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Securities Code:3974

January 9, 2026

(Start date of measures for electronic provision: December 26, 2025)

To our shareholders:

Hideo Nagashima  
Representative Director and President  
SCAT Inc.  
1-6-33 Joto, Oyama City, Tochigi Prefecture, Japan

## **Notice of the 58th Annual General Meeting of Shareholders**

We are pleased to announce the 58th Annual General Meeting of Shareholders of SCAT Inc. (the "Company"), which will be held as indicated below.

In convening the Meeting, we have taken electronic provision measures for information contained in the Reference Documents for the General Meeting of Shareholders and other documents (the "Matters Subject to Electronic Provision Measures"). They are posted on our website, as the "Notice of Convocation of the 58th Ordinary General Meeting of Shareholders."

Please access one of the following websites to review the information.

The Company's Website : <https://www.scat.inc/ir.html>

In addition to the above, the information is also available on the following website on the Internet.

Tokyo Stock Exchange Website :

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

Please access the above website and enter the Company's name or securities code to perform a search, then select "Basic information" followed by "Documents for public inspection/PR information" to view the information.

If you will not attend the Meeting in person, you have the option to exercise your voting right via the Internet or in writing. We cordially request that you review the Reference Documents for the General Meeting of Shareholders and exercise your rights by 5:45 p.m. on Tuesday, January 27, 2026.

<b>1. Date and Time</b>	<b>January 28, 2026 (Wednesday), 10:00 a.m.</b> (JST) (Doors open at 9:30 a.m.)
<b>2. Venue</b>	<b>Oyama Grand Hotel 2nd floor conference room</b> 202 Hitotonoya Oyama City, Tochigi Prefecture, Japan

### 3. Purpose of the Meeting

## **Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 58th fiscal year (from November 1, 2024, to October 31, 2025), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 58th fiscal year (from November 1, 2024, to October 31, 2025)

## **Agenda for this Annual General Meeting of Shareholders:**

Proposal NO.1	Election of six directors.
Proposal NO.2	Election of One Substitute Auditor

# Reference Documents for General Meeting of Shareholders

## Proposals and Reference Information

### Proposal NO.1      Election of six directors.

The terms of office of the current five directors will expire at the conclusion of the 58th Ordinary General Meeting of Shareholders, scheduled to be held on January 28, 2026.

Accordingly, in order to strengthen management oversight, we will add one outside director and appoint six directors.

		Name	Position	※ 1
1	Reelection	Hideo Nagashima	Representative Director and President	15/15
2	Reelection	Sakae Takahashi	Director Executive Officer. In charge of IR, general affairs and human resources, General Manager of Business Management Headquarters	15/15
3	Reelection	Hiroyuki Fukuda	Director Executive Officer Beauty ICT Division Manager	15/15
4	Reelection	Shinobu Nishio	Director Executive Officer Head of Accounting and Finance Headquarters	15/15
5	Reelection	Kazuharu Tomioka	Outside Director (Independent)	15/15
6	New	Mizuho Takahashi	—	—

\* Newly appointed Mizuho Takahashi is a candidate for Outside Director.

【No.1】

Name	Hideo Nagashima		【Reelection】			
Date of Birth	December 22, 1961					
Summary	February 1998	Joined the company				
	January 2002	Appointed as director				
	January 2014	Appointed as Director and Vice President				
	January 2020	Appointed as representative director				
	January 2021	Appointed Representative Director, President and Executive Officer (current position)				
Number of Company Shares Owned	53,189-					
【Reasons for Nomination】						
<p>Mr. Hideo Nagashima has held key positions in the ICT business for beauty salons, which is our main business, and has a track record of significantly improving business performance. As Representative Director and President, he has led management, and as an Executive Officer, he has demonstrated leadership in business execution, thereby increasing corporate value. We believe that his experience, insight, and ability to execute will continue to be essential, and we will continue to nominate him as a candidate for director.</p>						

【No.2】

Name	Sakae Takahashi		【Reelection】			
Date of Birth	February 28, 1971					
Summary	April 1993	Joined the company				
	November 2010	Seconded to “Administrative Scrivener Corporation Aoba” as a manager.				
	November 2012	Corporate Management Headquarters Corporate Planning Office Manager				
	January 2024	Director Executive Officer (current position)				
	February 2024	Head of Business Management Headquarters (current position)				
Number of Company Shares Owned	28,494-					
【Reasons for Nomination】						
<p>Mr. Sakae Takahashi has worked hard to improve corporate value as the manager of the Corporate Planning Office, assisting the representative director, and as the executive officer in charge of IR. He has experience and knowledge regarding company management, and we have selected him as a director candidate as a necessary human resource for the management of our company.</p>						

