

Securities Code 6535
October 3, 2025
(Start date of measures for electronic provision: September 30, 2025)

Tetsuya Noguchi
Representative Director, CEO
i-mobile Co., Ltd.
3-26-20 Shibuya, Shibuya-ku, Tokyo

Notice of the 18th Annual General Meeting of Shareholders

Dear Shareholders:

We would like to inform you that the 18th Annual General Meeting of Shareholders of i-mobile Co., Ltd. (the “Company”) will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information in electronic format and posts matters for which measures for providing information in electronic format are to be taken on the following website.

< The Company’s website >

<https://www.i-mobile.co.jp/ir/library/meeting.html>



In addition to the above, the information is also available on the Tokyo Stock Exchange website. Please access the Tokyo Stock Exchange website mentioned below, enter the Company’s name (i-mobile) or securities code (6535) to conduct search, and select “Basic information” followed by “Documents for public inspection/PR information,” and then “Notice of General Meeting of Shareholders /Informational Materials for a General Shareholders Meeting” in “Documents for public inspection.”

< Tokyo Stock Exchange website >

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



You are able to exercise your voting rights in writing or the Internet. Please consider the attached Reference Documents for the General Meeting of Shareholders, and if voting in writing, indicate your vote for or against the proposal in the enclosed Voting Rights Exercise Form, and mail it so that it is delivered by 5 p.m. on Thursday, October 23, 2025 (JST). In the case of exercising your voting rights via the Internet, please exercise your voting rights by 5:00 p.m. on Thursday, October 23, 2025 (JST). For details, please refer to “Guide to the Exercise of Voting Rights” on pages 3 to 5.

1. Date and Time: 10 a.m. on Friday, October 24, 2025 (JST)
(Reception starts at 9:30 a.m.)
2. Venue: Hall A, TKP Garden City Shibuya, Shibuya Higashiguchi
Building 1F, 2-22-3 Shibuya, Shibuya-ku, Tokyo, Japan
3. Meeting Agenda:
 - Matters to be reported:
 1. Business Report, Consolidated Financial Statements, and results of audits of the Consolidated Financial Statements by Accounting Auditor and Audit & Supervisory Committee for the 18th Fiscal Year (August 1, 2024 to July 31, 2025)
 2. Non-Consolidated Financial Statements for the 18th Fiscal Year (August 1, 2024 to July 31, 2025)
 - Proposals to be resolved:
 - Proposal 1 Election of Five Directors
(Excluding Audit & Supervisory Committee Members)
 - Proposal 2 Election of Three Directors Serving as Audit & Supervisory Committee Members
 - Proposal 3 Election of One Directors Serving as a Substitute Audit & Supervisory Committee Member
 - Proposal 4 Revision of the restricted share-based compensation system for Directors (Excluding Directors who are Audit & Supervisory Committee Members and Outside Directors)

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception.
 - The documents delivered to shareholders also serve as the documents containing matters subject to electronic provision that are delivered upon request of shareholders. However, pursuant to laws and regulations and provisions of Article 14 of the Articles of Incorporation of the Company, the following items are not included. Accordingly, these documents are part of the documents audited by the Audit & Supervisory Committee and the Accounting Auditor in preparing their respective audit reports.
 - Business Report
 - “Business Progress and Financial Results,” “Trends in Assets and Income,” “Major Business,” “Major Offices,” “Employees,” “Major Lenders,” and “Other Important Matters Regarding the Current Situation of the Group” under Overview of the Group
 - Share Acquisition Rights of the Company
 - “Limited Liability Agreement,” “Directors and Officers Liability Insurance (D&O Insurance) Contract,” and “Outside Officers” under Officers of the Company
 - Accounting Auditor
 - Systems to Ensure the Appropriateness of Business Operations and the Operational Status
 - Basic Policy on the Control of the Company
 - Consolidated Financial Statements
 - Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Net Assets, Notes to Consolidated Financial Statements
 - Non-Consolidated Financial Statements
 - Non-Consolidated Balance Sheet, Non-Consolidated Statement of Income, Non-Consolidated Statement of Changes in Equity, Notes to Non-Consolidated Financial Statements
 - Independent Auditor’s Report
 - Independent Auditor’s Report on the Consolidated Financial Statements, audit reports from the Accounting Auditor, audit reports from the Audit & Supervisory Committee
 - If revisions to the matters subject to measures for electronic provision arise, the details of the revisions will be posted on each website where the matters were published.
 - Instead of sending out the notice of resolutions of the General Meeting of Shareholders, the results of the General Meeting of Shareholders will be posted on the Company’s website : .
<https://www.i-mobile.co.jp/ir/library/meeting.html>

Guide to the Exercise of Voting Rights

- You may exercise your voting rights using one of the following three methods.

● Via the Internet



Exercise Deadline

By 5 p.m. on
Thursday October 23, 2025 (JST)

Please access our website for exercising voting rights (<https://soukai.mizuho-tb.co.jp/>), use the voting code and password provided on the enclosed Voting Rights Exercise Form, and follow the on-screen instructions to indicate your vote for or against each proposal.

