

(Note) This document has been translated from 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.

Securities Code: 2154

Date of sending by postal mail: September 11, 2023

Start date of measures for electronic provision: September 4, 2023

Dear Shareholders,

Yutaka Nishida
Chairman and Representative
Director, CEO
Open Up Group Inc.
2-14-1 Higashi-Shimbashi,
Minato-ku, Tokyo

Notice of the 19th Ordinary General Shareholders' Meeting

We are pleased to announce the 19th Ordinary General Shareholders' Meeting of Open Up Group Inc. (the "Company"), which will be held as described below.

In convening this Ordinary General Shareholders' Meeting, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company's website: <https://www.openupgroup.co.jp/ir/> (in Japanese)

(Access the above the Company's website, select "Shareholder's Meeting" under "IR Library," and select "FY2023.")

Website for posted informational materials for the Ordinary General Shareholders' Meeting: <https://d.sokai.jp/2154/teiji/> (in Japanese)

Tokyo Stock Exchange (TSE) website (Listed Company Search): <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the above TSE website, enter "Open Up Group" in "Issue name (company name)" or the Company's securities code "2154" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].")

We ask that you take the time to first review the attached Reference Documents for the General Shareholders' Meeting and then exercise your voting rights by 6:00 p.m., Monday, September 25, 2023, as per the instructions provided in "Exercise of Voting Rights" on page 3 of this notice.

Details

1. **Date and Time:** Tuesday, September 26, 2023, at 10:00 a.m. (JST)
2. **Place:** Kazanami Ballroom, Conrad Tokyo Annex, 2nd floor
1-9-1 Higashi-Shimbashi, Minato-ku, Tokyo
3. **Purposes of the Meeting**
Matters to be reported:
 - a. Business Report and Consolidated Financial Statements, and Audit Reports of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Board for the 19th Fiscal Year (from July 1, 2022, to June 30, 2023)
 - b. Non-consolidated Financial Statements for the 19th Fiscal Year (from July 1, 2022, to June 30, 2023)

Matters to be resolved:

- Proposal 1:** Partial Amendments to the Articles of Incorporation
- Proposal 2:** Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal 3:** Election of Three (3) Directors Who Are Audit & Supervisory Committee Members
- Proposal 4:** Determination of the Amount of Remuneration, etc., for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal 5:** Determination of the Amount of Remuneration, etc., for Directors Who Are Audit & Supervisory Committee Members
- Proposal 6:** Determination of the Amount of Remuneration, etc., for the Allotment of Restricted Stock to Directors (Excluding Outside Directors and Directors Who Are Audit & Supervisory Committee Members)

<Request>

- If you plan to attend the meeting in person, please submit the Voting Rights Exercise Form to the reception desk.
- If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval of the proposals on the voting form, we will treat it as if you indicated your approval.

<Information>

- Paper-based documents stating matters related to electronic provisioning measures will be sent to shareholders who have requested the delivery of paper-based documents. Those documents exclude the following information in accordance with the provisions of laws and regulations and Article 16 of the Company's Articles of Incorporation.
 - a) Principal Business
 - b) Major Offices
 - c) Status of Employees
 - d) Status of Stock Acquisition Rights, etc.
 - e) Status of Accounting Auditors
 - f) Policy on Determination of Dividends of Surplus, etc.
 - g) System to Ensure the Properness of Operation and its Operational Status
 - h) Consolidated Statements of Changes in Equity
 - i) Notes to Consolidated Financial Statements
 - j) Non-consolidated Statements of Changes in Equity
 - k) Notes to Non-consolidated Financial Statements

The Business Report which has been audited by the Audit & Supervisory Board Members, shall include not only the documents stated in this document, but also items a) through g) above, which are matters subject to measures for electronic provision and posted on the Company's website.

The Consolidated Financial Statements and Non-consolidated Financial Statements, which have been audited by the Audit & Supervisory Board Members and the Accounting Auditors, shall include not only the documents stated in this document, but also items h) through k) above, which are matters subject to measures for electronic provision and posted on the Company's website.

- If the matters subject to measures for electronic provision have been revised, a notice of the revision and the details of the matters before and after the revision will be posted on the above websites.

Exercise of Voting Rights

Your **voting rights** allow you to participate in the Company's management. Please make sure to exercise them.

Voting rights are important rights that allow shareholders to participate in the Company's management. Below are the methods for exercising voting rights. Please review the Reference Documents for the General Shareholders' Meeting and exercise your voting rights.

Attending the General Shareholders' Meeting



Date and time for the meeting

Tuesday, September 26, 2023, at 10:00 a.m. (JST)
Please present the Voting Rights Exercise Form to the reception desk. Also, please bring this notice for reference.

When exercising your voting rights by proxy, it is possible to delegate one other shareholder with voting rights in the Company. However, it is necessary to submit a document evidencing the proxy's right of representation.

Not attending the General Shareholders' Meeting



[Voting by mail]

Deadline for voting

6:00 p.m. on Monday,
September 25, 2023 (JST)

Please indicate your approval or disapproval of each of the proposals on the Voting Rights Exercise Form and return the Form to reach us by the deadline for voting.



[Voting via electromagnetic means
(the Internet, etc.)]

Deadline for voting

6:00 p.m. on Monday,
September 25, 2023 (JST)

After reviewing the Exercise of Voting Rights via the Internet, etc. on the next page, please access Exercise of Voting Rights Website (<https://www.web54.net>) from your computer or mobile phone and register your approval or disapproval of each of the proposals in accordance with the instructions on the screen.

If you exercise your voting rights by both sending the Voting Rights Exercise Form and via electromagnetic means (the Internet, etc.), only your vote via the Internet, etc., shall be deemed effective. Also, if you exercise your voting rights several times via the Internet, etc., only your final vote shall be deemed effective.

Exercise of Voting Rights via the Internet, etc.

Method 1: Scanning QR code® “Smart Vote”

You can simply login to the website for exercising voting rights without entering your voting code and password.

- 1 Please scan the QR code® located on the bottom right of the voting form.



* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.

- 2 Indicate your approval or disapproval by following the instructions on the screen.



Note that your voting rights can be exercised only once by using the “Smart Vote” method.

If you need to make a correction to the content of your vote after you have exercised your voting rights, please access the website for personal computer and login by entering your voting code and password printed on the voting form, and exercise your voting rights again.

* You can access the website for personal computer by scanning the QR code® again.

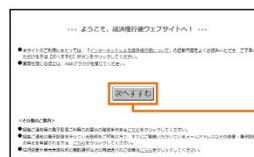
In case you need instructions for how to operate your personal computer/smartphone/mobile phone in order to exercise your voting rights via the Internet, please contact:

Method 2: Entering voting code and password

Exercise of Voting Rights Website

<https://www.web54.net>

- 1 Please access the Exercise of Voting Rights Website.



Click “Next.”

- 2 Enter your voting code printed on the Voting Rights Exercise Form.



Enter the Voting Rights Exercise Code.

Click “Login.”

- 3 Enter your password printed on the Voting Rights Exercise Form.



Enter the Password.

Set the new password you are going to use.

Click “Register.”

- 4 Indicate your approval or disapproval by following the instructions on the screen.

* The operation screens shown here are for reference purposes only.

Dedicated phone line for Stock Transfer Agency Web Support,
Sumitomo Mitsui Trust Bank, Limited
[Telephone number within Japan] 0120-652-031 (Toll free)
(9:00 a.m. to 9:00 p.m. on weekdays) (JST)

Institutional investors may use the platform operated for institutional investors by ICJ, Inc. to electronically exercise the voting rights.

Reference Documents for the General Shareholders' Meeting

Proposal 1: **Partial Amendments to the Articles of Incorporation**

1. Reasons for the proposal

- (1) The Company will change itself from a company with an Audit & Supervisory Board to a company with an Audit & Supervisory Committee in order to strengthen the supervisory function of the Board of Directors and further enhance its corporate governance through a stronger monitoring system by making Audit & Supervisory Committee Members, who are responsible for auditing the Directors' performance of their duties, members of the Board of Directors. The Company proposes to make changes necessary for the shift to a company with an Audit & Supervisory Committee, including the establishment of new provisions concerning Directors who are Audit & Supervisory Committee Members and the Audit & Supervisory Committee and the deletion of provisions concerning Audit & Supervisory Board Members and the Audit & Supervisory Board.
- (2) Necessary changes, such as those for the adjustment of provisions related to dividends of surplus, etc. (deletion of the redundant Article 5, paragraph 2, and Article 50 of the current Articles of Incorporation and new establishment of the proposed Article 44, paragraph 2 with acquisition of treasury shares and interim dividends being subject to Article 48 of the current Articles of Incorporation), will be made.
- (3) Other necessary changes, including correction of words and phrases associated with the above changes, will be made.

