[Translation]

May 14, 2024

For Immediate Release

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Notice Regarding Items of Business to Be Resolved at Ordinary General Meeting of Shareholders and Opinion of Company's Board of Directors on Shareholder Proposal

TBS HOLDINGS, INC. (the "Company") hereby announces that the Company received from its shareholder HIBIKI PATH VALUE FUND (the "Proposing Shareholder") a document making a shareholder proposal (the "Shareholder Proposal") as a matter for resolution at the 97th Ordinary General Meeting of Shareholders to be held on June 27, 2024 (the "General Meeting of Shareholders"), and the Company, at its Board of Directors' meeting held today, decided its proposals (First to Fifth Items of Business) to the General Meeting of Shareholders and its opinion on the Shareholder Proposal, as below.

1. Items of Business to Be Proposed at the General Meeting of Shareholders

<The Company's proposals>

First Item of Business:	Appropriation of Surplus
Second Item of Business:	Reduction in the Amount of Legal Capital Surplus
Third Item of Business:	Partial Amendment to the Articles of Incorporation
Fourth Item of Business:	Election of Ten (10) Directors
Fifth Item of Business:	Election of Five (5) Corporate Auditors

<The Shareholder Proposal>

Sixth Item of Business:	Appropriation of Surplus

* For details of the Company's proposals, please see "Consolidated Financial Results (Japanese Accounting Standards) for Fiscal Year Ended March 31, 2024," "Notice Regarding Reduction in Amount of Legal Capital Surplus," "Notice Regarding Partial Amendment to Articles of Incorporation," and "Notice Regarding Changes of Representative Director and Officers" published today.

* For an outline of the item of business pertaining to the Shareholder Proposal and the reasons for the proposal, the relevant statements in the Shareholder Proposal are quoted in the Exhibit as they appear in the original. Please note that the item of business pertaining to the Shareholder Proposal quoted in the Exhibit is numbered as the Sixth Item of Business of the

General Meeting of Shareholders since the First to Fifth Items of Business thereof are the Company's proposals.

2. Opinion of the Company's Board of Directors on the Shareholder Proposal

Sixth Item of Business: Appropriation of Surplus

(1) Opinion of the Company's Board of Directors

The Board of Directors is against this proposal.

(2) Reasons for opposition

The Company announced the "TBS Group Medium-Term Management Plan 2026" ("Medium-Term Management Plan 2026") today.

Medium-Term Management Plan 2026 corresponds to Phase 2 of the Company group's long-term management vision, "TBS Group VISION 2030" ("VISION 2030"), announced in May 2021, and presents the growth strategy for the TBS Group to evolve from a media group to a content group and the financial strategy to achieve it.

Medium-Term Management Plan 2026 has been deliberated over a long period of time by inside and outside directors who have various skill sets. In particular, with respect to the financial strategy, Medium-Term Management Plan 2026 manifests that while fulfilling the Company's social mission as a key news media outlet, expected to perform the function of a social lifeline, the Company will propel measures both (i) to achieve sustainable growth as a company and enhance its corporate value in the medium to long term by continuing to actively make investments that advance the Company's growth strategies or its growth investments and (ii) to further increase the return of profits to its shareholders.

Regarding the return of profits to shareholders, the Company has steadily expanded its returns based on a diligent study and analysis, taking into account changes in the capital market. As a result, while the former medium-term management plan ("Medium-Term Management Plan 2023") initially planned a return of profits to shareholders in a total amount of 25 billion yen (in the Updated Medium-Term Management Plan 2023 published in May 2022) by way of a dividend through appropriation of surplus and acquisition of treasury shares (based on the assumption that a year-end dividend for the fiscal year ended March 31, 2024 is approved at the General Meeting of Shareholders, as stated in the Company's proposal "First Item of Business: Appropriation of Surplus"), the actual value will be expanded greatly to a total amount of 44 billion yen. Moreover, while Medium-Term Management Plan 2023 aimed for a 30% dividend payout ratio on a consolidated basis, Medium-Term Management Plan 2026 intends to increase it to approximately 40%, in which the Company plans to conduct a return of profits to its shareholders in a total amount of 60 billion yen by flexibly acquiring treasury shares with the total payout ratio in mind.

At the same time, in order for the Company group to continue to grow sustainably, it is essential to expand its business portfolio. During Medium-Term Management Plan 2023, the Company made a total of 145.1 billion yen in growth investments (planned value: 140 billion yen) to actively promote its EDGE strategy set in VISION 2030, including having made YARUKI Switch Group Holdings its consolidated subsidiary and U-NEXT Co., Ltd. its equity-method affiliate. During Medium-Term Management Plan 2026, the Company plans to continue to make a total of 160 billion yen in growth investments.

