

This document has been translated from the Japanese original for the convenience of non-Japanese shareholders. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.

Securities code:7148

November 29, 2024

(Commencement date of measures for electronic provision: November 19, 2024)

To Shareholders

2-7-2, Marunouchi, Chiyoda-ku, Tokyo

Financial Partners Group Co., Ltd.

CEO & Founder Hisanaga Tanimura

Notice of the 23rd Ordinary General Meeting of Shareholders

We would like to express our deepest gratitude for your continued support.

This is to inform you that the 23rd Ordinary General Meeting of Shareholders will be held as detailed below.

In convening this General Meeting of Shareholders, we have taken measures for electronic provision of information that constitutes the content of the Reference Materials for the General Meeting of Shareholders and other documents (the items subject to measures for electronic provision) and have posted this information on the Company's website. Please access the website below to check this information.

The items subject to measures for electronic provision are also available on the Website for Informational Materials for the General Meeting of Shareholders and the Tokyo Stock Exchange (TSE) website in addition to the Company's website.

The Company's website:

<https://www.fpg.jp/en/ir/meeting.html>

Website for Informational Materials for the General Meeting of Shareholders: (Japanese only)

<https://d.sokai.jp/7148/teiji/>

Tokyo Stock Exchange (TSE) website:

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

*Access the TSE website (Listed Company Search) via the internet address shown above, enter "FPG" in the "Issue name (company name)" field or our securities code "7148" in the "Code" field, and click "Search" to find search results. Then, click on "Basic information" and select "Documents for public inspection/PR information" to find "[Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting]" in the "Filed information available for public inspection" section.

If you are unable to attend on the day of the meeting, you can exercise your voting rights by either of the methods described in "Guidance on exercising voting rights" on page 5. Please consider the information in the Reference Materials for the General Meeting of Shareholders before exercising your voting rights.

This General Meeting of Shareholders will be broadcast live on the shareholders-only website listed on page 4 so that shareholders who do not attend in person can view the meeting online. In addition, we will accept questions from shareholders in advance through this website and plan to explain matters that are of particular interest to shareholders on the day of the meeting.

Sincerely yours,

Meeting Details

1. Date and Time: Friday, December 20, 2024, at 10:00 a.m. (Reception scheduled to open at 9:15 a.m.)

2. Place: JP TOWER Hall & Conference (KITTE 4F)
2-7-2 Marunouchi, Chiyoda-ku, Tokyo

3. Meeting Agenda:

Items to be reported

1. The Business Report and the Consolidated Financial Statements for the 23rd Term (from October 1, 2023 to September 30, 2024), and the Audit Reports of the Accounting Auditor and the Audit & Supervisory Committee on the Consolidated Financial Statements
2. Report on the Non-Consolidated Financial Statements for the 23rd Term (from October 1, 2023 to September 30, 2024)

Items to be resolved

Proposal 1: Dividends

Proposal 2: Partial Amendment to the Articles of Incorporation

Proposal 3: Election of One (1) Audit & Supervisory Board Member

Proposal 4: Amendment of Remuneration Amount for Outside Directors

- END-

Please kindly note that souvenirs for shareholders attending the meeting will not be offered. Thank you for your understanding.

[Notification]

◎Voting by proxy is possible only when delegated to a shareholder of the Company with voting rights pursuant to the Article 17 of Incorporation, and the proxy must be a single shareholder. In such cases, please submit to the Company a document proving the proxy's capacity to act.

It is necessary to submit (B) one of the following documents in addition to (A) a power of attorney with the name and stamp of the delegator as proof of proxy.

(1) Voting Form sent from the Company to a delegator

(2) A certificate of a seal impression of a delegator

(The power of attorney is required to be stamped with a stamp of a certificate of a seal impression of a delegator)

(3) A delegator's driver's license, various health insurance cards, etc.

A copy of official certificates that can confirm the name and the address of a delegator.

◎Among the items subject to electronic provision measures, the following items will not be included in the written documents delivered to shareholders who have requested such documents by the record date, in accordance with the provisions of laws and regulations and Article 18, Paragraph 2 of the Articles of Incorporation of the Company. In addition, the Audit & Supervisory Board Members and the accounting auditors are auditing the documents subject to audit, which include the following items.