2. Details of the proposed amendments

Details of the proposed amendments are as follows (Underlined parts are amended).

The proposed amendments made to the Articles of Incorporation will go into effect upon the closing of the Ordinary General Shareholders' Meeting.

Current Articles of Incorporation	Proposed Amendments
Chapter 2 Shares	Chapter 2 Shares
Article 5 (Total Number of Authorized Shares <u>and Acquisition of Treasury Shares</u>)	Article 5 (Total Number of Authorized Shares)
1. The total number of authorized shares of the Company shall be 360,000,000.	1. The total number of authorized shares of the Company shall be 360,000,000.
2. Pursuant to the provisions of Article 165, paragraph 2 of <u>the Companies Act, the Company may acquire its own shares through market transactions by a resolution of the Board of Directors.</u>	(Deleted)
Article 8 (Share Handling Regulations)	Article 8 (Share Handling Regulations)
The handling of the rights of shareholders of the Company and fees related thereto shall be governed by the provisions stipulated in laws and regulations and the Articles of Incorporation in addition to the Share Handling Regulations to be established <u>by</u> the Board of Directors.	The handling of the rights of shareholders of the Company and fees related thereto shall be governed by the provisions stipulated in laws and regulations and the Articles of Incorporation in addition to the Share Handling Regulations to be established by the Board of Directors <u>or by Directors delegated by resolution of the Board of Directors.</u>
Article 9 (Shareholder Register Administrator)	Article 9 (Shareholder Register Administrator)
1. The Company shall have a shareholder register administrator.	1. The Company shall have a shareholder register administrator.

Current Articles of Incorporation	Proposed Amendments
<p>2. The shareholder register administrator and the place of business thereof shall be designated by resolution of the Board of Directors and public notice thereof shall be given.</p> <p>3. The preparation and keeping of the shareholder register and the share acquisition right register of the Company and other administrations relating to the shares shall be handled by the shareholder register administrator, and shall not be handled by the Company itself.</p>	<p>2. The shareholder register administrator and the place of business thereof shall be designated <u>by the Board of Directors or by Directors delegated</u> by resolution of the Board of Directors, and public notice thereof shall be given.</p> <p>3. The preparation and keeping of the shareholder register and the share acquisition right register of the Company and other administrations relating to the shares shall be handled by the shareholder register administrator, and shall not be handled by the Company itself.</p>
<p>Chapter 4 Directors and the Board of Directors</p>	<p>Chapter 4 Directors and the Board of Directors</p>
<p>Article 19 (Number of Directors)</p>	<p>Article 19 (Number of Directors)</p>
<p>1. The number of Directors of the Company shall not be <u>less than three</u> nor more than 16.</p> <p style="text-align: center;">(Newly established)</p>	<p>1. The number of Directors of the Company shall not be more than 16 <u>(excluding Directors who are Audit & Supervisory Committee Members)</u>.</p> <p>2. <u>The Company shall have not more than six Directors who are Audit & Supervisory Committee Members.</u></p>
<p>Article 20 (Appointment of Directors)</p>	<p>Article 20 (Appointment of Directors)</p>
<p>1. Directors shall be elected at a General Meeting of Shareholders.</p> <p>2. Resolution to appoint a member of the Audit & Supervisory Board in the preceding paragraph shall be passed by a majority vote of shareholders present and representing at least one third (1/3) of voting rights of the shareholders entitled to exercise their voting rights.</p> <p>3. Resolution for the election set forth in paragraph 1 shall not be conducted by cumulative voting.</p> <p style="text-align: center;">(Newly established)</p>	<p>1. <u>Directors who are Audit & Supervisory Committee Members and other Directors shall be appointed separately</u> by resolution of the General Meeting of Shareholders.</p> <p>2. Resolution to appoint a member of the Audit & Supervisory Board in the preceding paragraph shall be passed by a majority vote of shareholders present and representing at least one third (1/3) of voting rights of the shareholders entitled to exercise their voting rights.</p> <p>3. Resolution for the election set forth in paragraph 1 shall not be conducted by cumulative voting.</p> <p>4. <u>The term of office of a substitute Director who is an Audit & Supervisory Committee Member shall expire at the start of the Ordinary General Shareholders' Meeting held in the last business year ending within two years from the election of the Director.</u></p>
<p>Article 21 (Term of Office of Directors)</p>	<p>Article 21 (Term of Office of Directors)</p>
<p>1. The term of office of a Director shall expire at the conclusion of the Ordinary General Shareholders' Meeting held for the last business year that ends within one year from the appointment.</p> <p style="text-align: center;">(Newly established)</p> <p style="text-align: center;">(Newly established)</p>	<p>1. The term of office of Directors <u>(excluding Directors who are Audit & Supervisory Committee Members)</u> shall expire at the conclusion of the Ordinary General Shareholders' Meeting held for the last business year that ends within one year from the appointment.</p> <p>2. <u>The term of office of Directors serving as Audit & Supervisory Committee Members shall expire at the conclusion of the Ordinary General Shareholders' Meeting held for the last business year that ends within two years from the appointment.</u></p> <p>3. <u>The term of office of a Director who is an Audit & Supervisory Committee Member appointed as a substitute Director, who is an Audit & Supervisory Committee Member and retired prior to the expiration of his/her term of office, shall end at the expiration of the term of office of his/her predecessor.</u></p>
<p>Article 22 (Convocation of the Board of Directors)</p>	<p>Article 22 (Convocation of the Board of Directors)</p>

