

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

Securities code: 2590

March 25, 2021

To Our Shareholders,

Tomiya Takamatsu, President and Representative Director
DyDo GROUP HOLDINGS, INC.
2-2-7 Nakanoshima, Kita-ku, Osaka

Notice of Convocation of the 46th Annual General Meeting of Shareholders

You are cordially invited to attend the 46th Annual General Meeting of Shareholders of DyDo GROUP HOLDINGS, INC. (“the Company”) to be held as described below.

If you are not attending the meeting in person, you can exercise voting rights by either of the following methods. Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights before 5:00 p.m., Thursday, April 15, 2021 (JST).

[Exercising voting rights in writing]

Please indicate your vote of approval or disapproval of each proposal on the enclosed voting card, and return the card so that it arrives by the time and date stated above.

[Exercising voting rights by electronic or magnetic means (via the Internet, etc.)]

Please read the instructions for “Exercising Voting Rights via the Internet, etc.” on page 3 and exercise your voting rights by the time and date stated above.

- 1. Date and Time:** 10:00 a.m., Friday, April 16, 2021 (JST) (Reception desk opens at 9:00 a.m.)
- 2. Venue:** “The Hō” Function Room, Second floor, Hotel New Otani Osaka
1-4-1 Shiromi, Chuo-ku, Osaka

3. Purpose of the Meeting:

Matters to be reported:

1. The business report, the consolidated financial statements and audit reports of the Accounting Auditor and the Board of Corporate Auditors for the consolidated financial statements for the 46th term (from January 21, 2020 to January 20, 2021)
2. The non-consolidated financial statements for the 46th term (from January 21, 2020 to January 20, 2021)

Matters to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Seven (7) Directors

When attending the meeting, you are kindly requested to present the enclosed voting card to the receptionist.

Pursuant to the relevant laws and regulations and Article 17 of the Company’s Articles of Incorporation, “Systems and policy of the Company” in the business report, “Notes to consolidated financial statements” in the consolidated financial statements and “Notes to non-consolidated financial statements” in the non-consolidated financial statements are posted on the Company’s website and are not attached to this notice. Accordingly, the attached documents to this notice are part of the documents that were audited by the Corporate Auditors and the Accounting Auditor in preparing the audit reports.

Any modifications to the Reference Documents for General Meeting of Shareholders, the business report, the consolidated financial statements and the non-consolidated financial statements will be posted on the Company’s website.

Company’s website: <https://www.dydo-ghd.co.jp/>

Guide to Exercising Voting Rights

There are three methods to exercise your voting rights as indicated below.

Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights.

Exercising Voting Rights by Attendance at the General Meeting of Shareholders

Please present the enclosed voting card to the receptionist.

Date and Time: 10:00 a.m., Friday, April 16, 2021 (JST) (Reception desk opens at 9:00 a.m.)

Venue: Hotel New Otani Osaka (Second floor, “The Hō” Function Room)
1-4-1 Shiromi, Chuo-ku, Osaka

Exercising Voting Rights in Writing

Please indicate your vote of approval or disapproval of each proposal on the enclosed voting card, and return the card so that it arrives by the time and date stated below.

Votes to be received by: 5:00 p.m., Thursday, April 15, 2021 (JST)

Guide to filling in the voting card

Please indicate your approval or disapproval of each proposal.

Proposal 1

If you consent: Mark a ○ in the box marked “賛”

If you dissent: Mark a ○ in the box marked “否”

Proposal 2

If you consent for all candidates: Mark a ○ in the box marked “賛”

If you dissent for all candidates: Mark a ○ in the box marked “否”

If you selectively veto certain candidates: Mark a ○ in the box marked “賛” and write the number of each candidate you choose to veto.

If you duplicate the vote by exercising the voting rights both in writing (by mail) and via the Internet, etc., only the Internet, etc. vote will be deemed valid. If you exercise your voting rights more than once via the Internet, etc., only the latest vote will be deemed valid.

Exercising Voting Rights via the Internet, etc.

Votes to be transmitted by: 5:00 p.m., Thursday, April 15, 2021 (JST)

Scanning the QR code “Smart voting”

You can log in to the dedicated voting website for exercising voting rights without having to enter your voting right exercise code and password.

1. Scan the QR code printed on the right side of voting card.
2. Then indicate your approval or disapproval of each proposal by following the on-screen instructions.

“Smart voting” can only be used once to exercise your voting rights.

