



April 28, 2026

To whom it may concern:

Company Name: TOHO HOLDINGS CO., LTD.
Corporate Representative: Hiromi Edahiro, Representative
Director, President and CEO
(Prime Market of Tokyo Stock
Exchange Securities Code: 8129)
Contact: Makoto Kawamura, Executive
Corporate Officer and General
Manager, Corporate Strategy Division
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Notice Regarding Decision on the Candidates for Directors and the Candidate for CEO

We are pleased to announce that at the Board of Directors meeting held today, based on the opinion of the Nomination and Compensation Committee, a majority of which consists of independent Outside Directors, the candidates for Director to be proposed at the 78th annual general meeting of shareholders set to be held on June 26, 2026 (the “Shareholders Meeting”) have been determined, and premised on the appointment of the Directors being approved by the shareholders at the Shareholders Meeting, we provisionally appointed the person who will be CEO under the new structure as well.

Furthermore, we have received an opinion from the Audit and Supervisory Committee expressing approval in advance with respect to the Director candidates and the reasons for their appointment.

1. Process and Reasons for Decisions on Director Candidates and CEO Candidate

In order to enhance the objectivity and transparency of the decisions on nominations and compensation, etc. of Directors, the Company has established a voluntary Nomination and Compensation Committee, a majority of which consists of independent Outside Directors and which is chaired by an Outside Director, as an advisory body to the Board of Directors.

To further improve the objectivity and transparency of the nomination process, at the Board of Directors meeting held on December 10, 2025, the Company’s Board of Directors determined Director appointment and dismissal criteria and CEO selection and removal criteria based on a proposal prepared by the Nomination and Compensation Committee. The specific details of the Director appointment and dismissal criteria and CEO selection and removal criteria are as set forth in the exhibit. Furthermore, as announced in the “Notice Regarding the Medium-term Management Plan 2026–2028 “Soaring into the Next Generation”” dated April 28, 2026, the Company formulated and announced on April 28, 2026 a new Medium-Term Management Plan (the “New Medium-Term Management Plan”) to execute strategies and measures focused

on achieving a discontinuous increase in operating profit as part of a monetization phase driven by further investments aimed at growth based on the foundation established during the period during which the previous medium-term management plan was being implemented. In the New Medium-Term Management Plan, we have adopted the following measures to support the Company's growth strategy: (i) strengthening profitability of the pharmaceutical wholesale business; (ii) improving profitability by efficiency in the dispensing pharmacy business; (iii) expansion of CDMO operations to accommodate new modalities; and (iv) diversification of business domains through alliances and M&A, and early expansion of new businesses by promoting medical DX. Based on the New Medium-Term Management Plan, the Company aims to achieve consolidated operating profit of at least 30 billion yen, a consolidated operating margin of at least 1.5%, and an ROE of at least 8.0% in the fiscal year ending March 2029.

The Nomination and Compensation Committee considered the selection of the optimum candidates for Director and candidate for CEO who satisfy the determined appointment criteria for Directors (with respect to the candidate for CEO, the CEO selection criteria in addition to the appointment criteria for Directors), and who are best suited to steadily execute the New Medium-Term Management Plan and seek mid- to long-term enhancement of the Company's corporate value, and in addition to conducting interviews with incumbent Directors, searched from among a wide range of candidate tiers for candidates who have the necessary qualities, expertise, and experience, and carefully carried out a series of interviews with diverse candidates, and evaluations and discussions.

With respect to the CEO in particular, after the secretariat prepared a list of candidates considered to meet the CEO selection criteria in addition to the appointment criteria for Directors, an outside expert conducted assessment, etc. of six CEO candidates, including four incumbent Directors, and we received evaluations by that outside expert of the six CEO candidates. In addition, the members of the Nomination and Compensation Committee who are Outside Directors (the "Outside Director Members") conducted a total of 11 direct interviews, and while taking into account the evaluation by the aforementioned outside expert, carried out multi-faceted evaluations and deliberations from the perspectives of compatibility with the CEO selection criteria, their drive and will to promote the New Medium-Term Management Plan, and contributions to improvement of mid- to long-term corporate value.

