[Translation]

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Company Name: TBS HOLDINGS, INC.
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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 Monex Activist Mother Fund, with Monex Asset Management, Inc. as its investment trust management company and The Master Trust Bank of Japan, Ltd. as its trustee company, a document making a shareholder proposal (the "Shareholder Proposal") as a matter for resolution at the 98th Ordinary General Meeting of Shareholders to be held on June 27, 2025 (the "General Meeting of Shareholders"), and the Company, at its Board of Directors' meeting held today, decided its proposals (First to Seventh 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

<Company Proposals>

First Item of Business:	Appropriation of Surplus
Second Item of Business:	Partial Amendments to the Articles of Incorporation
Third Item of Business:	Election of Ten (10) Directors
Fourth Item of Business:	Determination of Amount and Content of Share-based Remuneration, etc. for Directors (Excluding Outside Directors)
Fifth Item of Business:	Determination of Remuneration for Granting Restricted Shares to Outside Directors
Sixth Item of Business:	Revision of the Amount of Remuneration for Audit & Supervisory Board Members
Seventh Item of Business:	Disposal of Treasury Shares Through Third-Party Allotment to Support the Activities of Akasaka Creative Foundation

<The Shareholder Proposals>

Eighth Item of Business:	Appropriation of Surplus
Ninth Item of Business:	Acquisition of Treasury Stock

* For details of the Company's proposals, please see "Summary of Consolidated Financial Results for the Fiscal Year Ended March 31, 2025," "Notice Regarding Partial Amendments to the Articles of Incorporation," "Notice Regarding Changes of Executive Personnel," "Notice Regarding Introduction of Share-based Remuneration System for Directors (RS Trust)," "Notice Regarding Introduction of Non-Performance-Linked Restricted Share-based Remuneration System for Outside Directors of the Company," "Notice Regarding Revision of the Amount of Remuneration for Audit & Supervisory Board Members," and "Notice of Establishment of Akasaka Creative Foundation and Disposal of Treasury Shares through Third-party Allotment" published today.
* For an outline of the items of business pertaining to the Shareholder Proposals and the reasons for the proposals, the relevant statements in the Shareholder Proposals are quoted in the Exhibit as they appear in the original.

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

(1) Board of Directors' Opinions

The Board of Directors is against the Shareholder Proposals (Eighth and Ninth Items of Business).

(2) Reasons for opposition

The Shareholder Proposals request that the Company provide shareholder returns until it achieves an ROE of 8% so that the sum of dividends and acquired treasury shares becomes 8% of shareholders' equity, and as a result, total shareholder returns are expected to reach the level of 74 billion yen on a FY2025 cash-out basis. As stated below, the Company is striving to enhance its corporate value and improve capital efficiency in a sustainable manner by steadily promoting the capital allocation announced in the "TBS Group Medium-Term Business Plan 2026" ("Medium-Term Business Plan 2026"). The Company believes that the Shareholder Proposal, which significantly exceeds the Company's current forecast, would prevent appropriate fund allocation for growth strategy investments and other initiatives, thereby damaging its long-term corporate value.

The Company would like to elaborate on the reasons for opposition below.

In May 2024, as the second phase of the Company group's long-term management vision, "TBS Group VISION 2030" ("VISION 2030"), the Company announced "Medium-Term Business Plan 2026." In "Medium-Term Business Plan 2026," the Company put forth its policy of both making the maximum effort to achieve sustainable growth and enhance its long-term corporate value through the steady promotion of its growth strategy, while fulfilling its social mission as a key news media outlet, expected to perform the function of a social lifeline, as well as implementing measures to make shareholder returns even more substantial through such growth.

In FY2024, the first year of "Medium-Term Business Plan 2026," the Company posted consolidated net sales of 406.7 billion yen and consolidated operating profit of 19.4 billion yen, exceeding sales and income by 6.7 billion yen and 2.9 billion yen, respectively, compared to the initial forecasts. For annual dividends, one of the shareholder returns, the Company plans to pay a dividend of 68 yen per share, 14 yen more than initially forecast 54 yen per share (provided that "First Item of Business: Appropriation of Surplus" is approved at the General Meeting of Shareholders as submitted by the Company for FY2024 year-end dividends).

This fiscal year, as the second year of "Medium-Term Business Plan 2026," the Company expects to post consolidated net sales of 425.0 billion yen and consolidated operating profit of 21.5 billion yen, and to pay a dividend of 70 yen per share.

In line with the growth strategy presented in the "FY2024 Consolidated Financial Results " disclosed today, the Company has announced several initiatives, such as making active investments worth 30.0 billion yen by establishing a new company to acquire and monetize content IP, for the purpose of "Accelerating EDGE through leveraging content IP" as stated in "Medium-Term Business Plan 2026," promoting joint productions such as dramas and related content with overseas producers and distribution platforms that meet global standards to steadily advance the Company's global strategy, while pushing forward with the "Edu Tainment" business, a new Inquiry-Based Learning platform that combines entertainment and education. Thus, as a content group, the Company is steadily carrying out specific initiatives to enhance its corporate value. However, as the growing demand for content IP has intensified competition for acquisitions and driven production costs upward, in order to further expand the Company's business portfolio on a global scale, it has become necessary to undertake growth strategy investments on an unprecedented scale and dimension.