*Depending on your Internet environment, the services you subscribe to, and the model you are using, you may not be able to access the voting rights exercise website.

*Shareholders are responsible for connection and communication charges when using the voting rights exercise website.

▶ For details, please see the next page.

Please note that the “smart vote” website and the “exercise of voting rights” website will be unavailable from 00:00 to 5:00 a.m. on Monday, October 6, 2025, due to system maintenance.

● Exercise by mail

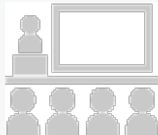


Exercise Deadline

Mail delivered by 5 p.m. on
Thursday, October 23, 2025 (JST)

Please indicate your vote for or against on the enclosed Voting Rights Exercise Form and return it so that it arrives by the Exercise Deadline.

● Attending the Shareholders Meeting



Date and time of the meeting

Friday, October 24, 2025
10:00 a.m. (JST)
(Reception starts at 9:30 a.m.)

Please complete and submit the enclosed Voting Rights Exercise Form at the reception desk.

In addition, we ask that you bring this booklet with you as meeting reference material.

When exercising your voting rights, please be aware of the following matters.

- If you exercise your voting rights both by postal mail using the Voting Rights Exercise Form and via the Internet, the voting rights exercised via the Internet will be handled as valid.
- In the event that you exercise your voting rights more than once via the Internet, the most recent exercise will be handled as valid.

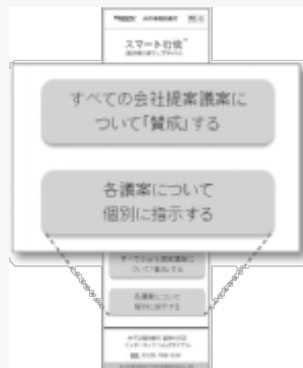
◆“Smart Exercise” method of scanning QR code◆

You can log in to the voting rights exercise website without entering your voting code and password.

- 1 Please scan the QR code at the bottom right of the Voting Rights Exercise Form.



- 2 Follow the instructions on the screen to enter your vote for or against.



“Smart Exercise” can be used **only once** to exercise your voting rights.

If you wish to change your vote(s) after exercising your voting rights, please access the voting rights exercise website, enter the “Voting Rights Exercise Code” and “Password” on the Voting Rights Exercise Form to log in, and exercise your voting rights again.

*Scan the QR code again to be redirected to the voting rights exercise website.
For details, please see the next page.

◆Method to access the Voting Rights Exercise Website◆

When exercising your voting rights on the Voting Rights Exercise Website (link below), please enter your “**Voting Rights Exercise Code**” and “**Password**” on the Voting Rights Exercise Form and then follow the instructions on the screen. For security purposes, you will need to change your password when you log in for the first time.

Voting Rights Exercise Website

<https://soukai.mizuho-tb.co.jp/>

Procedures for the Exercising Voting Rights

1 ◆Accessing the Voting Rights Exercise Website◆

Click “**Next**”

2 Log in

Enter the “Voting Rights Exercise Code” on your Voting Rights Exercise Form, and click “**Next**”

3 Enter your password

Enter the “**Password**” on your Voting Rights Exercise Form and then enter your new password and click “**Register**”

Follow the instructions on the screen to enter your vote for or against.

Handling of password

- Your password (including those that have been changed) is valid only for this Annual General Meeting of Shareholders. You will be issued a new password at the next Annual General Meeting of Shareholders.
- If you enter the wrong password more than the prescribed number of times, your password will be locked and it can not be used. If your password becomes locked, follow the instructions on the screen.

If you have any questions, please contact us below.

Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.

Internet Help Dial

Tel. 0120-768-524 (toll free)

(Hours: 9:00 a.m. to 9:00 p.m. [excluding year-end and New Year's holidays])

Business Report

From August 1, 2024 to July 31, 2025

1. Overview of the Group

(1) Capital Investments

The total amount of capital investments for the fiscal year ended July 31, 2025 was 606 million yen. They mainly consisted of acquisition of software related to in-house development of 46 million yen in the Online Advertising segment as well as acquisition of software related to in-house development in the Consumer Service segment of 161 million yen, and acquisition of other facilities totaling 398 million yen.

There was no significant retirement or sale of facilities in the fiscal year ended July 31, 2025.

(2) Financing

Not applicable

(3) Sale of Business, Absorption-type Company Split, or Incorporation-type Company Split

Not applicable

(4) Acquisition of Business of Other Companies

Not applicable

(5) Succession to Rights and Obligations for Business of Other Corporations due to Absorption-type Merger or Absorption-type Company Split

Not applicable

(6) Acquisition or Disposal of Shares and Other Equity or Share Acquisition Rights of Other Companies

Not applicable

(7) Issues to be Addressed

Under the Group vision “Creating a Business for the Future,” the Group, as an Internet marketing company, is developing businesses in two business segments: Consumer Service and Online Advertising.

