

This document is a translation of the Japanese language original prepared solely for convenience of reference (certain portions of the Japanese language original applicable to voting procedures in Japan that are not applicable to shareholders outside Japan have been omitted). In the event of any discrepancy between this translated document and the Japanese language original, the Japanese language original shall prevail. Please note that certain portions of this document may not be applicable to shareholders outside Japan.



Notice of the 97th Ordinary General Meeting of Shareholders

Date and Time

Wednesday, June 26, 2024, 10:00 a.m.
(The reception desk will open at 9:00 a.m.)

Place

ABC Hall, Asahi Broadcasting Group
Holdings Corporation
1-1-30 Fukushima, Fukushima-ku, Osaka

Matters to be resolved

Proposal 1

Appropriation of surplus

Proposal 2

Election of nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members)

Proposal 3

Election of four (4) Directors who are Audit and Supervisory Committee Members

Voting Due

Tuesday, June 25, 2024, 6:00 p.m. (JST)

Asahi Broadcasting Group Holdings Corporation

Securities code: 9405

To Our Shareholders

Thank you for your continued support of the ABC Group. I would like to express my deepest sympathies to everyone affected by the Noto Peninsula Earthquake that took place in January of this year, and I pray for the earliest possible recovery of the affected areas.

Please find enclosed the Notice of the 97th Ordinary General Meeting of Shareholders of the Company.

Looking back on the fiscal year ended March 31, 2024, Japanese companies performed well due to the weaker yen and higher material costs being passed on to prices, despite increasing division in the world. While the spread of generative AI is having a major impact on people's lives and corporate activities, there have also been signs that it may generate and spread false information, which has made us all the more aware of our role in disseminating accurate and reliable information.

Against this backdrop, the Company worked on its first prime time in-house nationwide network drama series in 28 years. Moreover, in order to further strengthen our content business, we reorganized Group companies and expanded functions in the fields of animation and live-action content. These efforts are the foundation for our future growth. As a result of these initiatives, the Group's business performance continued to increase in revenues, but profits decreased significantly due to the burden of prior investment costs in the content field, delays in planned businesses, and poor performance.

Unfortunately, profit attributable to owners of parent was negative due to impairment loss, etc., caused by reviewing the business plans of Group companies. The business environment surrounding the Company is changing rapidly, and it will continue to be difficult to navigate, but we will make the most of our resources and work together as a Group to restore profitability in order to take the next step forward.

There are only two years left in our current medium-term management strategy *NEW HOPE*.

We will continue to further improve corporate value by bringing together the power of our human resources, who have created accurate information and unique content, and delivered it to consumers, for over 70 years since our founding.

I ask you to continue your steadfast support for the Company going forward.



Susumu Okinaka
Representative Director and President

June 7, 2024
(Commencement date of electronic provision: May 29, 2024)
Securities code: 9405

Susumu Okinaka
Representative Director and President
Asahi Broadcasting Group Holdings Corporation
1-1-30 Fukushima, Fukushima-ku, Osaka

Notice of the 97th Ordinary General Meeting of Shareholders

To Our Shareholders

Thank you for your support for Asahi Broadcasting Group Holdings Corporation.
You are cordially invited to attend the Company's 97th Ordinary General Meeting of Shareholders.
The meeting will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information in electronic format (in Japanese), and posts matters for which measures for providing information in electronic format are to be taken as "Notice of the 97th Ordinary General Meeting of Shareholders" on the website below.

The Company's website:

<https://corp.asahi.co.jp/ja/ir/meeting.html>



In addition to above, the Company also posts this information on the website below.

Tokyo Stock Exchange, Inc. (TSE) website:

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



When using the TSE website, please input the issue name (company name) or securities code, and click "Search," and then click "Basic information" and select "Documents for public inspection/PR information."

Note: The "QR code" is a registered trademark of DENSO WAVE INCORPORATED.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the internet, etc. Please review the Reference materials for the Ordinary General Meeting of Shareholders, and exercise your voting rights as described in the announcement on the exercise of voting rights.

Reference materials

Proposal 1 Appropriation of surplus

Matters related to dividends of surplus (year-end dividend for the 97th fiscal year)

Returning appropriate levels of profits to all shareholders is one of the most important management issues for the Company. With respect to the distribution of profits, given the Company's responsibility as a certified broadcasting holding company, it will take into comprehensive account factors such as operating results, the dividend payout ratio, and an appropriate level of internal reserves, while also constantly being aware of the balance between strengthening and maintaining the Company's financial position and making investments for supporting increases in corporate value and growth strategies.

