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.

Securities Code: 3839 June 7, 2021

To our shareholders:

Katsune Hidekazu Representative Director and President **ODK Solutions Company, Ltd.** 6-7, Doshomachi 1-chome, Chuo-ku, Osaka

Notice of the 58th Annual Shareholders' Meeting

We are pleased to announce the 58th Annual Shareholders' Meeting of ODK Solutions Company, Ltd. (the "Company"), which will be held as indicated below.

In order to prevent the spread of novel coronavirus disease (COVID-19), shareholders are requested to refrain from traveling to the venue on the date of the Shareholders' Meeting regardless of their own state of health.

You can exercise your voting rights by any of the following methods. Please examine the Reference Documents for the Shareholders' Meeting below and exercise your voting rights.

[Exercising your voting rights in writing]

Please indicate your approval or disapproval for each of the proposals on the enclosed voting form, and return the form to us no later than 5:00 p.m. on Tuesday, June 22, 2021 (JST).

[Exercising your voting rights via the internet]

Please access the Company's designated website for exercising voting rights (https://evote.tr.mufg.jp/) (in Japanese only) and follow the on-screen guidance to enter your approval or disapproval for the proposals by Tuesday, June 22, 2021 at 5:00 p.m. (JST).

The Company will send a QUO gift card worth ¥500 at a later date to each shareholder who exercised their voting rights if their vote is valid, regardless of their approval or disapproval for the proposals. The monetary value of each QUO gift card will be ¥500 regardless of the shareholder's number of voting rights.

- 1. Date and Time: Wednesday, June 23, 2021, at 10:00 a.m. (JST)
- 2. Venue: Conference Room, 17th floor, Kitahama MID Bldg.

6-7, Doshomachi 1-chome, Chuo-ku, Osaka

3. Purpose of the Meeting

Matters to be reported

- 1. The Business Report and the Consolidated Financial Statements for the 58th fiscal year (from April 1, 2020 to March 31, 2021), and the audit results of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
- 2. The Non-consolidated Financial Statements for the 58th fiscal year (from April 1, 2020 to March 31, 2021)

Matters to be resolved

- **Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2: Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3: Election of Three Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 4: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

4. Matters Relating to the Convocation

If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company as your proxy to attend the Shareholders' Meeting. Please note, however, that it is necessary to submit a document proving the authority of proxy.

<Requests to Shareholders>

- We may revise the measures outlined above depending on the situation regarding the spread of COVID-19 and announcements by the government or other institutions ahead of the Shareholders' Meeting. We would therefore ask that you check for information regarding this on the Company's website (https://www.odk.co.jp/) (in Japanese only).
- Please note that the Company will not provide commemorative gifts.
- We will have significantly fewer chairs than usual this year because we will need to space them out to help prevent the spread of COVID-19 among shareholders and the Company's officers and employees at the meeting. As a result, it is possible that not everyone who comes to the meeting will be able to enter the venue.
- We will provide alcohol-based hand sanitizer for our shareholders near the reception area of the venue. All shareholders attending the meeting are asked to bring and wear masks. Shareholders who do not bring or wear a mask may be refused entry and be asked to leave.
- We will check the body temperature of attendees using a non-contact thermometer near the entrance of the venue. People who are found to have fevers and people who appear to be unwell may be refused entry and be asked to leave.
- Staff members at the Shareholders' Meeting will also be wearing masks and have their temperature and health checked.
- The matters to be reported (including the audit report) and detailed explanations of the proposals will be omitted at the meeting to shorten the meeting's duration, from the perspective of preventing the spread of COVID-19. We ask shareholders to look over this notice prior to the meeting.
- For those attending the meeting in person, please submit the enclosed voting form at the reception desk.
- Pursuant to laws and regulations, as well as Article 16 of the Articles of Incorporation of the Company, the following items are posted on the Company's website (https://www.odk.co.jp/) (in Japanese only); therefore, they are not included in the documents attached to this notice. The documents attached to this notice consist of part of the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit and Supervisory Committee, and the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Financial Statements audited by the Financial Statements.
 - (i) "Principal Lines of Business," "Main Offices," "Matters Related to the Financial Auditor" and "System to Ensure That the Execution of the Duties of Directors Complies With Laws, Regulations, and the Articles of Incorporation, Other Systems to Ensure the Appropriateness of Business Operations and the Operational Status of the Systems" in the Business Report
 - (ii) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - (iii) "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- If any revisions are made to the Reference Documents for the Shareholders' Meeting, the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements, such revisions will be posted on the Company's website (https://www.odk.co.jp/) (in Japanese only).
- We will attend the meeting in business casual attire. The Company asks our shareholders to attend the meeting in informal clothing as well.