With respect to candidates for a newly appointed Outside Director, after the secretariat prepared a list of candidates considered to meet the Outside Director appointment criteria, an evaluation was conducted of the candidates' career histories, characteristics, and backgrounds, etc., and a determination was made after interviews with three candidates at the Nomination and Compensation Committee.

The four Outside Director Members received a demand dated December 15, 2025 to file a liability suit against a total of 16 of the Company's Directors and former Directors from 3D WH OPPORTUNITY MASTER OF-3D WH OPPORTUNITY HOLDINGS, a shareholder of the Company (the "Request for the Lawsuit"), and based on the persons covered by the Request for the Lawsuit being included in the members

comprising the Nomination and Compensation Committee, for the purpose of conducting more objective and unreserved discussions and deliberations regarding the CEO, COO, and officer structure, from January 2026, a total of six meetings were held by only the Outside Director Members, and careful deliberations were carried out while, without simply accepting the present executive structure as a given, keeping the option of the new CEO also having a new executive structure. Based on the investigation, deliberations, and decision of the Audit and Supervisory Committee pertaining to the Request for the Lawsuit (for details, please refer to the Company's press release "Responding to Shareholders' Request for a Lawsuit (Non-Prosecution)" dated February 12, 2026), the Outside Director Members decided that the Request for the Lawsuit would not be grounds for denying reappointment of CEO Edahiro and COO Umada because the credibility of their written statements is low and no liability for neglect of duties can be found.

Having gone through such a process, the Nomination and Compensation Committee judged that it is particularly important to maintain and strengthen the continuing and long-term relationships with business partners which, as a characteristic of the pharmaceutical wholesaling industry that is at the core of the Company group, are indispensable for mid- to long-term enhancement of corporate value, and that a structure that maintains the current business execution structure in which leadership is provided by Mr. Edahiro and Mr. Umada, who have trustful relationships that were built based on continuing and long-term relationships with business partners and an abundance of knowledge and insight regarding the pharmaceutical wholesaling industry, conforms to the determined appointment criteria for Directors (with respect to the candidate for CEO, the CEO selection criteria in addition to the appointment criteria for Directors) and is best for the steady execution of the New Medium-Term Management Plan. Furthermore, Mr. Masahiko Ito, who is a candidate to be a newly appointed Outside Director, not only satisfies but has higher independence than the criteria for independence established by the Company (see the exhibit), and after the Shareholders Meeting, a majority of the Company's Board of Directors will consist of Outside Directors with a high level of independence, so the Nomination and Compensation Committee judges that by implementing appropriate monitoring of business execution through a new business execution structure, a more effective supervisory structure will be built.

As a result of these deliberations, the Nomination and Compensation Committee submitted to the Board of Directors its opinion that it is most desirable to submit as Director candidates to the Shareholders Meeting the persons described in 2. Candidates for Director below. Although the members of the Nomination and Compensation Committee include CEO Edahiro and COO Umada, neither of them participated in deliberations and discussions at the Nomination and Compensation Committee on whether to reappoint the CEO and COO.

In light of this, the Company's Board of Directors held careful discussions based on the opinion submitted by the Nomination and Compensation Committee and by the unanimous approval of all Directors, decided on the Director candidates as set forth below.

As a result of the number of Directors who are Audit and Supervisory Committee Members becoming

three due to Mr. Yoshiaki Kamoya, who is an Outside Director (Audit and Supervisory Committee Member), stepping down upon the conclusion of the Shareholders Meeting due to the expiration of his term of office, we have selected a candidate for a substitute Director who is an Audit and Supervisory Committee Member.