【No.3】

Name	Hiroyuki Fukuda		【Reelection】			
Date of Birth	August 4, 1975					
Summary	February 2005	Joined the company				
	November 2010	Appointed as executive officer. In charge of ICT business for beauty salons. (current position)				
	November 2010	BICT Business Department Business Manager (current position)				
	January 2022	Appointed as director (current position)				
Number of Company Shares Owned	13,760-					
【Reasons for Nomination】						
<p>Mr. Hiroyuki Fukuda has held key positions in the ICT business for beauty salons, which is our main business, and has demonstrated leadership in business execution as a director and executive officer, and has a track record of improving business operations and performance. We believe that his experience, insight, and ability to execute will continue to be essential, and we will continue to nominate him as a candidate for director.</p>						

【No.4】

Name	Shinobu Nishio		【Reelection】			
Date of Birth	February 15, 1976					
Summary	January 2007	Joined Audit Corporation Tohmatsu (currently Tohmatsu Limited Liability Audit Corporation)				
	November 2015	Director of Nishio Certified Public Accountant Office (current position)				
	May 2016	Fujiya Glass Co., Ltd. Accounting Advisor (current position)				
	July 2016	Appointed as auditor				
	June 2020	Representative Director of Fujiya Partners Co., Ltd. (current position)				
	January 2021	Appointed as Director and Executive Officer Business Management Headquarters Deputy Head				
	November 2021	Appointed as Director and Executive Officer (in charge of accounting and finance) (current position) Head of Accounting and Finance Headquarters (current position)				
Number of Company Shares Owned	7,779-					
【Reasons for Nomination】						
<p>Mr. Shinobu Nishio utilizes his abundant experience and insight as a certified public accountant and tax accountant as an accounting and tax expert to assist the President and Representative Director and carry out his duties as the Company's director in charge of accounting and finance and as an executive officer. We believe that his experience, insight, and ability to execute will continue to be essential, and we will continue to nominate him as a candidate for director.</p>						

## 【No.5】

Name	Kazuharu Tomioka		【Reelection】					
Date of Birth	December 31, 1958							
Summary	April 1982	Joined Daiwa Securities Co., Ltd.						
	October 1987	Registered as an assistant accountant						
	April 1998	Appointed representative director of Disclosure Co., Ltd. (current position)						
	May 2004	Appointed outside director of Bio Mimetics Sympathies Co., Ltd. (current position)						
	November 2004	Director of YWT Co., Ltd. (current position)						
	May 2007	Outside Audit & Supervisory Board Member of PE&HR Co., Ltd. (current position)						
	December 2016	Outside Audit & Supervisory Board Member of Fujizakura Hotel Co., Ltd. (current position)						
	July 2018	Outside Audit & Supervisory Board Member of Mail Solution Japan Co., Ltd. (current position)						
	January 2019	Outside Audit & Supervisory Board Member of Yokohama International Auction Co., Ltd. (current position)						
	January 2019	Director of the Company (current position)						
	July 2021	Outside Audit & Supervisory Board Member of Esporia Co., Ltd.						
	October 2021	Director of Chiyoda SDGs Research Institute Co., Ltd. (current position)						
	November 2023	Outside Audit & Supervisory Board Member of Kurotani Co., Ltd. (current position)						
	November 2023	Outside Director of Esporia Co., Ltd. (current position)						
Number of Company Shares Owned	5,600-							
【Reasons for Nomination】								
<p>Mr. Kazuharu Tomioka has extensive knowledge of management and accounting cultivated through many years of experience in the securities industry and as a corporate manager, and as an outside director he supervises and advises executive directors. We believe that his experience and insight will continue to be essential, and we will continue to nominate him as a candidate for outside director. Please note that he is independent from the Company and has been registered as an independent officer with the Tokyo Stock Exchange.</p>								

## 【No.6】

Name	Mizuho Takahashi		【New】
Date of Birth	March 12, 1978		
Summary	April 2001	Joined Taiseisha Co., Ltd.	
	April 2009	Joined Aqua Grazie Co., Ltd.	
	March 2010	Joined FUN Communications Inc.	
	June 2017	Joined HIBIKI Partners Co., Ltd.	
	December 2021	Appointed partner at Hibiki Partners Inc.	
Number of Company Shares Owned	—		

【Reasons for Nomination】

Ms. Mizuho Takahashi holds a Master of Business Administration (MBA) and has extensive experience and deep insight as a consultant, having worked in human resources, general affairs, corporate planning, and stock listing preparation at a company listed on the Tokyo Stock Exchange Prime Market. We believe that he can be expected to play a sufficient role in ensuring and strengthening the soundness of management decision-making at the Company, and therefore we have appointed him as a candidate for Outside Director (Independent Director).