The Company's website (https://www.odk.co.jp/)

Reference Documents for the Shareholders' Meeting

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

While keeping in mind the continuous return of profit to shareholders and based on the basic policy of maintaining a stable dividend payment of ¥10 per year, the Company proposes to pay a year-end dividend for the 58th fiscal year as follows:

- (i) Type of dividend property Cash
- (ii) Allotment of dividend property and their aggregate amount
 ¥5 per common share of the Company
 Total payment: ¥40,989,680
 The dividends for the fiscal year, including the interim dividend of ¥5 already paid, will be ¥10 per share.
- (iii) Effective date of dividends of surplus June 24, 2021

Proposal No. 2: Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all seven Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of six Directors.

In regard to this proposal, the Company's Audit and Supervisory Committee verified and examined the ideal approach to supervision and execution of duties by the Board of Directors, the nomination criteria of candidates for Director and other factors. As a result, the Company concluded that all candidates are well-qualified for their positions in consideration of the business execution and performance by each candidate during the fiscal year under review.

The candidates	for Director an	e as follows:
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Candidate No.	Name	Position in the Company	
1	Katsune Hidekazu	Representative Director and President	Reelection
2	Moriwaki Hirofumi	Managing Director	Reelection
3	Yoshimura Mikio	Director	Reelection
4	Sakumoto Yoshiyuki	Director	Reelection
5	Otsuka Hiroshi	Director	Reelection
6	Kawaguchi Shinya	Director	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career s	summary, and position and responsibility in the Company	Number of the Company's shares owned	
	Katsune Hidekazu	Apr. 1987 July 2009	Joined the Company Department Manager of Educational System Department		
	(September 14, 1962) Reelection	June 2011	Department Manager of General Affairs Department		
	Number of years in office	June 2012	Director, and Department Manager of General Affairs Department	35,600	
	9 years	July 2014	Director	22,000	
	Attendance at Board of	June 2015	Managing Director		
	Directors meetings	June 2018	Representative Director and Executive		
	12/12	June 2010	Managing Director		
1		June 2020	Representative Director and President (current position)		
	Reasons for nomination as a cand	l lidate for Direc	A <i>i</i>		
			has been responsible for a wide range of practical bu	siness mainly in	
			e position of Director, in the administrative departme	-	
	-	-	EN HOLDINGS CO., LTD. and other companies, a	-	
	-		le in efforts to expand the sales of "University Entrar		
			nation portal site "UCARO®." He currently serves a		
	Representative Director and President of the Company. His broad business experience and insight will contribute to enhancing the corporate value of the Company over the medium to long term, and he serves as the core of the				
			pany proposes his reelection as a Director.	ore of the	
	Company 3 management. Accord	Apr. 1989	Joined the Company		
		-			
	Moriwaki Hirofumi	July 2012	Department Manager of General Affairs Department		
	(January 18, 1966)	Apr. 2013	Department Manager of Business Development and Sales Promotion Department		
	Reelection	Apr. 2015	Department Manager of Business Development Department		
	Number of years in office	June 2016	Director	24,700	
	5 years	June 2018	Managing Director (current position)		
	Attendance at Board of				
	Directors meetings	July 2020	In charge of Business Solutions Department		
2	12/12		and (in charge of sales at) Securities Finance		
		G' 'C (Solutions Department (current position)		
		-	oncurrent positions outside the Company		
	Representative Director and President of Fplus, Inc.				
	Reasons for nomination as a candidate for Director				
	Since joining the Company, Moriwaki Hirofumi has experience in the business of many departments and was deeply				
	involved in launching the medical-related business. After assuming the position of Director, he has been in charge of				
	the medical-related business, developing various applications, developing the customer success support platform				
	"pottos®," etc., and has been in charge of sales in the securities business. He is also the Representative Director and				
	President of the Company's subsidiary Fplus, Inc. He has a wealth of knowledge related to IT, and his broad business				
	experience and insight will contribute to enhancing the corporate value of the Company over the medium to long term.				
	Accordingly, the Company propo	ses his reelecti	on as a Director.		

