

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damage arising from the translation.

(Stock Exchange Code 2354)

April 28, 2023

(Start Date of Electronic Provision Measures

April 28, 2023)

To Shareholders with Voting Rights:

Hiroharu Tamai
President & Representative Director
YE DIGITAL Corporation
2-1-21 Komemachi, Kokurakita-ku,
Kitakyushu

**NOTICE OF CONVOCATION OF
THE 46TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 46th Annual General Meeting of Shareholders of YE DIGITAL Corporation (the “Company”) will be held for the purposes as described below.

As the Company is taking electronic provision measures in convening this General Meeting of Shareholders, matters subject to electronic provision measures are posted as the Notice of Convocation of the 46th Annual General Meeting of Shareholders on the Company’s website on the Internet.

Please check the documents by accessing the Company’s website below and selecting “Shareholders & Investors,” “Share Information,” and “General Meetings of Shareholders” in that order (available in Japanese only).

The Company’s website: <https://www.ye-digital.com>

In addition to the Company’s website, the documents are also posted on the website of the Tokyo Stock Exchange (“TSE”) on the Internet.

Please check the documents by accessing the TSE’s website (Listed Company Search) below and conducting a search by entering “YE DIGITAL” in the “Issue name (company name)” field or “2354” (in half-width characters) in the “Code” field. Then, select “Basic information,” followed by “Documents for public inspection/PR information.”

TSE’s website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Instead of attending the meeting, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders and indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it, or input your vote for or against the proposals on the website designated by the Company (<https://evote.tr.mufg.jp>). For either method, please ensure that you exercise your voting rights by 5:15 p.m. Japan time on Thursday, May 18, 2023.

- 1. Date and Time:** Friday, May 19, 2023 at 10:00 a.m. Japan time (Door will open at 9:00 a.m.)
- 2. Place:** Presentation Room on the 6th floor, YE DIGITAL Corporation
AP L-tage Komemachi Building, 2-1-21 Komemachi, Kokurakita-ku, Kitakyushu

3. Meeting Agenda:

Matters to be reported: 46th fiscal year (from March 1, 2022 to February 28, 2023)

1. The Business Report, Consolidated Financial Statements, and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
2. Non-consolidated Financial Statements

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of 6 Directors
Proposal 3: Election of 1 Audit & Supervisory Board Member

-
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - Should there be any revisions to the matters subject to electronic provision measures, the revised content and other related information will be posted on the respective websites.
 - This year, too, we will not distribute souvenirs to the shareholders attending the meeting. We appreciate your kind understanding in advance.

<Enforcement of the System for Electronic Provision of Materials for General Meetings of Shareholders>

In line with the enforcement of the system for electronic provision of materials pursuant to the amendment of the Companies Act, the distribution method for the materials for general meetings of shareholders (reference documents for the general meeting of shareholders, business report, consolidated financial statements, non-consolidated financial statements, and audit report) has changed to being posted on websites from sending paper copies as in the past.

Please access the URL stated in this Notice to check the information.

For this meeting, the Company has decided to send to all shareholders the paper documents to be sent to shareholders who have requested paper copies of the materials in accordance with the provisions of laws and regulations and the Articles of Incorporation.

Please refer to all of the documents collectively.

<Notice Regarding Countermeasures against Virus Infections>

Shareholders planning on attending the meeting are kindly requested to pay attention to your physical condition on the day of the meeting, and to take infection prevention measures when attending.

In addition, we also take measures to prevent infection at the venue of the meeting such as temperature check at entrance and other measures. We appreciate your kind understanding and cooperation.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Concerning year-end dividends for the 46th fiscal year, the Company proposes the following, in view of factors such as the business results for the current fiscal year and future business expansion.

(1) Type of dividend property

Cash

(2) Matters concerning allotment of dividend property and the total amount

¥5 per share of the Company's common stock.

In this case, the total amount of dividends will be ¥90,677,225.