2. Candidates for Director

The Director candidates that we propose to the Shareholders Meeting for appointment, and — if they are approved by the shareholders at the Shareholders Meeting — the Company’s director structure (including Directors who are not subject to the appointment proposal that is proposed to the Shareholders Meeting because they are not in election this period), are as follows.

(1) Candidates for Director (Excluding Directors who are Audit and Supervisory Committee Members)

Director	Hiromi Edahiro (Reappointment)
Director	Akira Umada (Reappointment)
Director	Takeo Matsutani (Reappointment)
Director	Shuzo Kono (Reappointment)
Director (Outside)	Manako Haga (Reappointment)
Director (Outside)	Masahiko Ito (New appointment)

(2) Candidates for Director who are Audit and Supervisory Committee Members

Director who is Audit and Supervisory Committee Member (Outside)	Hidehito Kotani (Reappointment)
Director who is Audit and Supervisory Committee Member (Outside)	Chie Goto (Reappointment)

Miho Saito, Director (Outside) who is Audit and Supervisory Committee Member, is not in the election period. Yoshiaki Kamoya, Director (Outside) who is Audit and Supervisory Committee Member, will step down upon the conclusion of the Shareholders Meeting due to the expiration of his term of office.

(3) Promoted Director

Name	New Position	Current Position
Shuzo Kono	Executive Managing Director, in charge of Transformation and responsible for the dispensing pharmacy business and other related	Director and Corporate Officer, in charge of Transformation

	businesses	
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(4) Changes to Duties Assigned to Directors

Name	New Position	Current Position
Akira Umada	Senior Executive Managing Director and COO responsible for the pharmaceutical wholesaling business	Senior Executive Managing Director and COO
Takeo Matsutani	Executive Managing Director and CGO responsible for the pharmaceutical manufacturing and sale business	Executive Managing Director and CGO

(5) Directors and Officers

Directors (excluding those who are Audit and Supervisory Committee Members)

Representative Director, President and CEO	Hiromi Edahiro
Senior Executive Managing Director and COO responsible for the pharmaceutical wholesaling business	Akira Umada
Executive Managing Director and CGO responsible for the pharmaceutical manufacturing and sale business	Takeo Matsutani
Executive Managing Director, in charge of Transformation and responsible for the dispensing pharmacy business and other related businesses	Shuzo Kono
Outside Director	Manako Haga
Outside Director	Masahiko Ito (New appointment)

Directors who are Audit and Supervisory Committee Members

Outside Director (Audit and Supervisory Committee Member)	Hidehito Kotani
Outside Director (Audit and Supervisory Committee Member)	Chie Goto
Outside Director (Audit and Supervisory Committee Member)	Miho Saito

(6) Skill Matrix for Directors

The following table shows the skill matrix for the Company's Board of Directors if the Director candidates are approved by the Company's shareholders at the Shareholders Meeting.

Name	Corporate	Finance &	Human	Legal Affairs &	Sales Strategy /	Business	Knowledge of
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	Management	Accounting / Capital Markets	Resource and Organizational Development / Sustainability	Risk Management	Logistics	Development / DX	Pharmaceutical Administration and Policy
Hiromi Edahiro	○	○				○	○
Akira Umada	○		○		○		○
Takeo Matsutani	○		○	○	○	○	○
Shuzo Kono	○				○	○	○
Manako Haga	○	○	○				
Masahiko Ito	○		○		○	○	
Hidehito Kotani	○	○			○	○	○
Chie Goto		○	○	○			
Miho Saito	○	○	○				

3. Career History and Reasons for Appointment of Candidates to be Newly Appointed Directors

Candidate for Director (Excluding Directors who are Audit and Supervisory Committee Members)

Name: Masahiko Ito

Career highlights: April 1982 Joined Fujikura Insulated Wire & Cable Co. (current Fujikura Ltd.)
April 2013 Corporate Officer and General Manager of Superconductor Business Development Division, New Business Development Center, Fujikura Ltd.
April 2014 Managing Corporate Officer, Deputy Chief of Power & Telecommunication Systems Company, in charge of Infrastructure Business Segment, and General Manager of Superconductor Business Development Division, New Business Development Center, Fujikura Ltd.
April 2015 Managing Corporate Officer, Deputy Chief of Power &