Current Articles of Incorporation	Proposed Amendments
<p>1. The Board of Directors' meetings shall be convened and chaired by the Representative Director. If there are multiple Representative Directors or if the Representative Director is unable to serve as the Chairperson, the first-ranking Director shall take his/her place in the order previously determined by the Board of Directors.</p> <p>2. Notice of a meeting of the Board of Directors shall be sent to each Director <u>and each Audit & Supervisory Board Member</u> three days prior to the scheduled date of the meeting. However, this period may be reduced if necessary in an emergency.</p> <p>3. A meeting of the Board of Directors may be held without the convocation procedure upon the unanimous consent of the Directors <u>and Audit & Supervisory Board Members</u>.</p>	<p>1. The Board of Directors' meetings shall be convened and chaired by the Representative Director. If there are multiple Representative Directors or if the Representative Director is unable to serve as the Chairperson, the first-ranking Director shall take his/her place in the order previously determined by the Board of Directors.</p> <p>2. Notice of a meeting of the Board of Directors shall be sent to each Director <u>not later than</u> three days prior to the scheduled date of the meeting. However, this period may be reduced if necessary in an emergency.</p> <p>3. A meeting of the Board of Directors may be held without the convocation procedure upon the unanimous consent of the Directors.</p>
<p>Article 23 (Representative Directors and Directors with Special Titles)</p>	<p>Article 23 (Representative Directors and Directors with Special Titles)</p>
<p>1. The Board of Directors shall appoint representative Director(s) from among the Directors by its resolution.</p> <p>2. The Board of Directors may appoint, by its resolution, one Director and Chairperson, one Director and President, one or a small number of Vice Chairperson(s), one or a small number of Vice President(s), one or a small number of Senior Managing Director(s), and one or a small number of Managing Director(s).</p>	<p>1. The Board of Directors shall appoint representative Director(s) from among the Directors (<u>excluding Directors who are Audit & Supervisory Committee Members</u>) by its resolution.</p> <p>2. The Board of Directors may appoint, by its resolution, one Director and Chairperson, one Director and President, one or a small number of Vice Chairperson(s), one or a small number of Vice President(s), one or a small number of Senior Managing Director(s), and one or a small number of Managing Director(s).</p>
<p>(Newly established)</p>	
<p>Article 25 (Omission of the Resolution of the Board of Directors)</p> <p>The Company shall deem that a resolution of the Board of Directors to approve the matters to be resolved at a meeting of the Board of Directors has been passed if all Directors (limited to those who are entitled to participate in the voting on such matters to be resolved) have expressed their consent to such matters in writing or by electromagnetic record <u>unless an Audit & Supervisory Board Member has raised an objection</u>.</p>	<p>Article 25 (Delegation of Important Business Affairs)</p> <p><u>The Company may delegate all or part of decisions on the performance of important duties (excluding those in Article 399-13, paragraph 5 of the Companies Act) by resolution of the Board of Directors pursuant to the provisions of Article 399-13, paragraph 6 of the Companies Act.</u></p>
<p>Article 26 (Minutes of the Board of Directors)</p>	<p>Article 26 (Omission of the Resolution of the Board of Directors)</p>
<p>Minutes of the Board of Directors meetings shall be recorded in writing or an electromagnetic record in accordance with the provisions of laws and regulations. Directors <u>and Audit & Supervisory Committee Members</u> who attended shall affix their seal or electronic signature to the minutes.</p>	<p>The Company shall deem that a resolution of the Board of Directors to approve the matters to be resolved at a meeting of the Board of Directors has been passed if all Directors (limited to those who are entitled to participate in the voting on such matters to be resolved) have expressed their consent to such matters in writing or by electromagnetic record.</p>
<p>Article 27 (Remuneration, etc. for Directors)</p>	<p>Article 27 (Minutes of the Board of Directors)</p>
<p>Remuneration, bonuses and other economic benefits given by the Company in consideration for the execution of duties to Directors shall be determined by resolution of a General Meeting of Shareholders.</p>	<p>Minutes of the Board of Directors meetings shall be recorded in writing or an electromagnetic record in accordance with the provisions of laws and regulations. Directors who attended shall affix their seal or electronic signature to the minutes.</p>
<p>Article 28 (Remuneration, etc. for Directors)</p>	<p>Article 28 (Remuneration, etc. for Directors)</p>
<p>Remuneration, bonuses and other economic benefits given by the Company in consideration for the execution of duties (<u>hereinafter referred to as the "Remuneration, etc."</u>) to Directors shall be determined by resolution of a General Meeting of Shareholders by <u>separating between Directors who are Audit & Supervisory Committee Members and other Directors</u>.</p>	<p>Remuneration, bonuses and other economic benefits given by the Company in consideration for the execution of duties (<u>hereinafter referred to as the "Remuneration, etc."</u>) to Directors shall be determined by resolution of a General Meeting of Shareholders by <u>separating between Directors who are Audit & Supervisory Committee Members and other Directors</u>.</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 28 (Board Rules) (Omitted)</p> <p>Article 29 (Exemption of Directors from Liability) (Omitted)</p> <p>Article 30 (Liability Limitation Agreement with Directors) (Omitted)</p>	<p>Article 29 (Board Rules) (Unchanged)</p> <p>Article 30 (Exemption of Directors from Liability) (Unchanged)</p> <p>Article 31 (Liability Limitation Agreement with Directors) (Unchanged)</p>
<p style="text-align: center;">Chapter 5 <u>Audit & Supervisory Board Members and Audit & Supervisory Board</u></p> <p><u>Article 31 (Establishment of Audit & Supervisory Board Members and Audit & Supervisory Board)</u> <u>The Company shall have Audit & Supervisory Board and its members.</u></p> <p><u>Article 32 (Number of Audit & Supervisory Board Members)</u> <u>The number of Audit & Supervisory Board Members of the Company shall not exceed six.</u></p> <p><u>Article 33 (Appointment of Audit & Supervisory Board Members)</u></p> <ol style="list-style-type: none"> <u>1. The members of the Audit & Supervisory Board shall be elected by resolution of a General Shareholders' Meeting.</u> <u>2. Resolution to appoint a member of the Audit & Supervisory Board in the preceding paragraph shall be passed by a majority vote of shareholders present and representing at least one third (1/3) of voting rights of the shareholders entitled to exercise their voting rights.</u> <u>3. Pursuant to Article 329, paragraph 3 of the Companies Act, the Company may elect a substitute Audit & Supervisory Board Member at the General Shareholders' Meeting in preparation for a shortage in the number of Audit & Supervisory Board Members as provided by law.</u> <u>4. The effective period of a resolution for the election of a substitute Audit & Supervisory Board Member in the preceding paragraph shall end at the start of the Ordinary General Shareholders' Meeting held in the last business year ending within four years from the resolution.</u> <p><u>Article 34 (Term of Office of Audit & Supervisory Board Member)</u></p> <ol style="list-style-type: none"> <u>1. The term of office of an Audit & Supervisory Board Member shall end at the conclusion of the Ordinary General Shareholders' Meeting held for the last business year that ends within four years from the appointment.</u> 	<p style="text-align: center;">Chapter 5 <u>Audit & Supervisory Committee</u></p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>2. The term of office of an Audit & Supervisory Board Member, who is elected as the substitute for an Audit & Supervisory Board Member, who retired from office before the expiration of the term of office shall continue until the time the term of office of the Audit & Supervisory Board Member who retired from office is to expire. However, if a Director, who is elected pursuant to paragraph 3 of the preceding Article, assumes office as a Director who is a member of the Audit & Supervisory Board, such a Director may not exceed the conclusion of the Ordinary General Shareholders' Meeting for the last business year ending within four years after his/her election as a substitute Audit & Supervisory Board Member.</u></p>	
<p><u>Article 35 (Full-time Audit & Supervisory Board Member)</u> <u>The Audit & Supervisory Board shall appoint full-time Audit & Supervisory Board Member(s) from among its members by its resolution.</u></p>	(Deleted)
<p><u>Article 36 (Convocation of a Meeting of the Audit & Supervisory Board)</u> <u>Notice of a meeting of the Audit & Supervisory Board shall be sent to each Director not later than three days prior to the scheduled date of the meeting. However, this period may be reduced in the case of an emergency. 2. A meeting of the Audit & Supervisory Board may be held without the convocation procedure upon the unanimous consent of its members.</u></p>	(Deleted)
<p><u>Article 37 (Method of Resolution of the Audit & Supervisory Board)</u> <u>A resolution of the Audit & Supervisory Board shall be adopted by a majority vote of the Audit & Supervisory Board Members unless otherwise provided for in laws and regulations.</u></p>	(Deleted)
<p><u>Article 38 (Rules for the Audit & Supervisory Board)</u> <u>Matters concerning the Audit & Supervisory Board shall be subject to the Regulations of the Audit & Supervisory Board in addition to those provided for in laws and regulations and these Articles of Incorporation.</u></p>	(Deleted)
<p><u>Article 39 (Minutes of Meetings of the Audit & Supervisory Board)</u> <u>Minutes of the meetings of the Audit & Supervisory Board shall be prepared in writing or in electromagnetic record as required by laws and regulations. The minutes shall contain names written and handwritten or electronic signatures or seals given by Audit & Supervisory Board Members who attended the meetings.</u></p>	(Deleted)
<p><u>Article 40 (Remuneration, etc. for Audit & Supervisory Board Members)</u> <u>Remuneration, bonuses, and other economic benefits given by the Company in consideration for the execution of duties to Audit & Supervisory Board Members shall be determined by resolution of a General Shareholders' Meeting.</u></p>	(Deleted)
<p><u>Article 41 (Exemption of Audit & Supervisory Board Members from Liability)</u></p>	(Deleted)