(1) The following items in The Business Report

- Information on the Stock Acquisition Rights, etc.
- Matters concerning Accounting Auditor
- Among Matters concerning Directors, Content of Limited Liability Agreement with Directors, Content of Directors' Liability Insurance Agreement
- Structures and Other Measures to Ensure the Adequacy of Business Operations and Operations of the Internal Control System

(2) Matters concerning Non-Consolidated Financial Statements

- Notes to the Non-consolidated Financial Statements, Non-Consolidated Statements of Change in Equity

(3) Matters concerning Consolidated Financial Statements

- Note to the Consolidated Financial Statements, Consolidated Statements of Change in Equity

◎If there are any amendments to the items subject to measures for electronic provision, we will post them online via the Company's website, Website for Informational Materials for the General Meeting of Shareholders and the Tokyo Stock Exchange (TSE) website.

The Company's website:

<https://www.fpg.jp/en/ir/meeting.html>

Website for Informational Materials for the General Meeting of Shareholders: (Japanese only)

<https://d.sokai.jp/7148/teiji/>

Tokyo Stock Exchange (TSE) website:

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

Information regarding Live Streaming via the Internet and Acceptance of Prior Questions

We plan to stream this General Meeting of Shareholders live on our website. We will also accept prior questions regarding the objectives of the General Meeting of Shareholders via the website.

[How to Watch the Live Stream]

Please enter the ID and password provided in (2) below on the shareholders-only website (3).

(1) Live from: 10:00 am on Friday, December 20, 2024

(2) ID: Shareholder number (9-digit number on the voting rights exercise form)

 Password: Zip code (7-digit number of the postal code of the shareholder's address)

(3) The Shareholders-only website: <https://7148.ksoukai.jp>

[Acceptance of Prior Questions]

Acceptance period: December 1, 2024 (Sunday) 9:00 am to December 15, 2024 (Sunday) 6:00 pm

(1) After accessing the above shareholders-only website, enter the above ID and password, then press the "Ask a pre-question" button.

(2) Fill the required fields and press the "Apply" button.

[Notes on Live Stream and Acceptance of Prior Questions]

- The live stream of the General Meeting of Shareholders is intended to provide information to shareholders who refrain from attending in person. Please be aware that you will not be able to vote or ask questions via the live stream. We kindly ask that you exercise your voting rights in advance.
- Access to the live stream and prior question submissions will be limited to shareholders themselves.
- Providing IDs and passwords to third parties is strictly prohibited.
- Please refrain from recording the live video and audio.
- You may not be able to watch the live stream depending on your Internet connection and the connectivity of your PC, smartphone or tablet device.
- Shareholders are responsible for any costs incurred in order to connect to the stream.
- We will take care not to show the appearance of attending shareholders during the stream, but there may be moments where this is unavoidable. Please also note that comments from shareholders present at the venue will be audible on the stream.
- The stream may be interrupted or canceled due to unavoidable circumstances such as internet connection issues or equipment failure.
- Among the questions received in advance, we plan to respond to those that are of particular interest to our shareholders at the General Meeting of Shareholders.

[Inquiries About the Live Stream]

- Contact: Sumitomo Mitsui Trust Bank, Limited
- Period: November 29, 2024 (Friday) until the day of the General Meeting of Shareholders (excluding weekends)
- Hours: 9:00 am to 5:00 pm (or until the end of the General Meeting of Shareholders on the day itself)
- Telephone: 0120-782-041

[Guidance on exercising voting rights]

◎Methods of Exercising Voting Rights

Voting rights at the General Meeting of Shareholders are an important right for all shareholders. Please review the Reference Materials for the General Meeting of Shareholders before exercising your voting rights. There are three methods to exercise your voting rights:

[Exercising voting rights by attending the General Meeting of Shareholders]

Please indicate your approval or disapproval of the proposals on the voting rights exercise form and submit your voting rights exercise form at the reception desk at the venue.

[Exercising voting rights in writing (postal mail)]

Please indicate your approval or disapproval of the proposals on the voting rights exercise form and return it by postal mail to reach us no later than 5:45 p.m. on Thursday, December 19, 2024.

[Exercising voting rights via the Internet]

If you use the Company's designated website, please access <https://www.web54.net>, and enter the "voting rights exercise code" and "password" stated on the voting rights exercise form, and register your approval or disapproval of the proposal no later than 5:45 p.m. on Thursday, December 19, 2024, in accordance with the guidance on the display.

Please also note that when voting via smartphone by scanning the QR code on the voting rights exercise form, you will not be required to enter a code or password first. However, if you would like to change your vote after exercising your voting rights, you will need to scan the QR code again and enter the code and password displayed on the voting rights exercise form.

* "QR code" is a registered trademark of DENSO WAVE CORPORATION.

◎Handling of cases where no vote is cast for or against a proposal

Please note that if neither approval nor disapproval of each proposal is indicated, we will deem that you have indicated your approval for the proposal.