	Telecommunication Systems Company, Fujikura Ltd.
June 2015	Director and Managing Corporate Officer, Deputy Chief of Power & Telecommunication Systems Company, Fujikura Ltd.
April 2016	Representative Director and President, Fujikura Ltd.
June 2016	Chairperson, The Japanese Electric Wire & Cable Makers' Association
April 2021	Representative Director, President and CEO, Fujikura Ltd.
April 2022	Director and Chairperson, Chairperson of the Board of Directors, Fujikura Ltd.
June 2022	Chairperson, The Japanese Electric Wire & Cable Makers' Association
March 2024	Outside Director, Toagosei Co., Ltd.
April 2024	Director and Chairperson, Fujikura Ltd.
June 2024	Honorary Advisor, Fujikura Ltd.
September 2024	Outside Director, TechnoPro Holdings, Inc.

Reason for Selection as Candidate for Outside Director (Excluding Director who is an Audit and Supervisory Committee Member)

Along with having abundant knowledge and experience as a company manager such as his work as Representative Director of Fujikura Ltd., Mr. Masahiko Ito has a high level of insight on governance that he cultivated through his experience in company management and as an Outside Director of another company.

We expect that he will utilize his knowledge and experience in providing advice from an independent standpoint on appropriate decision-making by the Board of Directors and carrying out highly effective supervision, so we ask that he be appointed as a new Outside Director.

Candidate for Director who is a Substitute Audit and Supervisory Committee Member

Name: Hideyuki Nakagawa

Career highlights: October 1999 Joined Yamada & Partners Accounting Office (current Yamada & Partners Tax Co.)

January 2002 Joined Yusei Audit Co. (current Grant Thornton Taiyo LLC)

April 2007 Joined Yamada MTS Capital Co., Ltd. (current Yamada Consulting Group Co., Ltd.)

August 2007 Director, Yamada MTS Capital Co., Ltd.

November 2009 Joined Yamada Business Consulting Co., Ltd. (current Yamada Consulting Group Co., Ltd.)

August 2011	Representative of Hideyuki Nakagawa Certified Public Accountant Certified Public Tax Accountant Office (current Hideyuki Nakagawa Certified Public Accountant Office) (to present)
March 2017	Corporate Auditor, AMBICION Co., Ltd. (to present)
September 2017	Outside Corporate Auditor, AKIBA Holdings Co., Ltd.
June 2024	Outside Director, AKIBA Holdings Co., Ltd. (to present)

Reason for Selection as Candidate for a substitute Outside Director who is an Audit and Supervisory Committee Member

Mr. Hideyuki Nakagawa has abundant knowledge and experience as a certified public accountant regarding finance and accounting. We expect that he will utilize his expert knowledge and experience in our Company's management and its supervision, so we ask that he be appointed as a substitute Outside Director who is an Audit and Supervisory Committee Member.

End

Director Appointment and Dismissal Criteria and CEO Selection and Removal Criteria

Director Appointment Criteria

- Understanding the Company group's mission statement, and having experience and knowledge that contributes to sustainable growth and enhancement of mid- to long-term corporate value (having any of the skills listed in the Skill Matrix)
- Without being limited to only expressing approval or disapproval at Board of Directors meetings, along with precisely grasping the business environment and changes in the market, being able to contribute to enhancement of the quality of the Board of Directors' discussions and presentation of new points for discussion with objective judgment, logical thinking, insight, and foresight
- Possessing the character, dignity, and insight befitting a Director
- With respect to Outside Directors, in addition to the above, being a person who satisfies the independence criteria set by the Company

Criteria for Judging Independence of Outside Directors

The Company has established "Independence Criteria for Outside Directors" as set forth below, and it judges Outside Directors or candidates to be an Outside Director who do not fall under any of the following items to have independence.