Candidate No.	Name (Date of birth)	Career s	ummary, and position and responsibility in the Company	Number of the Company's shares owned
	Yoshimura Mikio (May 2, 1965) Reelection	Apr. 1984 June 1988 July 2016	Joined MC-kikaku Co., Ltd. Joined the Company Department Manager of Educational System Department	
3	Number of years in office 3 years Attendance at Board of Directors meetings 12/12	June 2018 July 2020	Director, and Department Manager of Educational System Department Director, and Department Manager of Educational Solutions Department (current position)	15,100
	operations of services for univers been involved in providing "Mov examinations, and expanding the current educational business. His	imura Mikio h sities and gener vie Interview fo sales and servi broad busines	ctor as been in charge of sales and the practical business al business companies. After assuming the position or University," which was Japan's first interview ser- ices of "UCARO®," etc., and he is promoting new d is experience and insight will contribute to enhancing term. Accordingly, the Company proposes his reeled	of Director, he has vice for entrance evelopments in the g the corporate
4	Sakumoto Yoshiyuki (March 16, 1970) Reelection Number of years in office 3 years Attendance at Board of Directors meetings 12/12	Apr. 1992 Mar. 2006 Apr. 2013 July 2014 July 2016 June 2018 July 2019 July 2020	Joined Takashimaya Company, Limited Joined the Company Department Manager of General Affairs Department Department Manager of General Affairs Department, and Department Manager of Business Development Department Department Manager of Planning and General Affairs Department Director, and Department Manager of Planning and General Affairs Department Director, and Department Manager of Next Stage Strategy Department Director (current position) In charge of supervising overall business management (Corporate Strategy Department, and Human Resource and Finance Department) (current position) oncurrent positions outside the Company	22,900
	supervising overall business, etc. almost all collaborations and bus foundation, including manageme position of Director, he changed addition, he is a former Outside I versed in management of startup	didate for Direct y, Sakumoto Y After joining t iness and capit nt strategies an the listing of th Director of Rea companies. Hi prate value of th	•	the Company and ing the management after assuming the Exchange. In partner, and is well ster's degree will

Candidate No.	Name (Date of birth)	Career st	ummary, and position and responsibility in the Company	Number of the Company's shares owned
		Apr. 1991 July 2014	Joined the Company Department Manager of General Affairs Department, and Department Manager of	
	Otsuka Hiroshi (September 9, 1968)	Apr. 2015	Business Development Department Department Manager of General Affairs Department	
	Reelection Number of years in office	July 2016	Department Manager of Planning and General Affairs Department, and Department Manager of Securities Finance System Department	13,000
	l year Attendance at Board of Directors meetings	July 2019	Department Manager of Planning and General Affairs Department	
5	12/12	June 2020	Director, and Department Manager of Planning and General Affairs Department	
		July 2020	Director, and Department Manager of Human Resource and Finance Department (current position)	
	Company in the administrative de practical business of changing the he has experience concurrently se Manager of Securities Finance Sy	ka Hiroshi has epartments, mai e listing of the (erving as Depar ystem Departmo	tor been responsible for supporting various corporate ac inly in accounting and finance, and he has played a Company to the First Section of the Tokyo Stock Ex tment Manager of Business Development Departme ent. His wealth of business experience as Departmen ource and finance will contribute to enhancing the c	central role in the change. In addition ent and Department nt Manager and
			cordingly, the Company proposes his reelection as a	
	Kawaguchi Shinya	Apr. 1995	Registered as attorney-at-law (Osaka Bar	
	(September 10, 1964) Reelection Outside	Sept. 2005	Association) Established Ace Law Office	
	Independent	June 2013 Significant co	Partner (current position) Director of the Company (current position) oncurrent positions outside the Company	_
	Number of years in office 8 years	Partner of Ace	· · ·	
6	Attendance at Board of Directors meetings 12/12			
	Although Kawaguchi Shinya has director, he is well versed in corp Company expects him to contribu experience of proactively making independent standpoint as an outs	no experience orate legal affa tte to securing statements, etc ide Director of	le Director and overview of the role expected participating in corporate management other than se irs based on his track record as an attorney-at-law. I soundness of decision-making by the Board of Direc c. based on an objective and fair perspective from hi of the Company. The Company has determined that h in corporate governance. Accordingly, the Company	n addition, the ctors in light of his s consistently e will be able to
lotes: 1.	There is no special interest betwee	-	~ -	
2. 3.	Kawaguchi Shinya is a candidate At the conclusion of this meeting years.		rector. hinya's tenure as outside Director of the Company	will have been eigh
4.	The overview of the limited liabil. The Company has concluded a lin of the Companies Act to limit the (1) of the same Act. If the reelect	nited liability a e amount of his	is as follows: greement with Kawaguchi Shinya pursuant to Artic liability for damages to the amount stipulated in A waguchi is approved, the Company plans to renew	rticle 425, paragrap
5.			icers liability insurance policy as provided for in Art ected and assumes the office as Director, each candi	

When the policy is renewed, the Company plans to renew the policy with the same details.