◎Handling of Duplicate Voting

If you vote both in writing and via the Internet, only your vote placed via the Internet will be valid. In addition, if you vote multiple times by the same method, only the last vote will be valid.

To Institutional Investors:

Institutional investors may exercise voting rights for this general meeting of shareholders via the Internet by using the electronic platform for exercising voting rights operated by ICJ, Inc.

The Reference Materials for the General Meeting of Shareholders

Proposal 1: Dividends

We propose to distribute dividends as follows.

Matters related to year-end dividends:

The basic policy concerning shareholders' return is to provide continuous and stable dividends to shareholders while securing the internal reserves necessary for sustainable growth and increased corporate value, and we have set the dividend payout ratio of 50% for the full year as our target.

Under this policy, we have decided to pay an ordinary dividend of 81.55 yen per share for the current fiscal year's year-end dividend. In order to provide more opportunities for returning profits to shareholders, we have decided to pay dividends from surpluses twice a year—an interim dividend and a final dividend—starting from this fiscal year. As we have paid an interim dividend of 38.75 yen, the annual dividend for this fiscal year will be 120.30 yen per share.

(1) Type of assets to be distributed

Cash

(2) Dividend allocated to shareholders and their aggregate amount

81.55 yen per share of common stock of the Company

Total amount of dividends: 6,894,352,068 yen

(3) Effective date of distribution of dividends of surplus

December 23, 2024

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reason for the amendments

Additional operational objectives to be added to Article 2 of the current Articles of Incorporation, in order to accommodate for future business expansion.

2. Details of the amendments

The details of the amendments are as follows:

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
ARTICLE1 <Omitted>	ARTICLE1 <Unchanged>
ARTICLE 2 (PURPOSES) The business purposes of the Company are to engage in the following businesses: (i) Financial planning business; (ii) Consulting business in relation to asset management; (iii) Management consulting business; (iv) Intermediary and soliciting of guidance regarding merger and association of companies, goodwill and transfer of securities; (v) Consulting on business development, sales promotion, etc. of companies;	ARTICLE 2 (PURPOSES) The business purposes of the Company are to engage in the following businesses: (i) Financial planning business; (ii) Consulting business in relation to asset management; (iii) Management consulting business; (iv) Intermediary and soliciting of guidance regarding merger and association of companies, goodwill and transfer of securities; (v) Consulting on business development, sales promotion, etc. of companies;

Current Articles of Incorporation	Proposed Amendments
(vi) General leasing business; (vii) Type II financial instruments business, investment advisory and agency business, investment management business and financial instruments intermediary service provided in the Financial Instruments and Exchange Act; (viii) Lending money, intermediary of lending and borrowing of money and credit accommodation such as guarantee and assumption of obligations, etc; (ix) Banking agency business; (x) Trust agency business; (xi) Business regarding insurance broker; (xii) Non-life insurance agency business, and business regarding life insurance solicitation; (xiii) Buying and selling, acquisition, holding and transfer of securities, monetary claims and other financial assets; (xiv) Investment business and structuring, asset management and administration of investment partnership; (xv) Sale and purchase, sale intermediary of vessel, aircraft, parts appliance, equipment and other related assets; (xvi) Vessel leasing intermediary service; (xvii) Sale and purchase, lease intermediary, ownership, management, use and development of real property and consulting regarding real property; (xviii) Business under Real Property Specified Joint Business Law; (xix) Business regarding trust to be conducted in the manner as provided in the Trust Law; (xx) Issuance, sale and management of prepaid payment methods based on the Act on Electronic Money, Cryptocurrency Assets and Other Electronic Value Information and Fund Settlement, Provision of Electronic Payment System and Fund Transfer; (xxi) Payroll calculation and Payroll transfer office work; (xxii) Provision of online services and platform businesses via the Internet; (xxiii) The sale and brokerage of used goods; (xxiv) The development and sale of computers and accessory devices; (xxv) The development and sale of computer software and provision of services; (xxvi) Planning, production and advertising agency business	(vi) General leasing business; (vii) Type II financial instruments business, investment advisory and agency business, investment management business and financial instruments intermediary service provided in the Financial Instruments and Exchange Act; (viii) Lending money, intermediary of lending and borrowing of money and credit accommodation such as guarantee and assumption of obligations, etc; (ix) Banking agency business; (x) Trust agency business; (xi) Business regarding insurance broker; (xii) Non-life insurance agency business, and business regarding life insurance solicitation; (xiii) Buying and selling, acquisition, holding and transfer of securities, monetary claims and other financial assets; (xiv) Investment business and structuring, asset management and administration of investment partnership; (xv) Sale and purchase, sale intermediary of vessel, aircraft, parts appliance, equipment and other related assets; (xvi) Vessel leasing intermediary service; (xvii) Sale and purchase, lease intermediary, ownership, management, use and development of real property and consulting regarding real property; (xviii) Business under Real Property Specified Joint Business Law; (xix) Business regarding trust to be conducted in the manner as provided in the Trust Law; (xx) Issuance, sale and management of prepaid payment methods based on the Act on Electronic Money, Cryptocurrency Assets and Other Electronic Value Information and Fund Settlement, Provision of Electronic Payment System and Fund Transfer; (xxi) Payroll calculation and Payroll transfer office work; (xxii) Provision of online services and platform businesses via the Internet; (xxiii) The sale and brokerage of used goods; (xxiv) The development and sale of computers and accessory devices; (xxv) The development and sale of computer software and provision of services; (xxvi) Planning, production and advertising agency business