1. An executive (Note 1) of the Company or its subsidiaries (the "Company Group"), or a person who was an executive of the Company Group within the past ten years
2. A major shareholder (Note 2) of the Company, or an executive thereof
3. A main business partner of the Company Group (Note 3), or an executive thereof
4. A party that has the Company Group as its main business partner (Note 4), or an executive thereof
5. A main lender of the Company Group (Note 5), or an executive thereof
6. An executive of the Company Group's lead underwriter
7. An individual belonging to an audit firm that is the Company Group's accounting auditor
8. A consultant, accounting professional, or legal professional (if such a party is a corporation, partnership, or other organization, a person belonging to such organization) who has received from the Company Group on average over the most recent three business years money or other property of at least 10 million yen per year other than as officer compensation
9. A person who on average over the most recent three business years has received from the Company Group donations or aid of at least 10 million yen per year or at least two percent of their annual gross income amount; if the recipient of such donations or aid is a corporation, partnership, or other organization, an executive of such organization

10. A business that accepts a Director or Auditor from the Company Group, or an executive of that business group
11. A person for whom less than five years have passed after leaving a past position at an organization or business partner set forth in 2 through 9 above
12. A spouse or a relative in the second degree of kinship of a person listed in 1 through 11 above (however, limited to key persons (Note 6))
13. A person whose total period in office as an Outside Director exceeds ten years

Note 1: Executive refers to an Executive Director, Executive Managing Officer, another person corresponding thereto, or employee.

Note 2: Major shareholder refers to someone who holds no less than ten percent of all voting rights at the end of the most recent business year.

Note 3: A main business partner of the Company Group refers to a business partner whose annual transaction amount exceeds one percent of the Company's consolidated sales in the most recent business year.

Note 4: A party that has the Company Group as its main business partner refers to a party whose annual transaction amount with the Company Group exceeds one percent of that business partner's consolidated sales in the most recent business year.

Note 5: Main lender of the Company Group refers to a financial institution that has lent to the Company Group an amount that exceeds one percent of the Company's consolidated total assets in the most recent business year.

Note 6: Key person refers to Directors, Executive Managing Officers, and executives who are ranked at or above General Manager.

Director Dismissal Criteria

- It has become difficult for the Director to continue carrying out duties because of health reasons
- The Director significantly damaged the value of the Company by neglecting their duties
- The Director does not satisfy a matter listed in the Director appointment criteria
- The Director comes to fall under grounds disqualifying a Director set forth in Article 331 of the Companies Act
- The Director has acted with malice or gross negligence in violation of a material law or regulation, the Articles of Incorporation, or public order and morals

CEO Selection Criteria

As CEO selection criteria, in addition to the Director appointment criteria, the Company establishes the following requirements from among the talent requirements under the Company's CEO succession plan as those that should be particularly required in, and emphasized for, top management.

- Strength of character / sense of ethics, and integrity

- Leadership
- Ability to handle change
- Decisiveness / power to achieve goals
- Power to bring change / organization development
- Vision-formation

In connection with the selection of candidates to be CEO, the Company has established in detail a CEO talent requirements definition for a CEO consisting of the following ten categories, and the Company evaluates each candidate based on a CEO talent requirements definition : (I) skills and experience: (i) power to bring change / organization development, (ii) strategic thinking / ability to act, (iii) industry (wholesale) experience, (iv) finance and business management ability, (v) stakeholder engagement, (II) conduct: (vi) ability to handle change / desire to learn, (vii) decisiveness / power to achieve goals, (viii) leadership / communications, (III) temperament: (ix) strength of character / sense of ethics, and integrity, and (x) vision formation and intellectual curiosity.

CEO Removal Criteria

As CEO removal criteria, in addition to the Director dismissal criteria, the Company establishes the following requirement.

- The CEO does not satisfy a matter listed in the CEO selection criteria