Current Articles of Incorporation	Proposed Amendments
<p><u>Pursuant to Article 426, paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability under Article 423, paragraph 1 of the Companies Act to the extent specified by law if the Audit & Supervisory Board Member has acted in good faith and without gross negligence.</u></p>	
<p><u>Article 42 (Liability Limitation Agreement with Audit & Supervisory Board Members)</u></p>	(Deleted)
<p><u>Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company may enter into an agreement with a member of the Audit & Supervisory Board to limit his/her liability specified in Article 423, paragraph 1 of the Companies Act. However, the maximum amount of liability based on such a contract shall be the higher of a pre-determined amount of 10 million yen or more or the amount stipulated by law.</u></p>	
(Newly established)	<p><u>Article 32 (Establishment of Audit & Supervisory Committee)</u></p>
(Newly established)	<p><u>The Company shall have an Audit & Supervisory Committee.</u></p>
(Newly established)	<p><u>Article 33 (Full-time Audit & Supervisory Committee Members)</u></p>
(Newly established)	<p><u>The Audit & Supervisory Committee may, by its resolution, elect full-time members from all of its members.</u></p>
(Newly established)	<p><u>Article 34 (Convocation of a Meeting of the Audit & Supervisory Committee)</u></p>
(Newly established)	<p><u>1. Notice of a meeting of the Audit & Supervisory Committee shall be sent to each Audit & Supervisory Committee Member no later than three days prior to the scheduled date of the meeting. However, this period may be reduced if necessary in an emergency.</u></p>
(Newly established)	<p><u>2. A meeting of the Audit & Supervisory Committee may be held without the convocation procedure upon the unanimous consent of the Audit & Supervisory Committee Members.</u></p>
(Newly established)	<p><u>Article 35 (Method of Resolution of the Audit & Supervisory Committee)</u></p>
(Newly established)	<p><u>Resolution is passed by the Audit & Supervisory Committee by a majority vote of the Audit & Supervisory Committee Members at a meeting attended by a majority of the members eligible for participating in the resolution.</u></p>
(Newly established)	<p><u>Article 36 (Minutes of Meetings of the Audit & Supervisory Committee)</u></p>
(Newly established)	<p><u>Minutes of the meetings of the Audit & Supervisory Committee shall be prepared in writing or in electromagnetic record as required by laws and regulations. The minutes shall contain names written and sealed or electronic signatures given by Audit & Supervisory Committee Members who attended the meetings.</u></p>
(Newly established)	<p><u>Article 37 (Regulations of the Audit & Supervisory Board)</u></p>
(Newly established)	<p><u>Matters concerning the Audit & Supervisory Committee shall be determined pursuant to the provisions of laws, the Articles of Incorporation of the Company, and the regulations of the Audit & Supervisory Committee established by the Audit & Supervisory Committee.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter 6 Accounting Auditor</p> <p>Article <u>43</u> (Establishment of Accounting Auditor) (Omitted)</p> <p>Article <u>44</u> (Establishment of Accounting Auditor) (Omitted)</p> <p>Article <u>45</u> (Term of Office of Accounting Auditor) (Omitted)</p> <p>Article <u>46</u> (Remuneration, etc. for Accounting Auditor) Remuneration, etc. of an Accounting Auditor shall be determined by the Representative Director upon the consent of the <u>Audit & Supervisory Board</u>.</p>	<p style="text-align: center;">Chapter 6 Accounting Auditor</p> <p>Article <u>38</u> (Establishment of Accounting Auditor) (Unchanged)</p> <p>Article <u>39</u> (Appointment of Accounting Auditor) (Unchanged)</p> <p>Article <u>40</u> (Term of Office of Accounting Auditor) (Unchanged)</p> <p>Article <u>41</u> (Remuneration, etc. for Accounting Auditor) Remuneration, etc. of an Accounting Auditor shall be determined by the Representative Director upon the consent of the <u>Audit & Supervisory Committee</u>.</p>
<p style="text-align: center;">Chapter 7 Accounts</p> <p>Article <u>47</u> (Business year) (Omitted)</p> <p>Article <u>48</u> (Organizational body to determine dividends of surplus) (Omitted)</p> <p>Article <u>49</u> (Record Date for Dividends of Surplus) The record date for year-end dividends of the Company shall be June 30 of each year. (Newly established)</p> <p><u>2.</u> In addition to the provisions of the preceding paragraph, the Company may pay dividends of surplus by setting a record date.</p> <p><u>Article 50 (Interim Dividends)</u> <u>Pursuant to Article 454, paragraph 5 of the Companies Act, the Company may, by resolution of the Board of Directors, pay interim dividends (limited to dividend assets that are cash) with a record date of December 31 of each year.</u></p> <p>Article <u>51</u> (Prescription for Payment of Dividends) (Omitted)</p>	<p style="text-align: center;">Chapter 7 Accounts</p> <p>Article <u>42</u> (Business year) (Unchanged)</p> <p>Article <u>43</u> (Organizational body to determine dividends of surplus) (Unchanged)</p> <p>Article <u>44</u> (Record Date for Dividends of Surplus) 1. The record date for year-end dividends of the Company shall be June 30 of each year. <u>2. The record date for interim dividends of the Company shall be December 31 of each year.</u> <u>3. In addition to the preceding two paragraphs, the Company may distribute dividends from its surplus by specifying the record date.</u> (Deleted)</p> <p>Article <u>45</u> (Prescription for Payment of Dividends) (Unchanged)</p>
<p style="text-align: center;">(Newly established) (Newly established)</p>	<p style="text-align: center;"><u>(Supplementary Provisions)</u></p> <p><u>Article 1 (Interim Measures for the Exemption of Liability of Audit & Supervisory Board Members)</u> <u>Pursuant to Article 426, paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability related to acts prior to the conclusion of the 19th Ordinary General Shareholders' Meeting under Article 423, paragraph 1 of the Companies Act to the extent specified by law if the Audit & Supervisory Board Member has acted in good faith and without gross negligence.</u></p>

Proposal 2:

Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

If Proposal 1, “Partial Amendments to the Articles of Incorporation,” is approved and passed as proposed, the Company will transition to a company with an Audit & Supervisory Committee, and all (10) Directors will retire due to expiration of their terms of office upon the effective date of the amendments to the Articles of Incorporation.

Accordingly, the Company proposes to appoint seven (7) Directors (excluding Directors who are Audit & Supervisory Committee Members; the same applies to this proposal).

This proposal shall become effective on the condition that the amendments to the Articles of Incorporation in Proposal 1, “Partial Amendments to the Articles of Incorporation,” takes effect.

The candidates for Director are as follows (Representative and candidates for reelection, each in order of Japanese syllabary):

No.	Name	Current positions in the Company	Attribute of candidate			Attendance at Board of Directors meetings
1	Yutaka Nishida	Chairman and Representative Director, CEO	Reelection			17/17 (100%)
2	Daio Sato	President and Representative Director, COO	Reelection			17/17 (100%)
3	Hiroshi Sato	Director, CFO	Reelection			17/17 (100%)
4	Marie Oshima	Outside Director	Reelection	Outside	Independent	13/13 (100%)
5	Tomoko Kawakami	Outside Director	Reelection	Outside	Independent	13/13 (100%)
6	Arata Shimizu	Outside Director	Reelection	Outside	Independent	17/17 (100%)
7	Yoichi Wada	Outside Director	Reelection	Outside	Independent	17/17 (100%)

(Note) The number of the Board of Directors meetings by Ms. Marie Oshima and Ms. Tomoko Kawakami is shown for attendance at the Board of Directors meetings held after the assumption of their positions on September 27, 2022.

No.

Yutaka Nishida

Reelection

Tenure as Director
(at the conclusion of this meeting): 9 years

1.

Number of the Company's shares held (As of June 30, 2023) 433,400 shares



(Mar. 17, 1963)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 1987 Joined Recruit Co., Ltd.
Apr. 1990 Joined Recruit Seeds Staff Co., Ltd. (currently Recruit Staffing Co., Ltd.)
Oct. 2003 Director, General Manager of Sales Headquarters, ORIFA Corporation
Apr. 2005 Executive Officer, Recruit Staffing Co., Ltd.
Apr. 2007 Director, Recruit Staffing Cities Co., Ltd.
Apr. 2010 Representative Director, Mates Co., Ltd.
Apr. 2011 Representative Director, Recruit From A Casting Co., Ltd.
Apr. 2014 Advisor, the Company
Sept. 2014 President and Representative Director, COO, the Company
 Director, TTM Inc. (currently BeNEXT Partners Inc.)
July 2016 President and Representative Director, the Company
Mar. 2017 Director, FUSIONi Co., Ltd. (currently Open Up IT Engineer Inc.)
Dec. 2017 Director, Gap Personnel Holdings Limited
Aug. 2018 Director, Quattro Recruitment Limited
July 2019 Representative Director, BeNEXT Technologies Inc.
Apr. 2021 Chairman and Representative Director, the Company
July 2021 Chairman and Representative Director, CEO, the Company (current position)

(Reasons for nomination as a candidate for Director)

Mr. Yutaka Nishida has served as a Representative Director of the Company since 2014. The Company expects that while continuing to lead the management of the Group and making the most of his abundant experience as a corporate manager and his extensive insights relating to the Company's business, he will contribute to enhancing the long-term corporate value of the Company and to promoting growth strategies. Accordingly, the Company has nominated him as a candidate for Director.