Sincerely acknowledging the recent revisions to the Corporate Governance Code and the importance of our dialogue with the capital markets, the Company is constantly reviewing our management approach..As announced on April 24, the Company reduced the term of validity of "Policy on Responding to Takeover Proposals for Company Shares" from three years to one year. The Company continued to hold discussions at the Board of Directors and other meetings to revise the Policy so that the Company can swiftly respond if we determine at the appropriate time that this Policy is no longer necessary. In addition, in order to pay dividends to foreign nationals, etc. who are restricted from being registered in the shareholders' list under the Broadcasting Act, the Company has decided to propose "Second Item of Business: Partial Amendment to the Articles of Incorporation" at this General Meeting of Shareholders.

In light of the above, the Company is working to improve ROIC, which is an indicator used to manage with awareness of capital costs, and to enhance capital efficiency by steadily implementing a disciplined capital policy according to the capital allocation held up in "Medium-Term Business Plan 2026."

Under these circumstances, the Company currently forecasts that the total amount of cash-based dividend payments and share buybacks for FY2025 will be approximately 35.0 billion yen. Combined with the FY2024 actual amount of 16.9 billion yen, the Company is progressing at a pace exceeding the total shareholder return target of 60.0 billion yen over the three-year period set in its "Medium-Term Business Plan 2026," reflecting steady progress in its implementation.

The Company believes that achieving the growth and financial and other strategies announced in "Medium-Term Business Plan 2026" and delivering returns to its shareholders through these initiatives will contribute to the enhancement of its corporate value over the medium to longterm. Based on the current disclosureu information, these projected figures are being continually reviewed. The Company will consider further improvements in capital efficiency and returns to shareholders based on the achievement of "Medium-Term Business Plan 2026."

For details of "Medium-Term Business Plan 2026," including the Company's financial strategy, please refer to the materials listed below, which are published on the Company's website.

URL: https://www.tbsholdings.co.jp/en/about/pdf/plan_2026.pdf

For the reasons above, the Company's Board of Directors opposes the Shareholder Proposals as they conflict 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 Business 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.

(Attachment)

1. Proposed resolution: Appropriation of Surplus

(1) Details of Shareholder Proposal:

Surplus should be appropriated so that the total amount of annual dividends is equivalent to a payout ratio of 60% as follows:

If the Board of Directors submits a proposed resolution concerning the appropriation of surplus at the General Meeting of Shareholders, this proposed resolution will be additionally submitted independent of the Board of Directors' proposed resolution.

A. Type of dividend property

Cash

B. Amount of dividend per share

Amount obtained by deducting the amount of surplus to be paid as a dividend per common share in the Company as proposed by the Board of Directors and approved at the Regular General Meeting of Shareholders from the sum of 124 yen

If the amount obtained by multiplying the amount of net income per share for the 98th term by 0.6 and deducting 27 yen from the result obtained by discarding all digits after the decimal point (the "Amount Equivalent to Payout Ratio of 60%") differs from 124 yen, then the amount of 124 yen stated at the beginning of this sentence will be considered the Amount Equivalent to Payout Ratio of 60%.

C. Matters related to allocation of dividend property and its total

Amount of dividend per common share in the Company as quoted in Section (B) above (the total amount of dividends is obtained by multiplying the amount of dividend per share by the total number of common shares issued by the Company as of March 31, 2025 (excluding treasury stock))

D. Day when appropriation of surplus becomes effective

Date of the Regular General Meeting of Shareholders

E. Day when payment of dividends begins

At the end of three weeks, counted from the business day following the date of the Regular General Meeting of Shareholders

(2) Reason for proposal:

This proposal is intended not to press the Company for an asset sell-off or short-term excessive shareholder returns but to urge the Company to allocate its capital appropriately with the aim of continuously improving ROE.

The Company's ROE, which is calculated by excluding extraordinary profits and losses such as gains on sales of investment securities, has not exceeded 3% during the past five years, and during the term ended March 2025, is expected to fall below 2%.

It can be said that it is difficult to assess the Company as advancing reforms to realize "management that is conscious of cost of capital and stock price," as advocated by the Tokyo Stock Exchange.

Therefore, until it achieves an ROE of 8%, the Company should introduce a disciplined capital policy so that the formula (Dividend + Acquired treasury stock) / Shareholders' Equity ≥ 8%) applies. A payout ratio of at least 60% will be targeted.

We believe that while it is essential to improve the profitability of the media and content business, it will be difficult to achieve an ROE of 8% without introducing a disciplined capital policy.

2. Proposed resolution: Acquisition of Treasury Stock

(1) Essential points of proposed resolution:

In accordance with Article 156, Paragraph 1 of the Companies Act, the Company shall acquire 15 million of its common shares, worth up to 54.0 billion yen, within one year of conclusion of the Regular General Meeting of Shareholders by delivering cash to the sellers.

(2) Reason for proposal:

Together with the dividends mentioned above, this proposal includes the acquisition of treasury stock to achieve the formula: (Dividends + Acquired treasury stock) / Shareholders' Equity = 8%.

The Company's net assets exceed 1 trillion yen. If the value of its investment securities and owned real estate is taken into account, it is difficult to assume that offering shareholder returns worth tens of billions of yen would hinder investments in information content. We believe that doing so is expected to maximize the Company's corporate value in the medium to long term by improving capital efficiency.