Current Articles of Incorporation	Proposed Amendments
related to advertising, publicity and sales promotion; (xxvii) Business concerning power generation involving renewable energy, etc. and its operation and management as well as supply, sale, etc. of electricity (xxviii) Charged employment placement businesses (xxix) Worker dispatch business (xxx) Air transport agency business <Newly established> (xxxi) All business incidental or related to the Foregoing. ARTICLE 3 - ARTICLE 43 <Omitted>	related to advertising, publicity and sales promotion; (xxvii) Business concerning power generation involving renewable energy, etc. and its operation and management as well as supply, sale, etc. of electricity (xxviii) Charged employment placement businesses (xxix) Worker dispatch business (xxx) Air transport agency business (xxxi) <u>Travel business</u> (xxxii) All business incidental or related to the Foregoing. ARTICLE 3 - ARTICLE 43 <Unchanged>

Proposal 3: Election of One (1) Audit & Supervisory Board Member

Audit & Supervisory Board Member Mr. Hitoshi Tsunemine will retire due to resignation at the conclusion of the 23rd Ordinary General Meeting of Shareholders. Therefore, we would like to request the appointment of a new Audit & Supervisory Board Member. This appointment will not be a replacement for the resigned member, and her term will extend until the conclusion of the Ordinary General Meeting of Shareholders held for the last fiscal year ending within four years from the date of appointment.

This Proposal has obtained the consent of the Audit & Supervisory Board.

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

Name (Date of birth)	Career summary, position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Ryoko Sasamori (February 9, 1962) <u>Newly elected</u> <u>Outside</u> <u>Independent</u>	Apr. 1984 Joined Mitsukoshi, Limited (currently Isetan Mitsukoshi Ltd.) Feb. 2007 General Manager, Store Development Division Specialty Store Department, Mitsukoshi, Limited (currently Isetan Mitsukoshi Ltd.) Apr. 2009 General Manager, Planning Division Specialty Store Department, General Affairs Division, Mitsukoshi, Limited (currently Isetan Mitsukoshi Ltd.) Apr. 2011 Store Manager, Ebisu Store, Isetan Mitsukoshi Ltd. Apr. 2013 Division Manager, Isetan Fuchu store, Isetan Mitsukoshi Ltd. Apr. 2015 Division Manager, Home Furnishings & Housewares Division Mitsukoshi Nihonbashi Main Store, Isetan Mitsukoshi Ltd. Apr. 2016 Operating Officer, General Manager in charge of Home Furnishings & Housewares, MD Administration Department, Department Store Business Planning & Operation Headquarters, Isetan Mitsukoshi Ltd. Apr. 2017 Operating Officer, General Manager in charge of Home Furnishings & Housewares, MD Administration Department, Department Store Business Headquarters, Isetan Mitsukoshi Ltd. Apr. 2018 Senior Manager assistant to Domestic Subsidiaries • Real Estate Department, Isetan Mitsukoshi Ltd.	-