In the event that you wish to modify the details of your vote after exercising your voting rights, please access the PC version of the website, enter the voting right exercise code printed on the voting card together with your password, log in, and exercise your voting rights once again.

* If the QR code is read a second time, you will be transferred to the PC version of the website.

Entering the voting right exercise code and password

Dedicated voting website: <https://www.web54.net>

1. Please access the dedicated voting website and click “次へすすむ (Next).”
2. Enter the voting right exercise code printed on voting card and click “ログイン (Log in).”
3. Enter the password printed on voting card, enter the new password that you will actually use, and click “登録 (Resister).”
4. Then indicate your approval or disapproval of each proposal by following the on-screen instructions.

If you have questions about the operation of your PC, smartphone or mobile phone regarding the exercise of voting rights via the Internet, etc., please contact:

Stock Transfer Agency Web Support,
Sumitomo Mitsui Trust Bank, Limited
Tel: 0120-652-031
(available from 9:00 a.m. to 9:00 p.m.)

For institutional investors, the electronic voting platform for institutional investors operated by ICJ, Inc. is available for exercising voting rights.

Reference Documents for General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company recognizes that the distribution of profits to shareholders is a key issue in business management. The Company's basic policy for the distribution of profits is to maintain stable dividend payments while giving consideration to the balance between the internal reserves necessary for sustainable growth and returns to the shareholders.

In accordance with such perception, the Company proposes a ¥30 per share year-end dividend for the fiscal year under review.

Since a ¥30 per share interim dividend has already been paid, the annual dividend for the fiscal year under review will be ¥60 per share.

1. Year-end Dividend

- (1) Type of dividend property
Money
- (2) Allotment of dividend property and total amount
¥30 per share of common stock of the Company
The total amount of dividends: ¥476,709,840
- (3) Effective date of dividends from surplus
April 19, 2021

2. Other Appropriation of Surplus

In order to contribute to the development of a rich and robust society, the Company's group (hereinafter referred to as the "Group") will promote activities which promote co-existence and co-prosperity with local communities. Based on the Group philosophy of "striving to achieve happiness and prosperity together with people and society as a whole" and in order to utilize the contributions to local community activities, the Company proposes to reserve the amount of ¥100,000,000 as stated below for the Local Community Contribution Fund:

- (1) Item to be decreased and amount of decrease
Retained earnings carried forward: ¥100,000,000
- (2) Item to be increased and amount of increase
Local Community Contribution Fund: ¥100,000,000

Proposal 2: Election of Seven (7) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this meeting. Accordingly, the Company proposes to elect seven (7) Directors, increasing the number of Outside Directors by one (1) in order to strengthen the oversight function of the Board of Directors.

The candidates for Director are as follows:

No.	Name	Current positions and areas of responsibilities in the Company
1	Tomiya Takamatsu	President and Representative Director Reappointment
2	Tomihiro Takamatsu	Chairman and Director Reappointment
3	Naoki Tonokatsu	Director, Corporate Officer, General Manager of Finance Department Reappointment
4	Naoyuki Nishiyama	Director, Corporate Officer, General Manager of Corporate Strategy Department Reappointment
5	Shinji Mori	Director Reappointment Independent Outside
6	Masataka Inoue	Director Reappointment Independent Outside
7	Michiaki Kurihara	– New appointment Independent Outside

Reappointment Candidate for Director to be reappointed

New appointment Candidate for Director to be newly appointed

Independent Candidate for independent officer as prescribed by the Tokyo Stock Exchange

Outside Candidate for Outside Director

Skill Matrix of the Candidates for Director

No.	Name Positions and areas of responsibilities	Knowledge, experience, and expertise that the Company expects from candidates for Director									
		Experi- ence as a president	Bever- age industry/ Vending machi- nes	Food industry	Pharma- ceutical industry	Interna- tional business	Finance and account- ing	Legal affairs	DX	M&A	Internal control audit
1	Tomiya Takamatsu President and Representative Director	●	●								
2	Tomihiro Takamatsu Chairman and Director	●	●								
3	Naoki Tonokatsu Director, Corporate Officer, General Manager of Finance Department		●				●				
4	Naoyuki Nishiyama Director, Corporate Officer, General Manager of Corporate Strategy Department		●			●			●	●	
5	Shinji Mori Outside Director							●			●
6	Masataka Inoue Outside Director			●		●				●	●
7	Michiaki Kurihara	● (Overseas subsidiary)			●	●					

Candidate No.