No.
2.

Daio Sato

Reelection

Tenure as Director
(at the conclusion of this meeting): 2 years and
6 months

Number of the Company's shares held (As of June 30, 2023) 2,730,678 shares



(Nov. 25, 1983)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 2006 Joined Nomura Real Estate Development Co., Ltd.
Apr. 2010 Joined YUMESHIN HOLDINGS Co., Ltd.
Dec. 2010 Director, YUMESHIN HOLDINGS Co., Ltd.
Dec. 2015 Representative Director, YUMESHIN HOLDINGS Co., Ltd.
Oct. 2018 President and Representative Director, NEPLUS K.K. (current position)
June 2019 Representative Director, Yumeshin Co., Ltd.
Apr. 2021 President and Representative Director, the Company
July 2021 President and Representative Director, COO, the Company (current position)
Director, Yumeshin Co., Ltd. (current position)
Apr. 2022 Director, Open Up System Co., Ltd. (current position)
July 2022 Director, BeNEXT Technologies Inc. (current position)
July 2023 Director, Open Up IT Engineer Inc. (current position)

(Reasons for nomination as a candidate for Director)

The Company expects that Mr. Daio Sato will contribute to enhancing the future long-term corporate value of the Company and to promoting growth strategies while continuing to lead the management of the Group by making the most of his abundant experience as a corporate manager and his extensive insights relating to the worker dispatch business. Accordingly, the Company has nominated him as a candidate for Director.

No.

3.

Hiroshi Sato

Reelection

Tenure as Director
(at the conclusion of this meeting): 3 years

Number of the Company's shares held (As of June 30, 2023) 60,600 shares



(Dec. 26, 1956)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 1979 Joined NEC Corporation
May 2002 General Manager of Corporate Controller Division and Chief Manager of Corporate Planning Division, Electron Devices Company, NEC Corporation
Dec. 2002 Vice President and CFO, NEC Electronics Corporation
Oct. 2003 Senior Vice President and CFO, NEC Electronics Corporation
Apr. 2010 Senior Vice President, CFO and General Manager of Planning Department, NEC Networks & System Integration Corporation
Apr. 2013 Executive Officer and CFO, NEC Networks & System Integration Corporation
Feb. 2014 Director and CFO, TechnoPro Holdings, Inc.
July 2014 Director and Senior Managing Executive Officer, TechnoPro, Inc.
May 2020 Advisor, the Company
Sept. 2020 Director, the Company
July 2022 Outside Director, HRnetGroup Limited (current position)
June 2023 Director, CFO, the Company (current position)

(Reasons for nomination as a candidate for Director)

Mr. Hiroshi Sato has worked for many years as a CFO in different industries, including the same industry as the Company. He has abundant experience and knowledge related to finance, and the Company expects him to continue to contribute to enhancing the long-term corporate value of the Group through the formulation, promotion, etc. of financial strategies. Accordingly, the Company has nominated him as a candidate for Director.

No.

4.

Marie Oshima

Reelection Outside Independent

Tenure as Director
(at the conclusion of this meeting):
1 year

Number of the Company's shares held (As of June 30, 2023) – shares



(Mar. 25, 1962)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

- Apr. 1992 Assistant, Institute of Industrial Science, the University of Tokyo
- Apr. 1995 Overseas Researcher, Ministry of Education, Science, Sports and Culture (Stanford University, United States of America)
- June 1998 Instructor, Institute of Industrial Science, the University of Tokyo
- Apr. 1999 Assistant Professor, Institute of Engineering Mechanics and Systems, University of Tsukuba / Institute of Industrial Science, the University of Tokyo
- Apr. 2000 Assistant Professor, Institute of Industrial Science, the University of Tokyo
- July 2005 Professor, Institute of Industrial Science, the University of Tokyo (current position)
- Apr. 2006 Professor, Interfaculty Initiative in Information Studies, the University of Tokyo (current position)
- Apr. 2014 Director, National Institute of Technology (until FY2021)
- Apr. 2017 President, the Japan Society of Mechanical Engineers (95th term)
- Apr. 2017 Director, NSK Scholarship Foundation
- Oct. 2017 Council Member, Science Council of Japan
- July 2018 Outside Director, Toyota Central R&D Labs., Inc. (current position)
- Sept. 2018 Director, Mitsubishi Gas Chemical Memorial Foundation (current position)
- June 2019 Director, The Hitachi Global Foundation (current position)
- Aug. 2020 Advisor, Japan Society for Science Education (current position)
- Apr. 2022 Director, The Japan Society of Fluid Mechanics (current position)
- Sep. 2022 Director, steAm BAND (current position)
- Outside Director, the Company (current position)

(Reasons for nomination as a candidate for outside Director and overview of expected role)

Ms. Marie Oshima possesses abundant experience mainly in the digital, cyber security, technology, and scientific and technological education, as well as an excellent academic background, and is expected to continue to contribute to the further enhancement of the Company's management system by providing expert advice and recommendations in the decision making process of the Company's Board of Directors. Accordingly, the Company has nominated her as a candidate for outside Director. Although she has never been involved in corporate management other than acting as an outside officer, the Company judges that she will continue to adequately perform her duties as outside Director based on the above reasons.

No.
5.

Tomoko Kawakami **Reelection** **Outside** **Independent**

Tenure as Director
(at the conclusion of this meeting):
1 year

Number of the Company's shares held (As of June 30, 2023) – shares



(May 3, 1965)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

- Apr. 2000 Full-time Instructor, Faculty of Business and Commerce, Kansai University
- Apr. 2002 Assistant Professor, Faculty of Business and Commerce, Kansai University
- Apr. 2003 Visiting Researcher, Foster School of Business, University of Washington
- Apr. 2007 Associate Professor, Faculty of Business and Commerce, Kansai University
- Apr. 2009 Professor, Faculty of Business and Commerce, Kansai University
- Aug. 2012 Visiting Researcher, INSEAD Blue Ocean Strategy Institute (current position)
- Jan. 2013 Fulbright Researcher, Foster School of Business, University of Washington
- Oct. 2013 Research Fellow, Institute on Asian Consumer Insight, Nanyang Technological University
- Apr. 2015 Professor, Graduate School of Business and Finance, Faculty of Commerce, Waseda University (current position)
- Apr. 2016 Secretary, Waseda Blue Ocean Strategy Institute (currently Waseda Blue Ocean Shift Institute), Comprehensive Research Organization, Waseda University (current position)
- Apr. 2019 Director, Marketing International Institute (currently Marketing and Sustainability International Institute), Comprehensive Research Organization, Waseda University (current position)
- June 2019 External Director, Takara Holdings Inc. (current position)
- Dec. 2019 Examination Board Member, Certified Public Accountant Examination
- Sept. 2022 Outside Director, the Company (current position)
- Mar. 2023 Visiting Researcher, Shidler College of Business, University of Hawai'i at Mānoa (current position)

(Reasons for nomination as a candidate for outside Director and overview of expected role)

Ms. Tomoko Kawakami possesses abundant experience mainly in business science and marketing fields as well as an excellent academic background, and is expected to continue to contribute to the further enhancement of the Company's management system by providing expert advice and recommendations in the decision making process of the Company's Board of Directors. Accordingly, the Company has nominated her as a candidate for outside Director. Although she has never been involved in corporate management other than acting as an outside officer, the Company judges that she will continue to adequately perform her duties as outside Director based on the above reasons.

No.

6.

