concurrent positions outside the Company) Professor, School of International Liberal Arts of Yokohama City University</p>	- shares
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Hiroko Saito has extensive knowledge and abundant insight as an expert on housing and real estate accumulated through research activities over many years. The Company believes that this knowledge and insight will be reflected in the Board of Directors of the Company and that she will play a sufficient role as outside Director in making decisions on important matters pertaining to the Company's management and supervising the execution of business. Therefore, the Company proposes her election as outside Director. Hiroko Saito has never been involved in the management of a company. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. New candidates for Director are indicated by an asterisk (*).
 3. Yasuhiko Abe, Ikuo Shimizu and Hiroko Saito are candidates for outside Director. The Company has submitted notifications to the Tokyo Stock Exchange that Yasuhiko Abe and Ikuo Shimizu have been designated as independent officers as provided for by the aforementioned exchange. The Company plans to submit a notification to the aforementioned exchange that Hiroko Saito has been designated as an independent officer.
 4. At the conclusion of this meeting, Yasuhiko Abe's tenure as outside Director of the Company will have been three years.
 5. At the conclusion of this meeting, Ikuo Shimizu's tenure as outside Director of the Company will have been two years.
 6. If Yasuhiko Abe, Ikuo Shimizu and Hiroko Saito are elected, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to continue to enter into an agreement with Yasuhiko Abe and Ikuo Shimizu to limit their liability for damages under Article 423, paragraph (1) of the Companies Act, and to enter into same agreement with Hiroko Saito. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum amount provided for under Article 425, paragraph (1) of the Companies Act.
 7. Pursuant to Article 430-3, paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. Under the policy, all of the Directors are included as the insureds. The policy covers losses incurred in cases where an insured is liable for damages arising from their performance of duties

(unless a coverage exclusion in the insurance policy is applied). If each candidate is elected and assumes office as Director, they will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 3 Election of One Audit & Supervisory Board Member

Mr. Kiyotaka Yoshizumi will resign from his position as Audit & Supervisory Board Member at the conclusion of this General Meeting of Shareholders, and the Company proposes the election of one (1) Audit & Supervisory Board Member to fill his vacancy. The term of office of the incoming Audit & Supervisory Board Member will expire when the original term of the resigning Audit & Supervisory Board Member expires in accordance with the Company's Articles of Incorporation.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of shares owned
Shigeru Hojo (March 30, 1959)	Mar. 1988 Joined the Company Oct. 2005 General Manager of Secretarial Office Oct. 2011 Executive Officer and General Manager of Secretarial Office June 2015 Executive Officer, General Manager of Audit Office and General Manager of Compliance Office Jan. 2020 Director, Executive Officer, General Manager of Audit Office and General Manager of Compliance Office of NISSHIN REAL ESTATE Co., Ltd. Aug. 2022 General Manager of General Affairs Department, General Manager of Audit Office and General Manager of Compliance Office of NISSHIN REAL ESTATE Co., Ltd. Apr. 2024 General Manager of Audit Office and General Manager of Compliance Office of NISSHIN REAL ESTATE Co., Ltd. (current position)	47,460 shares
Reasons for nomination as candidate for Audit & Supervisory Board Member Shigeru Hojo has long been engaged in internal audits and internal control-related work as the General Manager of the Audit Office of the Company and its subsidiaries, and has contributed to the strengthening of the governance system of the entire Group. The Company nominates him as a candidate for corporate auditor because it believes that this abundant experience and knowledge will enable him to appropriately perform his duties as an Audit & Supervisory Board Member of the Group.		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Shigeru Hojo is a new candidate for Audit & Supervisory Board Member.
 3. Pursuant to Article 430-3, paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. Under the policy, all of the Audit & Supervisory Board Members are included as the insureds. The policy covers losses incurred in cases where an insured is liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). If Shigeru Hojo is elected and assumes office as Audit & Supervisory Board Member, he will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Reference:

Expertise and experience expected of Directors and Audit & Supervisory Board Members (skills matrix)

If Proposal No. 2 and No. 3 are approved as proposed at this General Meeting of Shareholders, the composition of the directors and auditors and the skill matrix specifically expected of each of them are as follows. Please note that it does not represent all of the knowledge and experience that each of them possesses.

Name	Position in the Company (planned)	Areas particularly anticipated from Directors and Audit & Supervisory Board Members						
		Corporate management	Real estate construction	Innovation	Finance and accounting	Legal risk management	Personnel and labor	ESG Sustainability
Takashi Kamiyama	Representative Director and President	•	•	•				•
Hideki Kuroiwa	Representative Director and Senior Managing Director	•	•		•			•
Takashi Sakairi	Director	•	•	•			•	
Katsumi Shimada	Director	•	•	•			•	
Takeshi Hioki	Director	•	•			•		•
Jiro Taguchi	Director	•	•	•				•
Yasuhiko Abe	Outside Director					•	•	•
Ikuo Shimizu	Outside Director		•	•				•
Hiroko Saito	Outside Director		•	•				•
Shigeru Hojo	Standing Audit & Supervisory Board Member					•	•	
Tetsuya Kojima	Outside Audit & Supervisory Board Member				•	•		
Hirosuke Yoshino	Outside Audit & Supervisory Board Member				•	•		
Atsuko Ohata	Outside Audit & Supervisory Board Member					•	•	