In accordance with this policy, the Company plans to flexibly make decisions for continuous and stable dividend payment, targeting a dividend payout ratio of 30% for profit after deducting the amount equivalent to the effective statutory tax rate from consolidated operating income, which indicates profit from the core business of the Group (deemed net profit). Moreover, the Company has set an annual dividend of 12.00 yen per share as the lower limit except in times of a significant decline in business performance due to a rapidly deteriorating business environment.

Based on the above policy and taking into account operating results, the Company proposes to pay a year-end dividend as follows.

Including the interim dividend of 6.00 yen per share that has already been paid, dividends per share for the 97th fiscal year will total 12.00 yen.

(1) Type of dividend assets

Cash

(2) Allocation of dividend assets to shareholders and total amount of allocation

6.00 yen per share of common stock of the Company

Total amount 250,646,874 yen

(3) Effective date for dividends of surplus (start date for payment of year-end dividends for the 97th fiscal year)

June 27, 2024

Proposal 2 Election of nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members)

Upon the close of this Ordinary General Meeting of Shareholders, the terms of office of all Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire. Therefore, we propose the election of nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members).

The nominees for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Re-nomination

1. Susumu Okinaka

(December 17, 1955)



■ Career summary, status and duties at the Company:

April 1978	Joined the Company
April 2005	General Manager, Financial Affairs Div.
June 2011	Director Commissioned General Manager of Management Strategy Office
April 2014	Executive Managing Director
June 2017	Executive Managing Director, General Business, Overseas Business, and Revitalization of ABC River Deck Management Strategy, and Related Business support
April 2018	Representative Director and President, Overall Management, Management Strategy, Business Development, and Internal Auditing Non-Executive Director of Asahi Television Broadcasting Corporation (current)
April 2019	Representative Director and President, Overall Management, and Internal Auditing of the Company
April 2021	Representative Director and President, Overall Management, Internal Auditing, and Business Development of the Company
April 2022	Representative Director and President, Overall Management, and Internal Auditing
April 2024	Representative Director and President, Overall Management, Investor Relations, and Internal Auditing (current)

Number of the Company shares owned: 116,377 shares
Term of office at the conclusion of this GSM: 13 years
Attendance to the meeting of the Board of Directors: 10/10 (100%)

■ Reason for appointment as a nominee for Director:

Mr. Susumu Okinaka has extensive experience in the Company's TV Production Division and Financial Affairs Division and a proven track record as an Executive Director of the Company. Based on this background, his high ethical standards, practical insight and capacity for considered judgment, the Company believes he is capable of sound and appropriate decision-making, management and business execution with respect to the Company's core broadcasting operations. The Company therefore recommends him as a nominee for the post of Director.

■ Relationship between nominee for Director and the Company:

The Company has no interest in or relationship with this nominee.

Re-nomination



Number of the Company shares owned: 92,821 shares
 Term of office at the conclusion of this GSM: 13 years
 Attendance to the meeting of the Board of Directors: 10/10 (100%)

2. Shinya Yamamoto

(November 30, 1956)

■ Career summary, status and duties at the Company:

April 1979	Joined the Company
April 2006	General Manager, Programming Div.
April 2010	General Manager, General Business Div.
June 2011	Director Commissioned General Manager of General Business Div.
April 2014	Executive Managing Director
June 2017	Executive Managing Director, Accounting, Management Strategy, and Related Business
April 2018	Representative Director and Vice President, Accounting, Management Strategy support (TV Business) Representative Director and President of Asahi Television Broadcasting Corporation (current)
June 2018	Representative Director and Vice President, Management Strategy support (TV Business) of the Company
April 2019	Representative Director and Vice President, TV Broadcasting Business of the Company
April 2020	Representative Director and Vice President, Broadcasting Business and Content Business
June 2020	Member of the Board of TV Asahi Corporation (current)
April 2021	Representative Director and Vice President, Chief Broadcasting Officer of the Company
April 2022	Representative Director and Vice President, Overall Management support, Chief Broadcasting Officer
April 2024	Representative Director and Vice President, Overall Management support of the Company (current) Representative Director and Chairman of Asahi Television Broadcasting Corporation (current)

■ Other material positions held:

Member of the Board of TV Asahi Corporation

■ Reason for appointment as a nominee for Director:

Mr. Shinya Yamamoto has extensive experience in the Company's TV Sales Division and Programming Division, and a proven track record as an Executive Director of the Company. Based on this background, his high ethical standards, practical insight and capacity for considered judgment, the Company believes he is capable of sound and appropriate decision-making, management and business execution with respect to the Company's core broadcasting operations. The Company therefore recommends him as a nominee for the post of Director.