(3) Effective date of appropriation of surplus

May 22, 2023

Proposal 2: Election of 6 Directors

The terms of office of all 6 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we propose that 6 Directors be elected.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Naoto Endo (March 5, 1955)	<p>March 1976 Joined YASKAWA Electric Manufacturing Co. Ltd. (currently YASKAWA Electric Corporation)</p> <p>February 1978 Transferred to the Company</p> <p>June 2002 Director</p> <p>May 2011 President & Representative Director, YASKAWA Information Kyushu Co., Ltd. (currently YE DIGITAL Kyushu Corporation)</p> <p>March 2016 Senior Corporate Officer, the Company</p> <p>March 2017 Executive Vice President</p> <p>May 2018 President & Representative Director</p> <p>May 2022 Chairman & Representative Director (to present)</p>	10,000
	Reappointment	<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Endo has continued to be chosen as a candidate for Director so that he may utilize, in the areas of the Company's management, his extensive and wide experience and knowledge of overall management as a manager cultivated to this point, including serving as Director of the Company, as President & Representative Director of subsidiary YASKAWA Information Kyushu Co., Ltd. (currently YE DIGITAL Kyushu Corporation), and as President & Representative Director of the Company from 2018 to 2022, and Chairman & Representative Director of the Company from 2022.</p>	
2	Hiroharu Tamai (January 24, 1964)	<p>March 1986 Joined the Company</p> <p>September 2013 Associate Director, the Company</p> <p>June 2014 Corporate Officer</p> <p>March 2018 Senior Corporate Officer</p> <p>March 2021 Chief Senior Corporate Officer; IoT Business Control Officer; Manager of Embedded & Control Systems Division</p> <p>May 2021 Director & Chief Senior Corporate Officer; IoT Business Control Officer; Manager of Embedded & Control Systems Division</p> <p>May 2022 President & Representative Director (to present)</p>	10,000
	Reappointment	<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Tamai has continued to be chosen as a candidate for Director so that he may utilize, in the areas of the Company's management, his extensive and wide experience and knowledge of overall management as a manager cultivated to this point, including serving as the person responsible for systems development and sales businesses, as Director of the Company since 2021, and as President & Representative Director of the Company from 2022.</p>	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Yushi Noguchi (February 12, 1953)	April 1971 April 1997 October 2006 April 2007 July 2014 June 2016 July 2019	10,000
	Reappointment	Joined NIPPON EXPRESS CO., LTD. General Manager, Americas Region Information Systems Department, Head Office, NIPPON EXPRESS U.S.A., INC. General Manager, Sales Promotion Division, 3PL Division, NIPPON EXPRESS CO., LTD. Managing Associate Director; General Manager, Information Technology Promotion Division (CIO) Representative, GLIT CONSULTING LLC. (to present) Outside Director, the Company (to present) Representative Director, Glitter Friends Co., Ltd (to present)	
	Candidate for Outside Director Candidate for Independent Officer	[Reasons for nomination as candidate for Outside Director and expected role] Mr. Noguchi has continued to be chosen as a candidate for Outside Director so that he may utilize, in the areas of the Company's management, his extensive and wide experience and knowledge cultivated at NIPPON EXPRESS CO., LTD., its group company GLIT CONSULTING LLC., and Glitter Friends Co., Ltd. He is expected to adequately fulfill his duties in the areas of the Company's management such as decisions on important matters and supervision of business execution.	
4	Shoichiro Shimoike (May 21, 1968)	March 1994 March 2015 March 2018 May 2018 March 2022	—
	Reappointment Candidate for Outside Director	Joined YASKAWA Electric Corporation General Manager, Automatic Equipment Technology Department, Corporate R&D Center, Technology and Development Division Deputy Manager, ICT Strategy Promotion Division Outside Director, the Company (to present) Corporate Officer; Manager, ICT Strategy Promotion Division, YASKAWA Electric Corporation (to present)	
5	Masamichi Miura (March 22, 1975)	October 2001 April 2007 May 2018	—
	Reappointment	Registered as an attorney at law Joined Miura Okuda Iwamoto Law Office (currently Miura Okuda Sugihara Law Office) Partner (to present) Outside Director, the Company (to present)	
	Candidate for Outside Director Candidate for Independent Officer	[Reasons for nomination as candidate for Outside Director and expected role] Although Mr. Miura has never been directly involved in corporate management, he has continued to be chosen as a candidate for Outside Director so that he may utilize, in the areas of the Company's management, his extensive and wide experience and knowledge as an attorney at law. He is expected to adequately fulfill his duties in the areas of the Company's management such as decisions on important matters and supervision of business execution with independence, from an objective viewpoint that considers overall corporate society, including laws and regulations, and without influence from the Company's ethics.	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Takayuki Motomatsu (March 25, 1966)	March 1989	3,000
		March 2013	
March 2017			
March 2021			
March 2022			
March 2023			
	New appointment	<p>[Reasons for nomination as candidate for Director] Although Mr. Motomatsu has never been directly involved in corporate management, he has been chosen as a candidate for Director so that he may utilize, in the areas of the Company's management, his experience and knowledge, based on his experience in business planning, accounting, and finance cultivated over many years at YASKAWA Electric Corporation. Mr. Motomatsu has served as a Corporate Officer of the Company since March 2023.</p>	