Arata Shimizu

Reelection

Outside

Independent

Tenure as Director
(at the conclusion of this meeting): 6 years

Number of the Company's shares held (As of June 30, 2023) – shares



(June 1, 1972)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 1997 Joined Accenture Japan Ltd
Sept. 2005 Executive Partner, Accenture Japan Ltd
July 2015 Executive Officer, General Manager of Strategic Consulting Headquarters, Accenture Japan Ltd
Mar. 2017 Representative Director and COO, SEAOS, Inc.
June 2017 Outside Director, Interworks, Inc.
Sept. 2017 Outside Director, the Company (current position)
June 2020 Outside Director, MISUMI Group Inc. (current position)
June 2021 Director, P&E Directions, Inc. (current position)

(Reasons for nomination as a candidate for outside Director and overview of expected role)

Mr. Arata Shimizu provides advice and recommendations that will ensure objectivity in the decision making process of the Company's Board of Directors by making the most of his abundant experience and his extensive insights gained through numerous consulting projects. The Company expects that he will continue to contribute to strengthening the Company's governance system. Accordingly, the Company has nominated him as a candidate for outside Director.

No.

7.

Yoichi Wada

Reelection

Outside

Independent

Tenure as Director

(at the conclusion of this meeting): 2 years

Number of the Company's shares held (As of June 30, 2023) – shares



(May 28, 1959)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 1984 Joined Nomura Securities Co., Ltd.
Apr. 2000 Joined SQUARE CO., LTD.
Dec. 2001 President and Representative Director and CEO, SQUARE CO., LTD.
Apr. 2003 President and Representative Director, SQUARE ENIX CO., LTD. (currently SQUARE ENIX HOLDINGS CO., LTD.)
Aug. 2016 Outside Director, WonderPlanet Inc. (current position)
Mar. 2018 Outside Director, Mynet Inc. (current position)
Apr. 2021 Outside Director, GENDA Inc. (current position)
Sept. 2021 Outside Director, the Company (current position)
June 2022 Outside Director, COVER Corp. (current position)

(Reasons for nomination as a candidate for outside Director and overview of expected role)

Mr. Yoichi Wada possesses abundant experience and insights as a manager in different industries. The Company expects him to continue to provide advice and recommendations that ensure objectivity in the decision making process of the Company's Board of Directors going forward, and to contribute to strengthening the Company's governance system. Accordingly, the Company has nominated him as a candidate for outside Director.

Notes:

1. No special interest exists between any of the candidates for Director and the Company.
2. The name of the candidate, Ms. Marie Oshima, in the family register is Marie Yamamoto.
3. The persons the Company has nominated as candidates for independent outside Director are those who have not held the position of executive Director or have executed business of the Company in the past and who meet the requirements for outside Directors defined by the Companies Act and the requirements as set forth in the independence standards specified by the Tokyo Stock Exchange of being not at risk of having a conflict of interest with general shareholders.
4. Ms. Marie Oshima, Ms. Tomoko Kawakami, Mr. Arata Shimizu, and Mr. Yoichi Wada are candidates for outside Director.
5. The number of years that the candidates for outside Director have served as outside Directors of the Company are outlined below.
At the conclusion of this meeting, Ms. Marie Oshima will have served one year as an outside Director of the Company.
At the conclusion of this meeting, Ms. Tomoko Kawakami will have served one year as an outside Director of the Company.
At the conclusion of this meeting, Mr. Arata Shimizu will have served six years as an outside Director of the Company.
At the conclusion of this meeting, Mr. Yoichi Wada will have served two years as an outside Director of the Company.
6. The Company has submitted notification to the Tokyo Stock Exchange that Ms. Marie Oshima, Ms. Tomoko Kawakami, Mr. Arata Shimizu, and Mr. Yoichi Wada are designated as independent officers as provided for by the aforementioned exchange. Should they be re-elected, the Company plans to continue this designation.
7. The Company has entered into a limited liability agreement with Ms. Marie Oshima, Ms. Tomoko Kawakami, Mr. Arata Shimizu, and Mr. Yoichi Wada pursuant to the Company's Articles of Incorporation. Should they be re-elected, the Company plans to continue this agreement. The gist of this agreement is that, pursuant to Article 427, paragraph 1 of the Companies Act, liability under Article 423, paragraph 1 of the same Act shall be limited to either the minimum amount provided in Article 425, paragraph 1 of the same Act or 10 million yen, whichever is higher.
8. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The policy will cover court costs and the amount of indemnification incurred by a Director who is an insured. If reelected, each candidate will continue to be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to also renew the policy with the same terms.

Proposal 3: Election of Three (3) Directors Who Are Audit & Supervisory Committee Members

The Company will transition to a company with an Audit & Supervisory Committee if Proposal 1, “Partial Amendments to the Articles of Incorporation,” is approved as proposed. Accordingly, the Company proposes to elect three (3) Directors who are Audit & Supervisory Committee Members be elected.

The Audit & Supervisory Board has consented to this proposal.

This proposal shall become effective on the condition that the amendments to the Articles of Incorporation in Proposal 1, “Partial Amendments to the Articles of Incorporation,” takes effect.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows: (Candidates for reelection and new candidates for election, each in order of Japanese syllabary):

No.	Name	Current positions in the Company	Attribute of candidate	Attendance at Board of Directors meetings	Attendance at Audit & Supervisory Board meetings
1	Rieko Zamma	Outside Director	Reelection Outside Independent	17/17 (100%)	—
2	Shintaro Takahashi	—	New appointment Outside Independent	—	—
3	Hiroaki Rokugawa	Outside Audit & Supervisory Board Member	New appointment Outside Independent	17/17 (100%)	14/14 (100%)

(Note) The number of the Board of Directors’ meetings attended by Mr. Hiroaki Rokugawa is shown for attendance at the Board of Directors’ meetings as an Outside Audit & Supervisory Board Member.

No.

Rieko Zamma

Reelection

Outside

Independent

Tenure as Director
(at the conclusion of this meeting): 7 years

1.

Number of the Company's shares held (As of June 30, 2023) – shares



(Mar. 21, 1950)

Career summary, important concurrent positions and positions in the Company

Apr. 1970 Joined Shizuoka Broadcasting System, Inc., Announcer
June 1973 Joined Kobunsha Co., Ltd., Reporter of Josei Jishin (Women's Self) Editorial Department
May 1980 Representative Director and President, Candid Co., Ltd. (currently Candid Communications Co., Ltd.)
Feb. 2001 Panel member, Panel on Infrastructure Development, Ministry of Land, Infrastructure, Transport and Tourism
Mar. 2004 General Producer, International Skills Festival for All, Japan 2007, Ministry of Health, Labour and Welfare
July 2005 Representative Director and President, Creative Senior Co., Ltd. (currently Candid Produce Co., Ltd.) (current position)
Jan. 2007 Member, Fiscal System Council, Ministry of Finance
Jan. 2009 Representative, club willbe (social network for all adults) (current position)
Aug. 2009 Member, Advisory Committee on Lay Judge system, Ministry of Justice
Mar. 2010 Outside Director, Fujita Kanko Inc. (current position)
June 2016 Outside Director, SHIMA SEIKI MFG., LTD. (current position)
Sept. 2016 Outside Director, the Company (current position)

(Reasons for nomination as a candidate for outside Director who is an Audit & Supervisory Committee Member and overview of expected roles)

Ms. Rieko Zamma possesses abundant experience as a business manager in different business fields with other industrial frameworks as well as an excellent academic background. In particular, she has been providing the Company with supervision and advice on the performance of duties of Directors from an objective and neutral standpoint especially in the field of sustainability. The Company expects that she will continue to contribute to strengthening the Company's governance system. Accordingly, the Company has nominated her as a candidate for outside Director who is an Audit & Supervisory Committee Member.

No.
2.

Shintaro
Takahashi

New
appointment

Outside

Independent

Number of the Company's shares held (As of June 30, 2023) – shares



(Jan. 8, 1965)

Career summary, important concurrent positions and positions in the Company

Apr. 1989 Joined Recruit Co., Ltd. (current Recruit Holdings Co., Ltd.)
Oct. 2001 Joined Magclick Inc. (currently GMO AD Partners Inc.)
Mar. 2006 President and Representative Director, GMO AD Partners, Inc.
Mar. 2008 Director, GMO Internet, Inc.
Mar. 2013 Managing Director, Supervisor of Group Media Division, GMO Internet, Inc.
Mar. 2015 Chairman of the Board, GMO AD Partners Inc.
Apr. 2016 Representative Board Director, Head of Sales Division, Indeed Japan, Inc.
July 2016 Non-executive Director, gumi Inc. (current position)
Oct. 2017 Representative Board Director, General Manager and Head of Sales Division, Indeed Japan, Inc.
Oct. 2020 CMO, USEN-NEXT HOLDINGS
Nov. 2021 Director, USEN-NEXT HOLDINGS (current position)
President, Representative Director, U-POWER Co., Ltd. (current position)
External Director, CUUSOO SYSTEM Co., Ltd. (current position)
Sept. 2022 Outside Director, ONE MEDIA Inc. (current position)

(Reasons for nomination as a candidate for outside Director who is an Audit & Supervisory Committee Member and overview of expected roles)

Mr. Shintaro Takahashi possesses abundant experience as a business manager in different business fields with other industrial frameworks as well as an excellent academic background. He is expected to provide the Company with audits and advice on the performance of duties of Directors from an objective and neutral standpoint particularly in the field of group governance. Accordingly, the Company has nominated him as a candidate for outside Director who is an Audit & Supervisory Committee Member.

