Cover

Documents submitted Extraordinary Report

Submitted to Director-General of the Kanto Local Finance Bureau

Submission date December 28, 2022

Company name Kabushiki-Kaisha Amvis Holdings

English name Amvis Holdings, Inc.

Name and title of representative Keiichi Shibahara, Representative Director and CEO

Location of the head office 2-7-2 Yaesu, Chuo-ku, Tokyo, Japan

Phone number +81-3-6262-5105

Administrative contact Tetsuya Nakagawa, Director and CFO

The nearest point of contact 2-7-2 Yaesu, Chuo-ku, Tokyo, Japan

Phone number +81-3-6262-5105

Name of the administrative contact person Tetsuya Nakagawa, Director and CFO

The location where information is available for Tokyo Stock Exchange, Inc.

public inspection (2-1, Nihombashi Kabuto-cho, Chuo-ku, Tokyo, Japan)

1. Reason for Submitting

Amvis Holdings, Inc. submits this extraordinary report in accordance with the provisions of Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act, and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc. because the matters below were resolved at the 6th Ordinary General Meeting of Shareholders held on December 23, 2022.

2. Description of Report

(1) Date of the Ordinary General Meeting of Shareholders: December 23, 2022

(2) Details of matters resolved

Proposal No. 1: Appropriation of Surplus

(a) Matters concerning the allocation of dividend property to shareholders and the total amount
 6 yen per share of common shares of the Company
 Total amount 293,502,864 yen

(b) Effective date of the dividends from surplus December 26, 2022

Proposal No. 2: Election of Five (5) Directors

Messrs. Keiichi Shibahara, Tetsuya Nakagawa, Shingo Yamaguchi, Nobutaka Ushigome and Tsuyoshi Yamada were elected as directors.

Proposal No. 3: Election of Three (3) Audit & Supervisory Board Members

Messrs. Ryoji Arai, Shinkichi Matsuo and Takahiro Sugawara were elected as Audit & Supervisory Board members.

Proposal No. 4: Partial Amendment to the Articles of Incorporation

In accordance with the enforcement on September 1, 2022 of the revised provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the "Law for Partial Revision of the Companies Act" (Law No. 70 of 2019), the Company proposes to establish provisions to the effect that the Company will take measures to provide information on the contents of reference documents, etc. for general meetings of shareholders electronically and to the effect that the scope of matters to be included in the documents to be delivered to shareholders who request the delivery of such documents could be limited.

In addition, since the current provisions on Internet disclosure and deemed provision of reference documents for general meeting of shareholders are no longer necessary, the Company proposes to delete these provisions and to establish supplementary provisions regarding transitional measures in connection with these changes.

Proposal No. 5: Capital Reduction

In order to reduce the burden of accumulated earnings taxes by qualifying as a small- and medium sized corporation under the Corporation Tax Law and to secure options for medium- to long-term shareholder returns, the Company plans to reduce the amount of its share capital in accordance with Article 447, Paragraph 1 of the Companies Act.

(a) Reason for the amendment

The amount of share capital will be reduced by 5,816,337,900 yen from the current level of 5,866,337,900 yen and the entire amount of the reduction will be transferred to other capital surplus. The amount of share capital after the reduction will be 50,000,000 yen.

The amount of share capital and amount of share capital after the reduction may change due to the exercise of stock acquisition rights issued by the Company by the effective date of the capital reduction and other factors.

(b) Effective date of capital reduction January 31, 2023 (scheduled) (3) The number of affirmative and negative votes and the number of abstentions to the above matters, the requirements for approval and the resolution results

Matters resolved		Number of affirmative votes	Number of negative votes	Number of abstentions	Requirements for approval	Resolution results	
						Approval ratio (%)	Approved/ Disapproved
Proposal No. 1: Appropriation of Surplus		461,114	1,313	0	(Note) 1	99.72	Approved
Proposal No. 2: Election of Five (5) Directors	Keiichi Shibahara	447,905	14,521	0	(Note) 2	96.86	Approved
	Tetsuya Nakagawa	460,278	2,148	0		99.54	Approved
	Shingo Yamaguchi	460,353	2,074	0		99.55	Approved
	Nobutaka Ushigome	456,889	5,537	0		98.80	Approved
	Tsuyoshi Yamada	460,807	1,620	0		99.65	Approved
Proposal No. 3: Election of Three (3) Audit & Supervisory Board Members	Ryoji Arai	461,122	1,305	0	(Note) 2	99.72	Approved
	Shinkichi Matsuo	461,119	1,308	0		99.72	Approved
	Takahiro Sugawara	457,207	5,219	0		98.87	Approved
Proposal No. 4: Partial Amendment to the Articles of Incorporation		461,125	1,302	0	(Note) 3	99.72	Approved
Proposal No. 5: Capital Reduction		460,083	2,344	0	(Note) 3	99.49	Approved

(Notes) 1. A majority of the affirmative voting rights of shareholders present at the meeting is required.

- 2. The presence of shareholders accounting for one-third or more of the voting rights of shareholders entitled to exercise voting rights at the meeting, and affirmative vote of majority of the voting rights of the shareholders present at the meeting are required.
- 3. The presence of shareholders accounting for one-third or more of the voting rights of shareholders entitled to exercise voting rights at the meeting, and affirmative vote of two-thirds or more of the voting rights of the shareholders present at the meeting are required.
- (4) Reason for not including some voting rights of shareholders present at the Ordinary General Meeting of Shareholders in the total number of voting rights
 - As the sum of the number of voting rights exercised up to the day prior to the meeting and the number of voting rights of the portion of shareholders present at the meeting whose intentions of affirmative, negative or abstentions for all matter were confirmed revealed that requirements for approval were met. As a result, since the matters were resolved in accordance with the Companies Act, the number of voting rights of the portion of shareholders present at the meeting whose intentions of affirmative, negative or abstentions were not confirmed were not included.