6. The Company has submitted notification to the Tokyo Stock Exchange that Kawaguchi Shinya has been designated as an independent officer as provided for by the aforementioned exchange.

Proposal No. 3: Election of Three Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal. The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Position in the Company	
1	Wakabayashi Koji	Director who is a Standing Audit and Supervisory Committee Member	Reelection
2	Mizuno Takeo	Director who is an Audit and Supervisory Committee Member	Reelection Outside Independent
3	Fujioka Hiroshi	Director who is an Audit and Supervisory Committee Member	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career s	ummary, and position and responsibility in the Company	Number of the Company's shares owned	
		Oct. 1982 June 2010	Joined the Company Department Manager of General Companies System Department		
	Wakabayashi Koji (June 25, 1958)	June 2011	Department Manager of Finance System Department, and Department Manager of General Companies System Department		
	Reelection	Aug. 2013	Department Manager of Securities Finance System Department		
	Number of years in office 2 years	Apr. 2015	Department Manager of Educational System Department	30,200	
1	Attendance at Board of Directors meetings	July 2015	Department Manager of Educational System Department		
	12/12	June 2018 June 2019	Standing Audit and Supervisory Board Member Director (Standing Audit and Supervisory Committee Member) (current position)		
		-	oncurrent positions outside the Company pervisory Board Member of Fplus, Inc.		
	launching "UCARO®" in the educational business. He has a deep understanding of the Company's businesses, enabling him to conduct effective internal audit activities. As a valuable human resource who can share appropriate information with outside Directors and Financial Auditor, the Company proposes his reelection as a Director.				
	with outside Directors and Finar	Apr. 1964	Joined National Tax Agency		
	Mizuno Takeo	Apr. 1968	Registered as attorney-at-law (Osaka Bar Association)		
	(November 7, 1941)	May 1998	Representative of Kyoei Law Office (current position)		
	Reelection Outside Independent	Apr. 2001	President of Osaka Bar Association, President of Kinki Federation of Bar		
	Number of years in office		Associations, and Vice President of Japan Federation of Bar Associations	_	
2	2 years Attendance at Board of Directors meetings	June 2007	Audit and Supervisory Board Member of the Company		
	12/12	June 2019	Director (Audit and Supervisory Committee Member) (current position)		
		Representativ	oncurrent positions outside the Company /e of Kyoei Law Office		
	Although Mizuno Takeo has no affairs as an attorney-at-law and making by the Board of Director	experience parti the Company e rs. In addition, t	de Director and overview of the role expected icipating in corporate management, he is well versed xpects him to contribute to securing fairness and leg he Company also expects him to contribute to securi pervisory Committee. The Company has determined	ality of decision- ng suitability and	
			ely in corporate governance. Accordingly, the Compa		

Candidate No.	Name (Date of birth)	Career st	ummary, and position and responsibility in the Company	Number of the Company's shares owned		
	Fujioka Hiroshi (August 7, 1951)	Sept. 1985 July 1997	Registered as certified public accountant Established Solcio Audit Firm			
	Reelection	July 1997				
	Outside	Luna 2012	Representative Partner (current position) Audit and Supervisory Board Member of the			
	Independent	June 2013	Company			
		June 2019	Director (Audit and Supervisory Committee	-		
	Number of years in office		Member) (current position)			
	2 years	Significant co	ncurrent positions outside the Company			
3	Attendance at Board of	Representativ	e Partner of Solcio Audit Firm			
	Directors meetings 12/12					
		Reasons for nomination as a candidate for outside Director and overview of the role expected				
	Although Fujioka Hiroshi has no experience participating in corporate management, the Company expects him to					
	contribute to securing appropriateness of decision-making by the Board of Directors and to the corporate governance					
	system of the Company by utilizing his wealth of knowledge as a certified public accountant and his superior audit					
	ability. The Company also expect	s him to contril	bute to securing suitability and appropriateness of a	uditing by the Audit		
	and Supervisory Committee. The	Company has	determined that he will be able to perform his dutie	s appropriately and		
			y, the Company proposes his election as an outside	Director.		
Notes: 1.	There is no special interest between any of the candidates and the Company.					
2.	Mizuno Takeo and Fujioka Hiros					
3.	-		red as the Company's officer who was not an e	executive (Audit and		
	Supervisory Board Member) in the	•	· · · · · · · · · · · · · · · · · · ·			
4.	The overview of the limited liabi	• •				
			eements with Mizuno Takeo and Fujioka Hiroshi pu amount of their liability for damages to the amoun			
			ction of each candidate is approved, the Company	-		
	aforementioned agreements with		enon of each candidate is approved, the company	y plans to reliew the		
5.	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. If each candidate is elected and assumes the office as Director, each candidate will be included					
	in the policy as an insured.		· · · · · · · · · · · · · · · · · · ·			
		Company plans	to renew the policy with the same details.			
6.	The Company has submitted notification to the Tokyo Stock Exchange that Mizuno Takeo and Fujioka Hiroshi have been					