■ Relationship between nominee for Director and the Company:

The Company has no interest in or relationship with this nominee.

Re-nomination



3. Hironobu Nakamura

(February 21, 1963)

■ Career summary, status and duties at the Company:

- April 1985 Joined The Asahi Shimbun Company
- April 2013 Deputy Managing Editor, Osaka Head Office
- April 2014 Personnel Manager, Administration Division
- June 2017 Board Director /Administration /Personnel/ Work-Life Balance/ Chief Compliance Officer /Director of Administration Division
- June 2019 Board Director /Administration /Personnel /Human Resource Strategy /Work-Style Reform /Chief Compliance Officer /Director of Administration Division
- June 2020 Director (Audit and Supervisory Committee Member) of the Company Audit and Supervisory Board Member of Asahi Television Broadcasting Corporation
- April 2023 Executive Officer, Legal and Compliance, Accounting, and Internal Auditing support of the Company
Director of Asahi Television Broadcasting Corporation (current)
- June 2023 Director, Legal and Compliance, Accounting, and Internal Auditing support of the Company
- April 2024 Director, General Affairs, Compliance, Tokyo Branch Office, and Internal Auditing support (current)

Number of the Company shares owned: 3,053 shares
 Term of office at the conclusion of this GSM: 1 year
 Attendance to the meeting of the Board of Directors: 7/7 (100%)

■ Reason for appointment as a nominee for Director:

Mr. Hironobu Nakamura has experience as a business executive of a media organization, same as the Company's subsidiary, and a detailed understanding of the media sector. In addition, he has a proven track record as an Audit and Supervisory Committee Member of the Company. Based on this background, his high ethical standards, practical insight and capacity for considered judgment, the Company believes he is capable of sound and appropriate decision-making, management and business execution with respect to the Company's operations. The Company therefore recommends him as a nominee for the post of Director.

■ Relationship between nominee for Director and the Company:

The Company has no interest in or relationship with this nominee.

New
nomination



4. Toshiaki Imamura

(July 17, 1962)

■ Career summary, status and duties at the Company:

April 1985	Joined the Company
April 2010	Deputy General Manager, Programming Division, Programming Headquarters
Feb. 2012	General Manager, TV Production Division
Jan. 2016	Equivalent to General Manager, Personnel Affairs Division Seconded to ABC Libra Co., Ltd.
April 2018	Officer Status of Asahi Television Broadcasting Corporation Seconded as Representative Director and President of ABC Libra Co., Ltd.
April 2019	Officer Status of the Company Seconded as Representative Director and President of ABC Libra Co., Ltd.
April 2020	Executive Officer, Content Business support of the Company
April 2021	Executive Officer, Content Business of the Company Director of Asahi Television Broadcasting Corporation
April 2022	Executive Officer, Chief Content Officer of the Company
April 2024	Managing Executive Officer, Broadcasting Business of the Company (current) Representative Director and President of Asahi Television Broadcasting Corporation (current)

Number of the Company shares owned: 15,225 shares
Term of office at the conclusion of this GSM: – years
Attendance to the meeting of the Board of Directors: –/– (–%)

■ Reason for appointment as a nominee for Director:

Mr. Toshiaki Imamura has extensive experience and achievements in the Company's Programming Division and TV Production Division. Based on this background, his high ethical standards, practical insight and capacity for considered judgment, the Company believes he is capable of sound and appropriate decision-making, management and business execution with respect to the Company's core broadcasting operations. The Company therefore recommends him as a nominee for the post of Director.

■ Relationship between nominee for Director and the Company:

The Company has no interest in or relationship with this nominee.

Independent Officer	Re-nomination
Outside Director	

5. Takehiro Honjo

(April 13, 1954)



■ Career summary, status and duties at the Company:

- April 1978 Joined Osaka Gas Co., Ltd.
- June 2009 Director, Senior Executive Officer
Head of Commercial & Industrial Energy Business Unit
- June 2010 Director, Senior Executive Officer
Head of Residential Energy Business Unit
- April 2013 Representative Director, Executive Vice-President
- April 2015 Representative Director and President, Executive President
- Jan. 2021 Chairman and Director (current)
- June 2021 Director of the Company (current)
- Nov. 2023 Vice-Chair of Osaka Chamber of Commerce and Industry (current)

Number of the Company shares owned: 0 shares
Term of office at the conclusion of this GSM: 3 years
Attendance to the meeting of the Board of Directors: 10/10 (100%)

■ Other material positions held:

- Chairman and Director of Osaka Gas Co., Ltd.
- Vice-Chair of Osaka Chamber of Commerce and Industry

■ Reason for appointment as a nominee for Outside Director and expected role:

Mr. Takehiro Honjo has experience as a business executive of an energy supply company based in the Kansai region. Based on this background, the Company expects him to conduct appropriate oversight and supervision duties and provide effective advice and input with respect to business management and corporate governance, including from the standpoint of public service and contribution to the local community. The Company therefore recommends him as a nominee for the post of Outside Director.