- (Notes)
1. As stated in his career summary, a Director candidate, Mr. Shoichiro Shimoike is the Corporate Officer and Manager of the ICT Strategy Promotion Division of YASKAWA Electric Corporation, and said company holds 6,940 thousand shares of the Company's stock (shareholding ratio: 38.27%). The Company does not only contract for information processing operations of said company, but also conducts consigned development for software, etc., that is embedded in said company's products.
 2. There are no special interests between the Company and the other Director candidates.
 3. Director candidates, Messrs. Yushi Noguchi, Shoichiro Shimoike, and Masamichi Miura are candidates for Outside Directors. Furthermore, the Company has filed with the Tokyo Stock Exchange the registration of Messrs. Yushi Noguchi and Masamichi Miura as independent officers, as stipulated by the Exchange. If each of them is elected in this Proposal, the Company intends to file the same registration with the Exchange.
 4. Independence of candidates for Outside Director as Outside Directors and Liability Limitation Agreements with Outside Directors
 - (1) Independence of candidates for Outside Director
 - 1) Mr. Yushi Noguchi will have been in office as Outside Director of the Company for six years and eleven months at the conclusion of this Annual General Meeting of Shareholders.
 - 2) Messrs. Shoichiro Shimoike and Masamichi Miura will have been in office as Outside Director of the Company for five years at the conclusion of this Annual General Meeting of Shareholders.
 - 3) Messrs. Yushi Noguchi and Masamichi Miura are not currently business executors or officers of any specified related business entity of the Company, nor have they held such positions within the past ten years.
 - 4) Messrs. Yushi Noguchi and Masamichi Miura are not scheduled to receive a significant amount of cash or other assets (excluding compensation, etc., as Directors, Audit & Supervisory Board Members, or other equivalent positions) from the Company or any specified related business entity of the Company, nor have they received such payment within the past two years.
 - 5) Mr. Shoichiro Shimoike is currently or was during the past ten years a business executor of YASKAWA Electric Corporation, a specified related business entity of the Company, has received salaries, etc. as an employee within the past two years, and is scheduled to receive such salaries in the future.
 - 6) Messrs. Yushi Noguchi, Shoichiro Shimoike, and Masamichi Miura are not spouses, relatives within the third degree of kinship, or persons of equivalent relationships, with business executors or officers of the Company or any specified related business entity of the Company.
 - (2) Improper business execution during term of office, prevention of said event, and subsequent response
Not applicable.
 - (3) Liability Limitation Agreements with Outside Directors
For the Company to attract suitably capable personnel as Outside Directors, the Company provides in the Articles of Incorporation that the conclusion of agreements is allowed with Outside Directors to limit their liability for damages to within a certain range, and such liability limitation agreements have been concluded with Messrs. Yushi Noguchi, Shoichiro Shimoike, and Masamichi Miura. If each candidate is elected in this Proposal, the Company plans to continue with the conclusion of said liability limitation agreement.
A summary of this agreement is as follows.
Concerning liability in Article 423, Paragraph 1 of the Companies Act, subsequent to conclusion of this agreement,

Outside Directors shall bear liability for damages with a maximum of the minimum liability limitation amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that duties were conducted in good faith and without gross negligence.

5. Directors and Officers Liability Insurance Contract

The Company has concluded a directors and officers liability insurance contract with an insurance company, designating Directors and Audit & Supervisory Board Members, excluding outside officers, as the insured, which will cover damage that may be incurred by the insured as a result of assuming responsibilities for the execution of their duties or receiving claims related to the pursuit of such responsibilities. Furthermore, the Directors whose election will be approved in this Proposal, excluding outside officers, will be insured under the insurance contract.