1

Tomiya Takamatsu

Date of birth
June 26, 1976

Reappointment

Number of the Company's
shares held

495,000 shares

Term of office as Director

13 years and 0 months
(at the conclusion of
this meeting)

Attendance at Board of
Directors meetings

17/17 (100%)

Career summary, positions and areas of responsibilities in the Company

Apr. 2004	Joined the Company
Apr. 2008	Director, the Company
Apr. 2009	Managing Director, the Company
Mar. 2010	Executive Director, the Company
Apr. 2012	Vice President and Director, the Company
Apr. 2014	President and Representative Director, the Company (incumbent)
Feb. 2016	President and Representative Director, DyDo DRINCO Split Preparation Co., Ltd. (currently DyDo DRINCO, INC.) (incumbent)

Significant concurrent positions

President and Representative Director, DyDo DRINCO, INC. (scheduled to retire on April 15, 2021)

Reasons for nomination as candidate for Director and expected roles

Since his appointment to the position of President in April 2014, Mr. Takamatsu has demonstrated strong leadership by managing the Company with rapid, decisive decision-making in line with its medium- and long-term management posture based on the perspective of all stakeholders and in keeping with the newly formulated Group Philosophy and Group Vision. He has been steadily working to build business foundations geared to achieving growth in the future which has involved strengthening the Group's management. Based on this proven track record, he has been put forward as a candidate for continued service on the Board of Directors.

Candidate No.

2

Tomihiko Takamatsu

Date of birth

January 16, 1948

Reappointment

Number of the Company's
shares held

495,000 shares

Term of office as Director

46 years and 3 months
(at the conclusion of
this meeting)

Attendance at Board of
Directors meetings

17/17 (100%)

Career summary, positions and areas of responsibilities in the Company

Mar. 1971	Joined DAIDO PHARMACEUTICAL CORPORATION
Jan. 1975	Managing Director following the Company's establishment
May 1984	Executive Director, the Company
Jun. 1990	Vice President and Director, the Company
Apr. 1992	Vice President and Representative Director, the Company
Apr. 1994	President and Representative Director, the Company
Apr. 2014	Chairman and Director, the Company (incumbent)

Significant concurrent positions

President, Nippon Matsuri Network NPO (Non-Profit Organization)

Reasons for nomination as candidate for Director and expected roles

Having guided the Company as its President for 20 years, Mr. Takamatsu brings a wealth of experience as well as a proven track record to the table. In his current position as Chairman and Director, he fulfills a range of roles as appropriate, including strengthening the foundation of the Group's management in areas such as governance, deciding important issues, and overseeing execution of business operations. In addition, he has worked tirelessly to revitalize the local communities in which the Company does business by orchestrating its community service activities over many years. Based on this proven track record, he has been put forward as a candidate for continued service on the Board of Directors.

Candidate No.

3

Naoki Tonokatsu

Date of birth

November 4, 1963

<u>Reappointment</u>	Career summary, positions and areas of responsibilities in the Company	
Number of the Company's shares held	Mar. 1986	Joined the Company
3,100 shares	Jan. 2011	General Manager of Financial Affairs Department, the Company
Term of office as Director	Mar. 2013	Corporate Officer, Division Director of Administration Division, the Company
4 years and 0 months (at the conclusion of this meeting)	Jan. 2014	Corporate Officer, Division Director of Finance Division, the Company
Attendance at Board of Directors meetings	Jan. 2017	Corporate Officer, General Manager of Finance Department, the Company Director, Corporate Officer, Division Director of Finance Division, DyDo DRINCO, INC. (incumbent)
17/17 (100%)	Apr. 2017	Director, Corporate Officer, General Manager of Finance Department, the Company (incumbent)
	Reasons for nomination as candidate for Director and expected roles	
	Since joining the Company, Mr. Tonokatsu has engaged in finance for many years and has extensive experience and achievements. Currently, as the Director, Corporate Officer, and General Manager of Finance Department, he is putting effort into sound company management such as by building a solid structure for the entire Group's financial base and contributing to improving profitability. Based on this proven track record, he has been put forward as a candidate for continued service on the Board of Directors.	

Candidate No.