## 《Additional information》

1. There are no special interests between each candidate and the Company.
2. The number of Company shares held by director candidates is as of October 31, 2025.
3. Mr. Kazuharu Tomioka and Ms. Mizuho Takahashi are candidates for Outside Director.
4. Mr. Kazuharu Tomioka's term of office as an outside director of the Company will be 7 years at the conclusion of this Ordinary General Meeting of Shareholders.
5. The Company has registered Mr. Kazuharu Tomioka as an independent director pursuant to the regulations of the Tokyo Stock Exchange, and if his reappointment is approved, the Company plans to continue to register Mr. Kazuharu Tomioka as an independent director. In addition, if Ms. Mizuho Takahashi's appointment is approved, we plan to notify her as an independent officer in accordance with the regulations of the Tokyo Stock Exchange.
6. Based on the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kazuharu Tomioka that limits liability for damages as provided in Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages based on this contract is the amount stipulated in Article 425, Paragraph 1 of the same law, and if Kazuharu Tomioka's reappointment is approved, we plan to continue this contract with him. Additionally, if the appointment of Ms. Mizuho Takahashi is approved, the Company plans to conclude a similar liability limitation agreement with her.
7. The Company has concluded a contract with an insurance company for "Director's Liability Insurance." The insurance contract will compensate for any damage that may occur as a result of the insured being responsible for the execution of his or her duties or receiving a claim related to the pursuit of such liability. If each candidate's appointment is approved, they will become an insured person under the insurance contract. The insurance contract is scheduled to be renewed with the same content at the next renewal.

**Proposal NO.2**      **Election of One Substitute Auditor.**

As a company with an audit and supervisory board, our company is run by three auditors (two of whom are independent outside auditors). The Company's Articles of Incorporation stipulate that substitute Audit & Supervisory Board Members may be appointed to ensure that the functions of the Board of Audit & Supervisory Board Members are not disrupted in the event of an unforeseen event occurring regarding an Audit & Supervisory Board Member. The appointment of the Alternate Audit & Supervisory Board Member will expire at the conclusion of the 58th Ordinary General Meeting of Shareholders, scheduled to be held on January 28, 2026, and one new Alternate Audit & Supervisory Board Member will be appointed. The appointment will be effective only before the appointment and may be revoked by a resolution of the Board of Directors with the consent of the Audit & Supervisory Board. In addition, the Board of Corporate Auditors has given its consent to this proposal.

Name	Akifumi Imamura		【Reelection】			
Date of Birth	April 18, 1953					
Summary	April 1982	Attorney registration				
	April 1989	Atago Law Office (Partner)				
	May 2003	Attorney (Partner) at Greenhill Law and Patent Office (currently Hibiki Law Office) (current position)				
	June 2005	Outside Auditor of JBCC Holdings Co., Ltd.				
	June 2011	Outside Audit & Supervisory Board Member of Itoham Foods Inc. (currently ITOHAM YONEKYU HOLDINGS INC.)				
	June 2016	Outside Director (Audit and Supervisory Committee Member), JBCC Holdings, Inc. (current position)				
	March 2020	Otomo Logistics Service Co., Ltd. External Auditor. (current position)				
	June 2021	Outside Director (Audit and Supervisory Committee Member) of Shibaura Machine Co., Ltd. (current position)				
	March 2023	Outside Auditor of Kyowa Seiko Co., Ltd. (current position)				
Number of Company Shares Owned	—					
【Reasons for Nomination】						
Akifumi Imamura is currently our company's legal advisor and serves as the external whistleblowing hotline. As an attorney, he has a wide range of knowledge, experience and broad insight, and also has experience as an outside auditor for a listed company, making him well suited to the duties of an outside auditor. He has been appointed as a candidate for substitute outside auditor to fill two vacancies for outside auditors.						

《Additional information》

1. There are no special interests between each candidate and the Company.
2. Mr. Akifumi Imamura is a candidate for alternate Outside Audit & Supervisory Board Member.
3. Mr. Akifumi Imamura meets the requirements for an independent director under the Tokyo Stock Exchange's rules, and if he is appointed as an Audit & Supervisory Board Member, we plan to register him as an independent director.

4. Based on the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Akifumi Imamura that limits liability for damages as provided in Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages based on this contract is the amount stipulated in Article 425, Paragraph 1 of the same law, and if Akifumi Imamura's reappointment is approved, we plan to continue this contract with him.

5. The Company has concluded a contract with an insurance company for "Director's Liability Insurance." The insurance contract will compensate for any damage that may occur as a result of the insured being responsible for the execution of his or her duties or receiving a claim related to the pursuit of such liability. If each candidate's appointment is approved, they will become an insured person under the insurance contract. The insurance contract is scheduled to be renewed with the same content at the next renewal.

#### 『Director and auditor skill matrix after the general meeting of shareholders.』

If Proposal No. 1 and Proposal No. 2 are all approved as originally proposed, the expertise, experience, and expected roles of each director and corporate auditor are as follows.

Name	Corporate management	Industry	Marketing	ICT/DX	Financial accounting	Risk management	Human capital
Hideo Nagashima	●	●	●	●		●	
Sakae Takahashi	●			●		●	●
Hiroyuki Fukuda	●	●	●	●			
Shinobu Nishio	●				●	●	
Kazuharu Tomioka	●				●	●	
Mizuo Takahashi	●		●				●
Nobufumi Mori		●		●		●	
Kuniaki Yamasawa					●	●	
Hirokazu Sato			●			●	

※) It describes the roles that are particularly expected of each director and auditor, and does not represent all the knowledge and experience possessed by each director and auditor.

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