(Reference) Composition of the Board of Directors (if each candidate is elected at this Annual General Meeting of Shareholders)

Name	New appointment /Reappointment	Title	Corporate Management	Business Strategy	IT DX	Diversity and Human Resources Development	Finance and Accounting	Legal Affairs and Risk Management
Naoto Endo	Reappointment	Chairman & Representative Director	●	●	●	●		
Hiroharu Tamai	Reappointment	President & Representative Director	●	●	●	●		
Takayuki Motomatsu	New appointment	Director & Corporate Officer		●		●	●	●
Yushi Noguchi	Reappointment	Outside Director and Independent Officer	●	●	●	●		
Shoichiro Shimoike	Reappointment	Outside Director		●	●	●		
Masamichi Miura	Reappointment	Outside Director and Independent Officer				●		●

Proposal 3: Election of 1 Audit & Supervisory Board Member

The term of office of Outside Audit & Supervisory Board Member, Mr. Hidefumi Ogushi will expire at the conclusion of this Annual Meeting of Shareholders. Accordingly, the election of 1 Audit & Supervisory Board Member is proposed.

This Proposal has received the approval of the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, positions, and significant concurrent positions		Number of shares of the Company held
<p>Yoshifumi Noge (March 26, 1960)</p> <p>New appointment</p> <p>Candidate for Outside Audit & Supervisory Board Member</p> <p>Candidate for Independent Officer</p>	<p>April 1982 April 1997</p> <p>April 2008 October 2012 April 2020 November 2021</p>	<p>Joined Ricoh Company, Ltd. Group Leader, Second Development Department, Chemicals Division Sales Team Leader, Thermal Business Division Customer Support Team Leader, Thermal Business Division Representative, Monozukuri Design Lab (to present) Member, Numazu City Small and Medium Enterprise Promotion Council (to present)</p>	<p>—</p>
	<p>[Reasons for nomination as candidate for Outside Audit & Supervisory Board Member] Although Mr. Noge has never been directly involved in corporate management, he has been chosen as a candidate for Outside Audit & Supervisory Board Member to utilize in the audit system of the Company his specialized knowledge and experience cultivated at Ricoh Company, Ltd. and Monozukuri Design Lab.</p>		

- (Notes)
1. There are no special interests between the Company and the Audit & Supervisory Board Member candidate, Mr. Yoshifumi Noge.
 2. Mr. Yoshifumi Noge is a candidate for Outside Audit & Supervisory Board Member. In addition, Mr. Yoshifumi Noge is judged to fulfill the requirements for Independent Officers designated by the Tokyo Stock Exchange. If Mr. Yoshifumi Noge is elected in this Proposal, the Company intends to file with the Exchange his registration as an Independent Officer.
 3. Independence of a candidate for Outside Audit & Supervisory Board Member as an Outside Audit & Supervisory Board Member and a Liability Limitation Agreement with an Outside Audit & Supervisory Board Member
 - (1) Independence of a candidate for Outside Audit & Supervisory Board Member
 - 1) Mr. Yoshifumi Noge is not currently a business executor or officer of any specified related business entity of the Company, nor has he held such positions within the past ten years.
 - 2) Mr. Yoshifumi Noge is not scheduled to receive a significant amount of cash or other assets (excluding compensation, etc., as Directors, Audit & Supervisory Board Members, or other equivalent positions) from the Company or any specified related business entity of the Company, nor has he received such payment within the past two years.
 - 3) Mr. Yoshifumi Noge is not a spouse, a relative within the third degree of kinship, or a person of equivalent relationships, with business executors or officers of the Company or any specified related business entity of the Company.
 - (2) Improper business execution during term of office, prevention of said event, and subsequent response
Not applicable.
 - (3) Liability Limitation Agreements with Outside Audit & Supervisory Board Members
For the Company to attract suitably capable personnel as Outside Audit & Supervisory Board Members, the Company provides in the Articles of Incorporation that the conclusion of agreements is allowed with Outside Audit & Supervisory Board Members to limit their liability for damages to within a certain range. If Mr. Yoshifumi Noge is elected in this Proposal, the Company plans to conclude said liability limitation agreement with him.
A summary of this agreement is as follows.
Concerning liability in Article 423, Paragraph 1 of the Companies Act, subsequent to conclusion of this agreement, Outside Audit & Supervisory Board Members shall bear liability for damages with a maximum of the minimum liability limitation amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that duties were conducted in good faith and without gross negligence.