4

Naoyuki Nishiyama

Date of birth

July 30, 1965

Reappointment	Career summary, positions and areas of responsibilities in the Company	
Number of the Company's shares held	Mar. 1988	Joined the Company
200 shares	Jan. 2014	General Manager of Corporate Strategy Department, the Company
Term of office as Director	Feb. 2014	General Manager of Corporate Strategy Department and General Manager of International Business Department, the Company
4 years and 0 months (at the conclusion of this meeting)	Mar. 2015	Corporate Officer, General Manager of Corporate Strategy Department and General Manager of International Business Department, the Company
Attendance at Board of Directors meetings	Jan. 2016	Corporate Officer, General Manager of Corporate Strategy Department and General Manager of Strategic Investment Department, the Company
17/17 (100%)	Jan. 2017	Corporate Officer, General Manager of Corporate Strategy Department, the Company
	Apr. 2017	Director, Corporate Officer, General Manager of Corporate Strategy Department, the Company (incumbent)

Reasons for nomination as candidate for Director and expected roles

Mr. Nishiyama has engaged in a wide range of duties covering overall management such as corporate strategy, strategic investment, international business and IT, and has extensive experience and achievements. Currently, he is leading Group companies as the Director, Corporate Officer, and General Manager of Corporate Strategy Department and pursuing initiatives to expand into new business domains. Based on this proven track record, he has been put forward as a candidate for continued service on the Board of Directors.

Candidate No.

5

Shinji Mori

Date of birth
May 22, 1946

Reappointment	Career summary, positions and areas of responsibilities in the Company
Independent	Apr. 1972 Joined the Legal Training and Research Institute of Japan
Outside	Apr. 1974 Appointed as a judge, Yokohama District Court
	Apr. 1986 Appointed as a judge, Kyoto District Court
Number of the Company's shares held	May 1989 Registered as a member of the Osaka Bar Association
100 shares	May 1989 Joined Chuo Sogo Law Office (currently Chuo Sogo Law Office, P. C.)
	Apr. 2001 Corporate Auditor, the Company
	Sep. 2003 Senior Partner, Chuo Sogo Law Office, P. C. (incumbent)
Term of office as Outside Director	Apr. 2014 Director, the Company (incumbent)
7 years and 0 months (at the conclusion of this meeting)	Significant concurrent positions
	Outside Corporate Auditor, OSAKA SODA CO., LTD. Auditor, CREDIT GUARANTEE CORPORATION OF OSAKA
Attendance at Board of Directors meetings	Reasons for nomination as candidate for Outside Director and expected roles
17/17 (100%)	Mr. Mori has extensive experience and an advanced level of specialized knowledge as an attorney, and he has served the Company for 13 years as an Outside Corporate Auditor and for seven years as an Outside Director. Based on that experience, he is appropriately carrying out his role in strengthening the oversight function of the Board of Directors by commenting on the Company-wide approach to risk management, and otherwise offering advice and suggestions as to the Company's management from an independent perspective. Based on this proven track record, he has been put forward as a candidate for continued service as an Outside Director on the Board of Directors. Although Mr. Mori has not been involved in corporate management in a manner other than that of being an outside director/corporate auditor of the Company and other companies in the past, the Company has judged that he will be able to appropriately carry out his duties as Outside Director for the above reasons.

Candidate No.

6

Masataka Inoue

Date of birth

October 12, 1954

Reappointment	Career summary, positions and areas of responsibilities in the Company
Independent	Apr. 1978 Joined Nakano Sumise Co., Ltd.
Outside	Jul. 2005 Director, Mizkan Group Corporation
	May 2007 Managing Director, Mizkan Group Corporation
Number of the Company's shares held	Oct. 2009 Full-time Corporate Auditor, Mizkan Group Corporation
– shares	Mar. 2011 Divisional Manager in charge of the Management Auditing Office, Mizkan Group Corporation
	Mar. 2014 Divisional Manager in charge of the Business Planning Division, Mizkan Holdings Co., Ltd.
Term of office as Outside Director	Mar. 2016 Retired from Mizkan Holdings Co., Ltd.
5 years and 0 months (at the conclusion of this meeting)	Apr. 2016 Director, the Company (incumbent)
	Reasons for nomination as candidate for Outside Director and expected roles
Attendance at Board of Directors meetings	Mr. Inoue has a wealth of knowledge and overseas experience in the food industry. Based on his auditing experience in areas such as business development through overseas M&As and overseas subsidiaries, he is appropriately carrying out his role in strengthening the oversight function of the Board of Directors by commenting with respect to his viewpoint on risk and returns in the course of deliberations concerning such management issues of the Company as accelerated development of the Company's business overseas and expanding into new business domains, and otherwise offering advice and suggestions from an independent perspective. Based on this proven track record, he has been put forward as a candidate for continued service as an Outside Director on the Board of Directors.
17/17 (100%)	