As stated above, for purposes of achieving a return of profit to shareholders and securing financial sources of capital for growth investments, as well as compliance with the Corporate

Governance Code and balance sheet improvement, the Company has steadily carried out sales of cross-shareholdings, and during Medium-Term Management Plan 2023, the Company sold 81.4 billion yen of cross-shareholdings, which far exceeds the planned value of 60 billion yen. During Medium-Term Management Plan 2026, the Company plans to expand the size further and sell a total amount of 90 billion yen or more of cross-shareholdings.

The Company believes that its corporate value in the medium to long term can be enhanced by, among others, realizing the growth and financial strategies set forth in Medium-Term Management Plan 2026 as well as the return of profit to shareholders as part of the strategies above.

For details of Medium-Term Management Plan 2026, including the financial strategy set forth therein, please see the following document disclosed on the Company's website:
https://www.tbsholdings.co.jp/about/pdf/plan_2026.pdf

On the other hand, the Shareholder Proposal requests an annual dividend of 360 yen per share. If this proposal is adopted, the dividend payout ratio will reach approximately 155%. In addition, the Proposing Shareholder requests that the Company continue to provide a fixed dividend in the same amount for at least five years, or if possible, for ten years. If this excessive level of appropriation of surplus is provided for five years, the total amount thereof will be approximately 300 billion yen, and for ten years, 600 billion yen. An appropriation of surplus on such scale is highly likely to have a significant impact on both the stable management of the Company group, as a key news media outlet, and its financial foundation necessary for sustainable growth, including the total of 160 billion yen in growth investments expected to be made during Medium-Term Management Plan 2026. Accordingly, the Company has to conclude that the Shareholder Proposal does not take into account enhancement of the Company's corporate value in the medium to long term.

Furthermore, the Shareholder Proposal designates the date of the General Meeting of Shareholders as the effective date of the appropriation of surplus; however, it would be practically impossible to correctly and smoothly distribute dividends to shareholders if we were to adopt such effective date, in light of which, the Company also considers the Shareholder Proposal to be inappropriate.

For the reasons above, the Company's Board of Directors opposes the Shareholder Proposal as it conflicts with the Company's policy in which the Company will achieve its medium- to long-term growth and stably and continuously return profits to its shareholders through steady implementation of the growth and financial strategies set forth in Medium-Term Management Plan 2026 in pursuit of the achievement of VISION 2030.

End

Note: This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Exhibit)

Agenda: Appropriation of surplus

Details of Shareholder Proposal

Appropriation of surplus of the company shall be as follows:

If the company's board of directors proposes an appropriation of surplus at the 97thAnnual General Meeting of Shareholders, this proposal shall be independent of and in addition to the said board proposal.

(1) Type of dividend property

Cash

(2) The dividend amount per ordinary share

360 yen, less the amount of dividends per share of common stock based on the proposal for the appropriation of surplus proposed by the board of directors of the company that was approved at the 97th Ordinary General Meeting of Shareholders and the amount of interim dividends per share of common stock of 22 yen for the fiscal year ended March31, 2024.

(3) Allocation of dividend property and total amount thereof

The amount of dividend per share of common stock of the Company shall be the amount of dividend per share as described in (2) above.
The total amount of dividends shall be calculated by multiplying the dividend per share by the total number of common shares outstanding (excluding treasury stock) as of March 31, 2024.

(4) Effective date of distribution of dividends of surplus

The day of the 97th Ordinary General Meeting of Shareholders of the Company

Reasons for the Proposal

At the end of last year, TBS Holdings held investment securities of 800 billion yen or more, accounting for no less than 80% of the company' total net assets. Hibiki Path Advisors, as the investment manager of the proposing shareholder, sent to the company and publicized a letter "Proposals on Measures to Enhance Corporate Value" (Letter-to-TBS_final-English-2.pdf (hibiki-path-advisors.com)) in May last year. As stated on pages 8-13 of the letter, while management strategy of the company is highly regarded, we believe that improvement in ROE and achieving a >1.0x PBR of the company can only be realized through a decisive Balance Sheet management, i.e., fixed amount dividend (exceeding the level of profit of the company) for certain consecutive years.

Our proposed dividend amount is approximately ten times as much as the average of amounts of the past three years. We consider that the company's financial soundness would not be deteriorated, through disciplined liquidation of investment securities.

If the proposed agenda is approved, we would request the company to keep the same amount fixed dividend for a minimum of 5 years, and ideally for 10 years, to strive for continuous improvement in ROE.