■ Relationship between nominee for Outside Director and the Company:

The Company has no interest in or relationship with this nominee.

(Note) Mr. Honjo also satisfies the Company's "Independence Standards for Outside Directors." Consequently, provided his appointment to the post of Outside Director is confirmed, the Company has no concerns about conflict of interest with ordinary shareholders and designates him as an Independent Officer.

Independent Officer

Outside Director

Re-nomination

6. Akihiro Kuroda

(September 28, 1949)



■ Career summary, status and duties at the Company:

April 1972	Joined KOKUYO Co., Ltd.
Dec. 1977	Director
Dec. 1981	Managing Director
Dec. 1985	Senior Managing Director
Dec. 1987	Representative Director and Vice President
Aug. 1989	Representative Director and President
March 2011	Representative Director, President and CEO
March 2015	Representative Director, Chairman
May 2017	Co-Chairperson of Kansai Association of Corporate Executives
June 2018	Director (Audit and Supervisory Committee Member) of the Company
March 2020	Chairman (part-time) of KOKUYO Co., Ltd. (current)
Nov. 2020	Vice-Chair of Osaka Chamber of Commerce and Industry (current)
June 2022	Director of the Company (current)

Number of the Company shares owned: 0 shares
 Term of office at the conclusion of this GSM: 6 years
 Attendance to the meeting of the Board of Directors: 8/10 (80%)

■ Other material positions held:

Chairman (part-time) of KOKUYO Co., Ltd.
 Vice-Chair of Osaka Chamber of Commerce and Industry

■ Reason for appointment as a nominee for Outside Director and expected role:

Mr. Akihiro Kuroda has abundant knowledge of management and compliance developed over many years of experience as an executive of a major Osaka-based manufacturer of stationery and office equipment. Based on this background, the Company expects he is capable of conducting appropriate oversight and supervision as well as providing effective advice and input with respect to business management and corporate governance. The Company therefore recommends him as a nominee for the post of Outside Director.

■ Relationship between nominee for Outside Director and the Company:

The Company has no interest in or relationship with this nominee.

(Note) Mr. Kuroda also satisfies the Company's "Independence Standards for Outside Officers." Consequently, provided his appointment to the post of Outside Director is confirmed, the Company has no concerns about conflict of interest with ordinary shareholders and designates him as an Independent Officer.

Outside Director Re-nomination

7. Hiroshi Shinozuka

(June 15, 1962)



■ Career summary, status and duties at the Company:

- April 1986 Joined Asahi National Broadcasting Company Limited (currently TV Asahi Holdings Corporation)
- June 2012 General Manager, News Division
- June 2014 Member of the Board
Member of the Board, General Manager, News Division of TV Asahi Corporation
- Nov. 2018 Member of the Board of TV Asahi Corporation
- June 2019 Executive Director of TV Asahi Corporation
- June 2022 Director of the Company (current)
President of TV Asahi Holdings Corporation (current)
President of TV Asahi Corporation (current)
Outside Director of The Asahi Shimbun Company (current)
Outside Director of Video Research Ltd. (current)

Number of the Company shares owned: 0 shares
Term of office at the conclusion of this GSM: 2 years
Attendance to the meeting of the Board of Directors: 10/10 (100%)

■ Other material positions held:

- President of TV Asahi Holdings Corporation
- President of TV Asahi Corporation
- Outside Director of The Asahi Shimbun Company
- Outside Director of Video Research Ltd.

■ Reason for appointment as a nominee for Outside Director and expected role:

Mr. Hiroshi Shinozuka has extensive experience as a manager in the TV News Division of the same TV broadcasting organization as the Company's subsidiary, as well as detailed understanding of the broadcasting sector. Based on this background, the Company expects him to conduct appropriate oversight and supervision duties and provide effective advice and input with respect to business management and corporate governance, including from the standpoint of public service and broadcasting ethics. The Company therefore recommends him as a nominee for the post of Outside Director.

■ Relationship between nominee for Outside Director and the Company:

The Company has no interest in or relationship with this nominee.
Mr. Hiroshi Shinozuka is a Representative Director of TV Asahi Corporation, where Mr. Shinya Yamamoto, Representative Director of Asahi Broadcasting Group Holdings Corporation, is an Outside Member of the Board. TV Asahi Corporation and Asahi Broadcasting Group Holdings Corporation have appointed outside directors to their respective boards under a reciprocal arrangement.