No.

3.

Hiroaki
Rokugawa

New
appointment

Outside

Independent

Tenure as Audit & Supervisory Board
Member
(at the conclusion of this meeting):
1 year and 6 months

Number of the Company's shares held (As of June 30, 2023) 326 shares



(June 10, 1963)

Career summary, important concurrent positions and positions in the Company

Apr. 1997 Admitted to the bar (Dai-ichi Tokyo Bar Association)
Hori Sogo Law Office
June 2002 Barack Ferrazzano Kirschbaum & Nagelberg LLP (Chicago)
Apr. 2004 Lecturer, Chiba University Law School
Mar. 2007 Baker & McKenzie GJB Tokyo Aoyama Aoki Koma Law Office
Apr. 2007 Lecturer, Advanced Institute of Industrial Technology (AIIT) and Tokyo Metropolitan University
(current position)
June 2008 Ogasawara Rokugawa International Law Office (current position)
Mar. 2009 Outside Auditor, Funai Zaisan Consultants Co., Ltd. (currently Aoyama Zaisan Networks Co., Ltd.)
(current position)
Apr. 2009 Lecturer, Faculty of Law, Seijo University
Dec. 2010 Outside Auditor, YUMESHIN HOLDINGS Co., Ltd.
Apr. 2013 Professor, Tokai University Law School
Oct. 2013 Lecturer, School of Culture, Media and Society, Waseda University
Dec. 2016 Outside Director, TSUNAGU SOLUTIONS Inc. (current position)
Sept. 2020 Outside Director, Abalance Corporation
Apr. 2021 Outside Audit & Supervisory Board Member, the Company (current position)
Apr. 2022 Tokyo Uchisaiwaicho Law Firm (current position)
June 2022 Outside Director, Meiji Machine Co., Ltd. (current position)

(Reasons for nomination as a candidate for outside Director who is an Audit & Supervisory Committee Member and overview of expected roles)

Mr. Hiroaki Rokugawa possesses great insight based on his abundant experience and extensive knowledge and information as a lawyer and has been performing his duties appropriately as an outside Audit & Supervisory Board Member of the Company since he took office on April 1, 2021, by providing the Company with audits and advice from an objective and neutral standpoint particularly in the field of legal compliance. Accordingly, the Company has nominated him as a candidate for outside Director who is an Audit & Supervisory Committee Member. Furthermore, although he has never been involved in corporate management other than acting as an outside officer, the Company expects that he will adequately perform his duties as an outside Director, and has nominated him as a candidate for outside Director who is an Audit & Supervisory Committee Member, based on the above reasons.

Notes:

1. No special interest exists between any of the candidates for Director who is an Audit & Supervisory Committee Member and the Company.
2. Ms. Rieko Zamma is currently an outside Director of the Company. Mr. Hiroaki Rokugawa is currently an outside Audit & Supervisory Board Member of the Company.
3. The persons the Company has nominated as candidates for independent outside Director are those who have not held the position of executive Director or have executed business of the Company in the past and who meet the requirements for outside Directors defined by the Companies Act and the requirements as set forth in the independence standards specified by the Tokyo Stock Exchange of being not at risk of having a conflict of interest with general shareholders.
4. Ms. Rieko Zamma, Mr. Shintaro Takahashi, and Mr. Hiroaki Rokugawa will be candidates for outside Directors.
5. The number of years that the candidate for outside Director who has served as outside Director of the Company is outlined below.
At the conclusion of this meeting, Ms. Rieko Zamma will have served seven years as an outside Director of the Company.
6. The Company has submitted notification to the Tokyo Stock Exchange that Ms. Rieko Zamma is designated as an independent officer as provided for by the aforementioned exchange. Should she be re-elected, the Company plans to continue this designation. If Mr. Shintaro Takahashi and Mr. Hiroaki Rokugawa assume the office as an outside Director, the Company plans to submit notification to the Tokyo Stock Exchange of their designation as an independent officer as provided for by the aforementioned exchange.
7. The Company has entered into a limited liability agreement with Ms. Rieko Zamma and Mr. Hiroaki Rokugawa to the Company's Articles of Incorporation. Should they be reelected or elected, the Company plans to continue this agreement. Should Mr. Shintaro Takahashi be elected, the Company plans to enter into a limited liability agreement with him pursuant to the Company's Articles of Incorporation. The gist of this agreement is that, pursuant to Article 427, paragraph 1 of the Companies Act, liability under Article 423, paragraph 1 of the same Act shall be limited to either the minimum amount provided in Article 425, paragraph 1 of the same Act or 10 million yen, whichever is higher.
8. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The policy will cover court costs and the amount of indemnification incurred by a Director who is an insured. If Ms. Rieko Zamma is reelected, and if Mr. Hiroaki Rokugawa is elected, they will continue to be included as an insured in the policy. If Mr. Shintaro Takahashi is elected, he will continue to be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to also renew the policy with the same terms.

[Reference]

The composition of the Board of Directors and the principal skills, knowledge, and experience held by each officer, if Proposals 2 and 3 are approved, are as follows:

Name	Position in the Company	Age	Attributes		Knowledge and experience important to the management of the Company's Group (skill category)		
			Outside	Independent	Industry with experience	Experience of business management	Officer of listed companies, economics, business administration, etc.
Yutaka Nishida	Chairman and Representative Director, CEO	60			◎	○	
Daio Sato	President and Representative Director, COO	39			○	◎	
Hiroshi Sato	Director, CFO	66					○
Marie Oshima	Director	61	■	■			
Tomoko Kawakami	Director	58	■	■			○
Arata Shimizu	Director	51	■	■			○
Yoichi Wada	Director	64	■	■		○	○
Rieko Zamma	Director who is an Audit & Supervisory Committee Member	73	■	■		○	○
Shintaro Takahashi	Director who is an Audit & Supervisory Committee Member	58	■	■		○	○
Hiroaki Rokugawa	Director who is an Audit & Supervisory Committee Member	60	■	■			

Name	Knowledge and experience important to the management of the Company's Group (skill category)						
	Global experience	M&A investment, PMI	Law	Finance and financial strategies	Governance SR, sustainability	Digital technology, cyber security	Education on science and technology
Yutaka Nishida					○		
Daio Sato		○					
Hiroshi Sato	○			○			
Marie Oshima	○					○	○
Tomoko Kawakami	○				○		
Arata Shimizu	○					○	
Yoichi Wada		○					
Rieko Zamma					○		
Shintaro Takahashi						○	
Hiroaki Rokugawa		○	○		○		

* The above shows three best individual skills each Director will exert particularly for the Group.

* For Representative Director, skills exerted particularly for the Company is indicated with the "◎" mark.

Proposal 4:

Determination of the Amount of Remuneration, etc., for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

At the Extraordinary General Shareholders' Meeting held on March 26, 2021, the amount of remuneration for Directors of the Company was approved as being no more than 600 million yen per year (including no more than 100 million yen for Outside Directors). However, since the Company will be transitioning to a company with an Audit & Supervisory Committee, and in consideration of the recent economic condition and other factors, the Company proposes again that the amount of remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members; the same applies in this proposal) will be the same as the current amount, not exceeding 600 million yen per year (including no more than 100 million yen for Outside Directors), and that the specific amount and timing of payment to each Director will be determined by resolution of the Board of Directors after the change to a company with an Audit & Supervisory Committee if Proposal 1, "Partial Amendments to the Articles of Incorporation," is approved as proposed.