Candidate No.
7

Michiaki Kurihara

Date of birth
October 1, 1953

	Career summary, positions and areas of responsibilities in the Company
New appointment	Apr. 1982 Joined Fujisawa Pharmaceutical Co., Ltd. (currently Astellas Pharma Inc.)
Independent	Oct. 2004 Deputy Division Director of Sales Division, Fujisawa Pharmaceutical Co., Ltd.
Outside	Apr. 2006 General Manager, Asia Business Planning, Corporate Strategy Division, Astellas Pharma Inc. (concurrently served as President and CEO of Astellas Pharma Hong Kong Co., Ltd., Director of Astellas Pharma China, Inc., Director of Astellas Pharma Korea, Inc. and Director of Astellas Pharma (Thailand) Co., Ltd.)
Number of the Company's shares held – shares	Apr. 2009 General Manager of Sales Promotion Department, Asia Business Division, Santen Pharmaceutical Co., Ltd.
Term of office as Outside Director –	Jun. 2010 Director and Vice President, Santen Pharmaceutical Korea Co., Ltd.
Attendance at Board of Directors meetings –	Nov. 2013 General Manager of Planning External Affairs Department, IMS Japan K.K. (currently IQVIA Solutions Japan K.K.) (incumbent)
	Reasons for nomination as candidate for Outside Director and expected roles
	Mr. Kurihara has a wealth of knowledge and experience in the pharmaceutical industry. Based on his experience in the pharmaceutical industry in Japan and management experience at overseas subsidiaries, the Company has judged that he will be able to further strengthen the oversight function of the Board of Directors by offering advice and suggestions from an independent perspective on the Company's management issues, such as overseas business development and the establishment of a second pillar in the healthcare field.

- Notes:
1. Mr. Shinji Mori serves as Senior Partner of Chuo Sogo Law Office, P. C., Outside Corporate Auditor of OSAKA SODA CO., LTD., and Auditor of CREDIT GUARANTEE CORPORATION OF OSAKA. There are no special interests between the Company and OSAKA SODA CO., LTD. and CREDIT GUARANTEE CORPORATION OF OSAKA. Mr. Shinji Mori is currently working for Chuo Sogo Law Office, P. C., to which the Group commissions business. The Group receives legal advice as required from lawyers of this office other than Mr. Shinji Mori, and the annualized advisory fee that the Group pays to said law office is less than ¥10 million. In addition, although Mr. Michiaki Kurihara is a member of the Advisory Board that the Company voluntarily established to further enhance corporate governance, the annualized advisory fee that the Company pays to him is less than ¥10 million. Furthermore, if the election of Mr. Michiaki Kurihara is approved, the Company plans to terminate the current service agreement with him. There are no special interests between the candidates other than Mr. Shinji Mori and Mr. Michiaki Kurihara and the Company.
 2. The Company has concluded agreements with Messrs. Tomihiro Takamatsu, Shinji Mori and Masataka Inoue pursuant to the provisions of Article 427, paragraph (1) of the Companies Act to limit the amount of their liability to damages as provided for in Article 425, paragraph (1) of the same Act.
If the reelections of Messrs. Tomihiro Takamatsu, Shinji Mori and Masataka Inoue are approved, the Company plans to extend the same agreements. In addition, if the election of Mr. Michiaki Kurihara is approved, the Company plans to conclude the same agreement.
 3. The Company has notified Messrs. Shinji Mori and Masataka Inoue as independent officers as prescribed by the Tokyo Stock Exchange. If the reelections of Messrs. Shinji Mori and Masataka Inoue are approved, the Company plans to maintain their positions as independent officers. If the election of Mr. Michiaki Kurihara is approved, the Company plans to notify him as independent officers as prescribed by the Tokyo Stock Exchange.
 4. The Company has concluded a directors and officers liability insurance agreement with an insurance company. The liability insurance covers damages incurred by the insured person in cases such as a shareholder derivative suit. Candidates will be included as insured persons under this insurance agreement. Furthermore, at the time of the next renewal, the Company plans to renew the liability insurance agreement without changes to the terms and conditions.