8. Reiko Horikoshi

(Family registered name: Reiko Tsuchiya)

(May 28, 1961)

Outside Director

Re-nomination



■ Career summary, status and duties at the Company:

April 1998	Joined The Asahi Shimbun Company
June 2019	Executive Director, Cultural Projects and Business Development General Director, Cultural Projects and Business Development Division
June 2020	Executive Director, Events Strategy/Cultural Projects and Business Development/Olympics, Paralympics and Sports Strategy General Director, Cultural Projects and Business Development Division
April 2021	Managing Executive Director, Events Strategy/Cultural Projects and Business Development/Olympics, Paralympics and Sports Strategy
June 2021	Board Director, Events Strategy/Cultural Projects and Business Development/Olympics, Paralympics and Sports Strategy
April 2022	Board Director, Chief Business Officer/Product Development/Events Strategy
April 2023	Board Director, Chief Regional Officer for West Japan/Representative of Osaka Head Office/Executive Producer for Cultural Projects (current)
June 2023	Director of the Company (current) Outside Director of Hiroshima Home Television Co., Ltd. (current)

Number of the Company shares
owned: 0 shares
Term of office at the conclusion
of this GSM: 1 year
Attendance to the meeting of the
Board of Directors: 7/7 (100%)

■ Other material positions held:

Board Director of The Asahi Shimbun Company, Chief Regional Officer for West Japan/
Representative of Osaka Head Office/Executive Producer for Cultural Projects
Outside Director of Hiroshima Home Television Co., Ltd.

■ Reason for appointment as a nominee for Outside Director and expected role:

Ms. Reiko Horikoshi has extensive knowledge as a business executive of a media organization, same as the Company's subsidiary. Based on her highly professional expertise in public service as an employee at a media organization and experience in initiating cultural projects and business development, the Company expects her to provide effective input and advice with respect to raising medium- to long-term corporate value of the Asahi Broadcasting Group. The Company therefore recommends her as a nominee for the post of Outside Director.

■ Relationship between nominee for Outside Director and the Company:

The Company has no interest in or relationship with this nominee.

Ms. Reiko Horikoshi is a Board Director of The Asahi Shimbun Company, which is a major shareholder of the Company. The Company is an equity-method affiliate of The Asahi Shimbun Company. The Asahi Shimbun Company and the Company also have a business alliance.

Independent Officer

Outside Director

Re-nomination

9. Senko Ikenobo

(Family registered name: Yuki Ikenobo)

(September 20, 1965)



■ Career summary, status and duties at the Company:

Nov. 1989	Took solemn vows as a Buddhist nun, and was bestowed the name "Senko" Appointed as Ikenobo Headmaster Designate
July 1995	Vice Head Priest of Shiunzan Chohoji (Rokkakudo) temple in Kyoto (current)
Jan. 2007	Vice President, Japan Ikebana Art Association (current)
April 2012	Vice Chairman of the Board of Directors, Ikenobo Society of Floral Art (current)
Oct. 2019	Executive Board Member and Senior Advisor of Japan Association for the 2025 World Exposition
April 2021	Vice Chairman of the Kyoto Association of Corporate Executives (current)
June 2023	Director of the Company (current)
Dec. 2023	Executive Board Member, Deputy Chairperson and Senior Advisor of Japan Association for the 2025 World Exposition (current)

Number of the Company shares owned: 0 shares
Term of office at the conclusion of this GSM: 1 year
Attendance to the meeting of the Board of Directors: 6/7 (86%)

■ Other material positions held:

Vice Chairman of the Board of Directors, Ikenobo Society of Floral Art
Vice Chairman of the Kyoto Association of Corporate Executives

■ Reason for appointment as a nominee for Outside Director and expected role:

Although Mrs. Senko Ikenobo has not been directly involved in company management, she has extensive knowledge regarding sustainability from her experience in operating a leading Japanese cultural and arts organization over many years. She also has knowledge regarding diversity through her experience as an administrative officer and board member of various organizations. Based on such knowledge, the Company expects her to provide effective advice and input from the perspective of promoting ESG management. The Company therefore recommends her as a nominee for the post of Outside Director.

■ Relationship between nominee for Outside Director and the Company:

The Company has no interest in or relationship with this nominee.

(Note) Mrs. Ikenobo also satisfies the Company's "Independence Standards for Outside Directors." Consequently, provided her appointment to the post of Outside Director is confirmed, the Company has no concerns about conflict of interest with ordinary shareholders and designates her as an Independent Officer.