An outline of the Company's policy on the determination of the details of remuneration for individual Directors is provided in the section, "(iii) Remuneration for Directors and Audit & Supervisory Board Members," in "(2) Status of Corporate Officers," in "2. Status of the Company" of the Business Report. At the Board of Directors' meeting following the conclusion of this Ordinary General Shareholders' Meeting, the portion referring to "Directors" as the subject will be replaced with "Directors (excluding Directors who are Audit & Supervisory Committee Members)," and there will be no substantial change.

The amount of remuneration in this proposal is considered to be reasonable, as the fixed remuneration and performance-linked remuneration are to be paid based on the policy after such a change. This remuneration does not include employee salaries for Directors who serve concurrently as employees.

The current number of Directors is 10. If Proposal 1, "Partial Amendments to the Articles of Incorporation," and Proposal 2, "Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)," are approved as proposed, the number of Directors will be seven (7) (including four (4) Outside Directors).

This proposal shall become effective on the condition that the amendments to the Articles of Incorporation in Proposal 1, "Partial Amendments to the Articles of Incorporation," takes effect.

Proposal 5:

Determination of the Amount of Remuneration, etc., for Directors Who Are Audit & Supervisory Committee Members

If Proposal No. 1, “Partial Amendments to the Articles of Incorporation,” is approved as proposed, the Company will transition to a company with an Audit & Supervisory Committee. Considering the recent economic condition and other factors, the Company requests your approval that the amount of remuneration for Directors who are Audit & Supervisory Committee Members after the transition to a company with an Audit & Supervisory Committee will be limited to 100 million yen per year and that the specific amount and timing of payment to each Director who is an Audit & Supervisory Committee Member will be determined through discussions among Directors who are Audit & Supervisory Committee Members. The Company considers that the amount of remuneration in this proposal is reasonable in light of the responsibilities of a Director who is an Audit & Supervisory Committee Member.

If Proposal 1, “Partial Amendments to the Articles of Incorporation,” and Proposal 3, “Election of Three (3) Directors Who Are Audit & Supervisory Committee Members,” are approved as proposed, the number of Directors who are Audit & Supervisory Committee Members will be three (3). This proposal shall become effective on the condition that the amendments to the Articles of Incorporation in Proposal 1, “Partial Amendments to the Articles of Incorporation,” takes effect.

Proposal 6:

Determination of the Amount of Remuneration, etc., for the Allotment of Restricted Stock to Directors (Excluding Outside Directors and Directors Who Are Audit & Supervisory Committee Members)

At the Extraordinary General Shareholders' Meeting held on March 26, 2021, the amount of remuneration for Directors of the Company was approved as an annual amount not exceeding 600 million yen (including 100 million yen for Outside Directors). At the same Extraordinary General Shareholders' Meeting, the total amount of monetary remuneration claims to be paid to Directors of the Company (excluding Outside Directors) as remuneration related to restricted stock, separately from the amount of such monetary remuneration, was approved not to exceed 400 million yen per year and the maximum total number of restricted stock to be allotted to such Directors during each business year was approved to be 300,000 shares.

If Proposal 1, "Partial Amendments to the Articles of Incorporation," is approved as proposed, the Company will transition to a company with an Audit & Supervisory Committee, and therefore, the Company will once again adopt the restricted stock compensation plan (hereinafter referred to as "the Plan") to provide incentives for the Company's Directors (excluding Outside Directors and Directors who are Audit & Supervisory Committee Members, hereinafter referred to as the "Eligible Director(s)") to hold the Company's shares in a stable manner over the long term and to increase the Group's corporate value in a sustainable manner and for the Company to further share value with its shareholders. Separately from the remuneration in Proposal 4, "Setting the Amount of Remuneration for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)," as currently is the case, the total amount of monetary compensation claims to be paid to the Eligible Directors as compensation for restricted stock will not exceed 400 million yen per year, and the maximum total number of restricted stock to be allotted to the Eligible Directors in each business year will not exceed 300,000 shares (However, in the event of a stock split (including gratis allotment of shares of common stock of the Company) or reverse stock split of shares of common stock of the Company or any other event requiring adjustment of the total number of shares of common stock of the Company to be issued or disposed of as restricted stock after the date of approval of this proposal, such total number shall be adjusted within reasonable limits). The Company requests your approval that the specific allocation to each Eligible Director will be made by resolution of the Board of Directors.

An outline of the Company's policy on the determination of the details of remuneration for individual Directors is provided in the section, "(iii) Remuneration for Directors and Audit & Supervisory Board Members," in "(2) Status of Corporate Officers," in "2. Status of the Company" of the Business Report. At the Board of Directors' meeting following the conclusion of this Ordinary General Shareholders' Meeting, the portion referring to "Directors" as the subject will be replaced with "Directors (excluding Directors who are Audit & Supervisory Committee Members)," and there will be no substantial change. The amount of remuneration in this proposal is considered to be reasonable, as the remuneration related to restricted stock is to be paid based on the policy after such a change. The above remuneration does not include employee salaries for Directors who serve concurrently as employees.

The Company requests that the details of the Plan be left to the discretion of the Board of Directors within the framework described in [Overview of the Plan] below.

The current number of Directors is 10. If Proposal 1, "Partial Amendments to the Articles of Incorporation," and Proposal 2, "Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)," are approved as proposed, the number of Directors will be seven (7) (including four (4) Outside Directors) and the Eligible Directors will be three (3).

This proposal shall become effective on the condition that the amendments to the Articles of Incorporation in

Proposal 1, “Partial Amendments to the Articles of Incorporation,” takes effect. The overview of the Plan is as follows:

Details

[Overview of the Plan]

Under the Plan, monetary compensation claims are paid to the Eligible Directors based on a resolution of the Board of Directors of the Company to allocate shares of restricted stock of the Company by making the Company provide all such monetary compensation claims as assets contributed in kind.

1. Total number of shares of restricted stock

The total number of restricted stock units to be allocated to the Eligible Directors will be 300,000 shares, which will be the maximum number of restricted shares to be allocated in each business year.

However, in the event of a stock split (including a gratis allotment of shares of common stock of the Company) or a reverse stock split of shares of common stock of the Company after the date of resolution of this Proposal, or in any other cases requiring adjustment of the total number of shares of restricted stock to be allotted, the total number of such restricted shares may be reasonably adjusted.

2. Details of the Restricted Stock Allotment Agreement

When allotting restricted stock, the Restricted Stock Allotment Agreement to be entered into between the Company and an Eligible Director, to whom the Restricted Stock will be allotted pursuant to the resolution of the Board of Directors of the Company, shall include the following details.

(1) Details of transfer restrictions

Eligible Directors who have received an allotment of restricted stock shall not transfer, pledge, grant a security interest in the shares allotted to them (the “Allotted Shares”) to any third party, give as an inter vivos gift or bequeath, or otherwise dispose of the Allotted Shares for a period between three years and 30 years as determined by the Board of Directors (the “Transfer Restriction Period”).

(2) Acquisition of restricted stock without charge

If an Eligible Director who has received an allotment of restricted stock has resigned from his/her position as a Director of the Company before one day prior to the first Ordinary General Shareholders’ Meeting of the Company to be held after the commencement date of the Transfer Restriction Period, the Company shall naturally acquire the Allotted Shares without consideration, unless there is a reason that the Board of Directors of the Company deems justifiable. In addition, if any of the Allotted Shares has not been released from the restrictions on transfer in accordance with the provisions for reasons for lifting the restrictions on transfer set forth in (3) below at the time of the expiration of the Transfer Restriction Period set forth in (1) above, the Company shall naturally acquire such Allotted Shares without compensation.

(3) Lifting of transfer restrictions

The Company shall lift the restriction on transfer of all of the Allotted Shares held by an Eligible Director who has received an allotment of the restricted stock upon expiration of the Transfer Restriction Period, provided that the Eligible Director has continuously held the position of Director of the Company from the commencement date of the Transfer Restriction Period until the first Ordinary General Shareholders’ Meeting of the Company to be held after such date.

However, if the Eligible Director has resigned from his/her position as a Director of the Company before the expiration of the Transfer Restriction Period for reasons deemed justifiable by the Board of Directors of the Company, the number of the Allotted Shares to be released from the transfer restriction and the timing of release of the transfer restriction shall be reasonably adjusted as necessary.