	Commercial Facilities Department, Isetan Mitsukoshi Property Design Co., Ltd. Apr. 2019 Senior Manager, Isetan Mitsukoshi Holdings Ltd. President and CEO, MI TOMONOKAI Co., Ltd. Apr. 2021 Senior Manager, Board of Directors Office Audit Committee Management Division, Isetan Mitsukoshi Holdings Ltd. Non-permanent Auditor, Isetan Mitsukoshi Property Design Co., Ltd. Non-permanent Auditor, Isetan Mitsukoshi Human Solutions Company Limited Non-permanent Auditor, Isetan Mitsukoshi Business Support Ltd. Non-permanent Auditor, IMGS Co., Ltd. Non-permanent Auditor, Isetan Mitsukoshi Innovations Ltd. Non-permanent Auditor, Isetan Mitsukoshi Transit Co., Ltd. Non-permanent Auditor, Fratelli Paradiso Japan Co., Ltd. Non-permanent Auditor, Long Rain Japan Co., Ltd. Apr. 2022 Non-permanent Auditor, ISETAN KAIKAN Ltd. Apr. 2023 Non-permanent Auditor, Shizuoka Isetan Ltd. Sep. 2024 Advisor, Financial Partners Group Co., Ltd. (Current Position) (Significant concurrent positions outside the Company) None	
Reason for proposing as candidate for Outside Audit & Supervisory Board Member	Ms. Ryoko Sasamori has worked for many years at a major Japanese department store, holding key positions in the department responsible for commercial real estate as a new business and in the sales headquarters overseeing department store operations and product management. She was later appointed as an executive officer of the sales headquarters. In addition to serving as the president of a group company of the department store, she has extensive knowledge in auditing, having served as an auditor for numerous group companies of the department store. We deem her capable of utilizing this experience and knowledge to audit the Company from a position independent of Company management while making fair and appropriate proposals regarding the audit of corporate auditors, and therefore propose to newly elect her as an Outside Audit & Supervisory Board Member.	

Notes:

1. The candidate has been put forward for the New Audit & Supervisory Board Member role.
2. There are no conflicts of interest between the candidate and the Company.
3. The candidate has been put forward for the Outside Audit & Supervisory Board Member role.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, the Company intends to conclude the contract with the candidate to limit her liability for damages as provided in Article 423, Paragraph 1 of this Act if her election is approved. Under this contract, his liability is limited to the amount set forth in laws and regulations.
5. We have concluded a liability insurance policy with an insurance company whereby the Company's Directors, Audit & Supervisory Board Members, etc. are named as the insured persons, as stipulated in Article 430-3, Paragraph 1 of the Companies Act (Japan). The insurance policy covers the damages and legal expenses incurred by the insured, and the candidate who is appointed as an Audit & Supervisory Board Members will be included as an insured person under the insurance policy. The insurance policy is scheduled to be renewed with the same content in September 2025.
6. As the candidate meets the requirements for independent officer stipulated by Tokyo Stock Exchange, Inc., the Company intends

to submit her as independent officer to Tokyo Stock Exchange, Inc. if her election is approved.

Proposal 4: Amendment of Remuneration Amount for Outside Directors

The remuneration amount of directors has been maintained within 500 million yen annually (including within 50 million yen annually for outside directors) since it was approved at the 17th Ordinary General Meeting of Shareholders held on December 21, 2018.

The current number of directors is seven, of which five are outside directors. Last year, we increased the number of outside directors by two. In order to actively secure outside directors to strengthen the supervisory function of the board of directors and corporate governance going forward, we would like to abolish the annual limit of 50 million yen for outside directors' compensation, which is currently within the annual limit of 500 million yen for directors' compensation, while keeping the total amount unchanged.

We believe that this proposal is appropriate, as it aligns with the policies regarding the Determination of Directors' Remuneration, as stated in the Business Report.

Additionally, as before, the remuneration amount for directors does not include the salary of directors concurrently serving as employees.

There will be no change in the number of directors following the conclusion of this Ordinary General Meeting of Shareholders.

(Reference: Skill Matrix of Directors and Audit & Supervisory Board Members)

			Corporate management	Sales/Marketing	Finance	Accounting/Tax Affairs	Innovation	Human resources	Legal/Compliance	Global	Sustainability/SDGs
Hisanaga Tanimura	Male	CEO	●	●	●	●	●		●	●	●
Tadashi Ishiguro	Male	Director	●	●	●	●		●	●	●	●
Keiko Ohara	Female	Director (Outside)						●	●	●	●
Eiji Sakomoto	Male	Director (Outside)	●	●	●	●					●
Yutaka Tajima	Male	Director (Outside)	●	●	●				●	●	●
Elizabeth Masamune	Female	Director (Outside)	●	●			●	●		●	●
Hanako Muto	Female	Director (Outside)	●	●	●			●		●	●
Hideyuki Kawashima	Male	Audit & Supervisory Board Member (Outside)	●	●	●	●			●	●	
Kazuhide Yamauchi	Male	Audit & Supervisory Board Member Auditor (Outside)	●	●	●				●	●	
Ryoko Sasamori	Female	Audit & Supervisory Board Member Auditor (Outside)	●	●			●	●	●		

Note:

The above list does not represent all the knowledge and experience of each Director and each Audit & Supervisory Board Member (including the candidate).