Summary of liability limitation agreements

Pursuant to Article 427, Paragraph 1 of the Companies Act and the Article 32 of the Articles of Incorporation of the Company, the Company entered into liability limitation agreements with Messrs. Takehiro Honjo, Akihiro Kuroda, and Hiroshi Shinozuka, Ms. Reiko Horikoshi, and Mrs. Senko Ikenobo. If they are re-elected and assume offices, the Company will continue these agreements with them. The liability based on the agreement will be limited to the higher of: 5 million yen; or any amount prescribed by applicable laws and regulations.

Summary of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy with an insurance company, which includes all officers of the Company and the Company's subsidiaries as the insureds, thereby covering losses and costs incurred by any of the officers in cases where they are liable for damages arising from their performance of duties. Regarding premiums, 90% of insurance premiums is borne by the Company and 10% is borne by the officers. If each candidate is elected and assumes the office as Director, the Company plans to include every such Director as an insured in the directors and officers liability insurance policy. The term of the directors and officers liability insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

Proposal 3 Election of four (4) Directors who are Audit and Supervisory Committee Members

Upon the close of this Ordinary General Meeting of Shareholders, the terms of office of all Directors who are Audit and Supervisory Committee Members will expire. Therefore, we propose the election of four (4) Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has given its approval for this proposal.

The nominees for Directors who are Audit and Supervisory Committee Members are as follows:

Re-nomination



1. Natsuto Tanaka

(July 6, 1961)

■ Career summary, status and duties at the Company:

- April 1985 Joined the Company
- July 2008 Manager, Content Business Dept., Event Business Div.
- April 2009 Manager, Labor Relations Dept., Personnel Affairs Div.
- April 2017 General Manager, Personnel Affairs Div.
- April 2020 Audit & Supervisory Board Member of Asahi Television Broadcasting Corporation
- June 2020 Director (Audit and Supervisory Committee Member) of the Company (current)

Number of the Company shares owned: 8,700 shares
 Term of office at the conclusion of this GSM: 4 years
 Attendance to the meeting of the Board of Directors: 10/10 (100%)
 Attendance to the meeting of the Audit and Supervisory Committee: 10/10 (100%)

■ Reason for appointment as a nominee for Director:

Mr. Natsuto Tanaka has extensive experience in the Company’s business departments, has demonstrated great ability in key roles in the Company’s personnel and labor relations strategies over many years, and has extensive insights with regard to work-style reform. Based on this background, the Company believes he is capable of appropriately auditing the actions of the Company’s Directors and employees and contributing to continuous growth and improvement of medium- to long-term corporate value of the Asahi Broadcasting Group. The Company therefore recommends him as a nominee for the post of Audit and Supervisory Committee Member.

■ Relationship between nominee for Director and the Company:

The Company has no interest in or relationship with this nominee.

Independent Officer

Outside Director

Re-nomination

2. Misako Fujioka

(April 22, 1955)



■ Career summary, status and duties at the Company:

June 1988	External Board Director of FUSO CHEMICAL CO., LTD.
March 1989	Joined Teikoku Seiyaku Co., Ltd. Executive Director
March 1999	Executive Officer
March 2011	President & CEO (current)
June 2017	Representative Director & Chairman of FUSO CHEMICAL CO., LTD. (current)
June 2020	Director (Audit and Supervisory Committee Member) of the Company (current)

Number of the Company shares owned:	0 shares
Term of office at the conclusion of this GSM:	4 years
Attendance to the meeting of the Board of Directors:	10/10 (100%)
Attendance to the meeting of the Audit and Supervisory Committee:	10/10 (100%)

■ Other material positions held:

President & CEO of Teikoku Seiyaku Co., Ltd.
Representative Director & Chairman of FUSO CHEMICAL CO., LTD.

■ Reason for appointment as a nominee for Outside Director and expected role:

Ms. Misako Fujioka has extensive experience of management developed over many years as a business executive of a pharmaceutical manufacturer and high level of insight regarding compliance and work-style reform. Based on this background, the Company expects she is capable of appropriately auditing the actions of the Company's Directors and employees and providing effective advice and input with respect to the Company's business management and corporate governance. The Company therefore recommends her as a nominee for the post of Audit and Supervisory Committee Member.

■ Relationship between nominee for Outside Director and the Company:

The Company has no interest in or relationship with this nominee.

(Note) Ms. Fujioka also satisfies the Company's "Independence Standards for Outside Officers." Consequently, provided her appointment to the post of Outside Director is confirmed, the Company has no concerns about conflict of interest with ordinary shareholders and designates her as an Independent Officer.