6. The Company has submitted notification to the Tokyo Stock Exchange that Mizuno Takeo and Fujioka Hiroshi have been designated as independent officers as provided for by the aforementioned exchange.

Proposal No. 4: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

The current substitute Director's appointment as substitute Director who is an Audit and Supervisory Committee Member is valid until the start of this meeting.

Therefore, the Company proposes the election of one substitute Director who is an Audit and Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

Note that this appointment can be canceled by a resolution of the Board of Directors with the approval of the Audit and Supervisory Committee, provided that the cancellation is made prior to the assumption of office by the candidate. In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for substitute	Director who is a	n Audit and Supervisory	Committee Member is as follows:

Name (Date of birth)	Career	summary, and position and responsibility in the Company	Number of the Company's shares owned
Kawaguchi Shinya (September 10, 1964)	Apr. 1995 Sept. 2005	Registered as attorney-at-law (Osaka Bar Association) Established Ace Law Office	
Outside		Partner (current position)	
Independent	June 2013 Significant co	Director of the Company (current position) oncurrent positions outside the Company	_
Number of years in office 8 years	Partner of Ac	e Law Office	
Attendance at Board of			
Directors meetings 12/12			

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

Although Kawaguchi Shinya has no experience participating in corporate management other than serving as an outside director, he is well versed in corporate legal affairs as an attorney-at-law. In addition, the Company expects him to contribute to securing soundness of decision-making by the Board of Directors in light of his experience of proactively making statements, etc. based on an objective and fair perspective from his consistently independent standpoint as an outside Director of the Company. The Company has determined that he will be able to perform his duties appropriately and effectively in corporate governance. Accordingly, the Company proposes his election as substitute outside Director who is an Audit and Supervisory Committee Member. Furthermore, if Proposal No. 2 "Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved and adopted as originally proposed, Kawaguchi Shinya will be appointed as a Director (excluding Director who is an Audit and Supervisory Committee Member). Should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations, he will resign from the position of Director (excluding Director who is an Audit and Supervisory Committee Member) and assume the position of a Director who is an Audit and Supervisory Committee Member) and assume the position of a Director who is an Audit and Supervisory Committee Member) and assume the position of a Director who is an Audit and Supervisory Committee Member) and assume the position of a Director who is an Audit and Supervisory Committee Member) and assume the position of a Director who is an Audit and Supervisory Committee Member).

Notes: 1. There is no special interest between the candidate and the Company.

2. Kawaguchi Shinya is a candidate for substitute outside Director who is an Audit and Supervisory Committee Member.

3. At the conclusion of this meeting, Kawaguchi Shinya's tenure as outside Director of the Company will have been eight vears.

- 4. The overview of the limited liability agreement is as follows: The Company has concluded a limited liability agreement with Kawaguchi Shinya pursuant to Article 427, paragraph (1) of the Companies Act to limit the amount of his liability for damages to the amount stipulated in Article 425, paragraph (1) of the same Act. Should Mr. Kawaguchi assume the position of Director who is an Audit and Supervisory Committee Member, the Company plans to renew such limited liability agreement with him.
- 5. 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. If the candidate is elected and assumes the office as Director who is an Audit and Supervisory Committee Member, the candidate will be included in the policy as an insured. When the policy is renewed, the Company plans to renew the policy with the same details.

6. The Company has submitted notification to the Tokyo Stock Exchange that Kawaguchi Shinya has been designated as an independent officer as provided for by the aforementioned exchange.