Independent Officer

Outside Director

Re-nomination

3. Junko Okawa

(August 31, 1954)



■ **Career summary, status and duties at the Company:**

Dec. 1977	Joined Japan Airlines Co., Ltd.
June 2013	Director and Senior Managing Executive Officer, Senior Vice President of Cabin Attendants Division
April 2016	Representative Director and Senior Managing Executive Officer, Senior Vice President of Communication Division
April 2018	Director and Vice Chairperson
June 2018	Vice Chairperson
April 2019	External Affairs Representative
June 2020	External Director of The Shoko Chukin Bank, Ltd.
June 2022	Director (Audit and Supervisory Committee Member) of the Company (current) Outside Director of KDDI CORPORATION (current)
June 2023	Outside Director of Tokyo Electric Power Company Holdings, Inc. (current)

Number of the Company shares owned: 0 shares
 Term of office at the conclusion of this GSM: 2 years
 Attendance to the meeting of the Board of Directors: 10/10 (100%)
 Attendance to the meeting of the Audit and Supervisory Committee: 10/10 (100%)

■ **Other material positions held:**

Outside Director of KDDI CORPORATION
 Outside Director of Tokyo Electric Power Company Holdings, Inc.

■ **Reason for appointment as a nominee for Outside Director and expected role:**

Ms. Junko Okawa has extensive knowledge of management and compliance developed over many years of experience as an executive of a major airline company. Based on this background, the Company expects she is capable of conducting appropriate oversight and supervision as well as providing effective advice and input with respect to business management and corporate governance. The Company therefore recommends her as a nominee for the post of Audit and Supervisory Committee Member.

■ **Relationship between nominee for Outside Director and the Company:**

The Company has no interest in or relationship with this nominee.

(Note) Ms. Okawa also satisfies the Company's "Independence Standards for Outside Officers." Consequently, provided her appointment to the post of Outside Director is confirmed, the Company has no concerns about conflict of interest with ordinary shareholders and designates her as an Independent Officer.

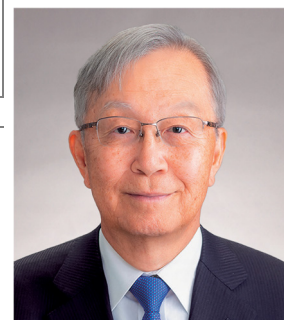
Independent Officer

New
nomination

Outside Director

4. Haruhiko Kato

(July 21, 1952)



■ Career summary, status and duties at the Company:

April 1975	Joined the Ministry of Finance
July 2007	Director-General of the Tax Bureau
July 2009	Commissioner of the National Tax Agency
July 2010	Resigned from Commissioner of the National Tax Agency
Jan. 2011	Senior Managing Director of Japan Securities Depository Center, Incorporated
June 2011	President and CEO
June 2013	Member of the Board of Directors of Toyota Motor Corporation
March 2014	Outside Director of Canon Inc.
July 2015	Director and Representative Executive Officer, President and CEO of Japan Securities Depository Center, Incorporated
April 2019	Director
June 2019	Audit & Supervisory Board Member of Toyota Motor Corporation
June 2023	External Director of NICHICON CORPORATION (current)

Number of the Company shares owned:	0 shares
Term of office at the conclusion of this GSM:	– years
Attendance to the meeting of the Board of Directors:	–/– (–%)
Attendance to the meeting of the Audit and Supervisory Committee:	–/– (–%)

■ Other material positions held:

External Director of NICHICON CORPORATION

■ Reason for appointment as a nominee for Outside Director and expected role:

Mr. Haruhiko Kato held an important position in the Ministry of Finance for many years and has extensive knowledge in finance and accounting. In addition, he served as President and CEO of Japan Securities Depository Center, Incorporated, and based on his extensive management experience developed in these positions and his high level of insight regarding compliance, the Company expects him to conduct appropriate oversight and supervision duties and provide effective advice and input with respect to business management and corporate governance. The Company therefore recommends him as a nominee for the post of Audit and Supervisory Committee Member.

■ Relationship between nominee for Outside Director and the Company:

The Company has no interest in or relationship with this nominee.

(Note) Mr. Kato also satisfies the Company's "Independence Standards for Outside Officers." Consequently, provided his appointment to the post of Outside Director is confirmed, the Company has no concerns about conflict of interest with ordinary shareholders and designates him as an Independent Officer.

Summary of liability limitation agreements

Pursuant to Article 427, Paragraph 1 of the Companies Act and the Article 32 of the Articles of Incorporation of the Company, the Company entered into liability limitation agreements with Ms. Misako Fujioka and Ms. Junko Okawa. If they are re-elected and assume offices, the Company will continue these agreements with them. And if the nomination of Mr. Haruhiko Kato is approved, the Company will enter into the same agreement with him. The liability based on the agreement will be limited to the higher of: 5 million yen; or any amount prescribed by applicable laws and regulations.

Summary of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy with an insurance company, which includes all officers of the Company and the Company's subsidiaries as the insureds, thereby covering losses and costs incurred by any of the officers in cases where they are liable for damages arising from their performance of duties. Regarding premiums, 90% of insurance premiums is borne by the Company and 10% is borne by the officers. If each candidate is elected and assumes the office as Director, the Company plans to include every such Director as an insured in the directors and officers liability insurance policy. The term of the directors and officers liability insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

**[Reference] Skills Matrix for the Board of Directors:
Expertise and experience of nominees for Directors (excluding Directors who are Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members**

If proposal 2 and proposal 3 are approved and adopted as originally proposed at this Ordinary General Meeting of Shareholders, the Company's Board of Directors will consist of members who have the following skills.

			Corporate management	Media industry insights	Finance and accounting	DX/ Technology	Organizational structures and human resources development	Diversity	Governance	Sustainability and ESG
Susumu Okinaka	Representative Director and President		○		○	○			○	
Shinya Yamamoto	Representative Director and Vice President		○	○			○			○
Hironobu Nakamura	Director, Executive Officer			○	○		○		○	
Toshiaki Imamura	Director, Managing Executive Officer		○	○		○	○			
Takehiro Honjo	Director	Outside Independent	○		○				○	○
Akihiro Kuroda	Director	Outside Independent	○					○	○	○
Hiroshi Shinozuka	Director	Outside	○	○		○			○	
Reiko Horikoshi	Director	Outside	○	○			○	○		
Senko Ikenobo	Director	Outside Independent					○	○	○	○
Natsuto Tanaka	Director (Standing Audit and Supervisory Committee Member)				○		○		○	○
Misako Fujioka	Director (Audit and Supervisory Committee Member)	Outside Independent	○		○			○	○	
Junko Okawa	Director (Audit and Supervisory Committee Member)	Outside Independent	○				○	○		○
Haruhiko Kato	Director (Audit and Supervisory Committee Member)	Outside Independent	○		○			○	○	

(Note) The table above shows top four of particularly expected skills based on their experiences, etc., and it does not represent all the knowledge of nominees for Directors.

[Reference] Independence Standards for Outside Directors

Outside Directors for Asahi Broadcasting Group Holdings Corporation deemed to be independent must not meet any of the criteria specified below.

- (1) Individuals, either currently or during the last 10 years, who are:
 - (i) An executive director, executive and/or key employee of a company at which either an executive director or key employee (*Note 2: same applies below) of the Group (*Note 1: same applies below) is posted as an officer
 - (ii) A major shareholder owning 10% or more of the Company's voting rights or an executive director, executive and/or key employee thereof
 - (iii) An executive director, executive and/or key employee of a company attempting to position the Group as an important business partner (*Note 3), or of said company's parent company or key subsidiary
 - (iv) An executive director, executive and/or key employee of a company that is an important business partner of the Group (*Note 4), or of said company's parent company or key subsidiary
 - (v) A consultant, accounting specialist, and/or legal specialist receiving cash and other assets equivalent to 10 million yen or more annually from the Group beyond compensation as a director (if the entity receiving the stated assets is a corporation, union or other organization, then any individual belonging to said organization)
 - (vi) A director or key business executive of an organization receiving donations or assistance from the Group of 10 million yen or more annually
 - (vii) An executive director, executive and/or key employee of a company that is a member of the television network affiliate group to which subsidiaries of the Company belongs.
- (2) Individuals whose spouse or second-degree relatives currently are:
 - (i) An executive director or key employee of the Company or its subsidiaries
 - (ii) Individuals to whom any of the criteria stipulated in (1) (items (i) through (vii)) above apply.
- (3) Any individuals for which there is a concern of permanent, actual conflicts of interests with the Company's general shareholders as a whole.

*Note 1: "The Group" shall mean the Company and those companies, from among the subsidiaries and affiliates of the Company, that are deemed to have a particularly important relationship with the Company, as prescribed in the Group Companies Management and Administration Regulations.

*Note 2: "Key employee" typically refers to rank of manager and above.

*Note 3: A "company attempting to position the Group as an important business partner" refers to any company receiving 2% or more of its annual consolidated net sales from the Group in its most recent business year.

*Note 4: A "company that is an important business partner of the Group" refers to any company accounting for 2% or more of the Company's annual consolidated net sales, or any company providing financing to the Group totaling 2% or more of the Company's consolidated total assets, for the most recent business year.