Leveraging the technology and marketing expertise cultivated in the original Online Advertising (Ad Network) business from multiple angles, the Group is working to maximize synergies through optimal allocation of assets. Furthermore, we are striving to further enhance corporate value by developing new markets, such as the Green Energy business, and promoting growth business sectors.

Based on the new medium-term management plan announced on September 12, 2024, which covers the fiscal years ended July 31, 2025 through July 31, 2027, we have identified the following key management priorities: establishing a robust revenue base, achieving sustainable growth, responding to changes in customer behavior and consumption patterns, and building a long-term, stable management foundation. In the fiscal year ended July 31, 2025, the first year of the plan, we actively pursued these priorities and laid the groundwork for steady execution of the plan.

In the Consumer Service business centered on the Hometown Tax Donation business, we aim to achieve the 20% market share target that will allow us to establish our competitive advantage. To achieve this, the Group has been promoting the expansion of the number of contracted municipalities and members, developing unique experience-based gifts in return and functions based on customer needs, and advancing promotional activities to attract new customers. In addition, to create further revenue opportunities, the Group is strengthening collaboration with municipalities and enhancing peripheral businesses based on Furunavi.

On the other hand, in the Online Advertising business, we are strengthening our revenue base by advancing the restructuring of the business portfolio. In particular, within the App Operation business, we are reallocating resources to growth areas and striving to restore profitability by pursuing

collaborations with other companies and expanding overseas to develop new markets and new customer bases.

The Group recognizes the following key challenges and is committed to addressing them in order to enhance corporate value.

1) Acquire new users and enhance user engagement

The Group recognizes that, to achieve sustainable growth, it needs to expand the number of users by enhancing the recognition of the Group and its services and acquiring new users. To this end, the Group will expand efficient and effective advertising activities and, in addition, business development utilizing the “Furunavi” brand.

Further, the Group will endeavor to enhance engagement and ensure the long-term use of its services by capturing the needs of existing users, continuously enhancing the quality of services, and developing peripheral services with high customer satisfaction.

2) Creating new businesses

The Group recognizes that, as a strategy for achieving sustainable growth, it is important to continue to develop new businesses by utilizing the assets of existing businesses, in addition to measures for the growth of existing businesses. Especially, the Group will devote energy to creating new revenue-generating businesses by investing in peripheral businesses centered on “Furunavi”.

3) Stably Monetize existing businesses and expand the business portfolio

To realize sustainable growth of the Group, we recognize that stabilizing earnings by strengthening the base of existing businesses is essential. We will advance measures to enhance our market presence in order to establish our highly profitable existing businesses as a more stable revenue base over the medium to long term. We will also expand our business portfolio by combining businesses targeting different user segments and diversify our business model to respond to changes in the market environment, thereby driving sustainable growth.

4) Aggressive business alliances and corporate acquisitions

The Group recognizes that, to further stabilize its revenue base and achieve sustainable growth, it needs to diversify revenue sources by creating new businesses that will drive future growth, as well as businesses derived from existing businesses. To achieve this goal, the Group will continue its efforts toward growth by investing in new businesses and services through business alliances and M&As as well as in-house development.

5) Improve ad delivery performance

The Group recognizes that, in the Online Advertising segment, it needs to secure a competitive advantage in ad delivery performance according to changes in the competitive environment and the business environment. The Group will provide more competitive ad delivery services by enhancing ad delivery technologies in statistical processing and machine learning and purchasing efficient ad space based on sufficient user data.

6) Strengthen the development framework

The business environment surrounding the Group is characterized by rapid technological innovations and market changes and requires the Group to make new responses on a daily basis. To further expand the businesses in such an environment, the Group will establish a flexible service development framework focusing on competitiveness by accelerating investments in the technological area, the adoption of high-quality development methods, and research on artificial intelligence technologies.

Moreover, since the Group’s businesses are operated on the web, the Group recognizes that it needs to stably operate the system and speedily resolve problems if they occur. To provide users with services in an agreeable condition, the Group will strive to develop technologies and secure human resources for stably operating the system.

7) Develop and secure talented human resources

The Group believes that, to achieve further growth, all employees need to deeply understand the Group's corporate philosophy and management policy and implement the value of "Smile × Growth × Team." To this end, developing systems that support employee growth and organization that enhance communication between employees and departments, we will strive to create an environment where everyone can play an active role in relief and safety.

Moreover, to prevent a decline in flexibility resulting from the expansion of the organization, the Group will ensure efficiency and decision-making agility by establishing an organizational framework according to business development and appropriately assigning human resources. Through these efforts, the Group will realize the organization where each individual can demonstrate high level execution capabilities, and can execute business and create efficient systems.

8) Realize a sustainable society

To realize the Group vision "Creating a Business for the Future," we are committed to solving social issues through our business and corporate activities and aim to become an attractive company for all stakeholders by continuously enhancing our corporate value.

The Group has identified four material issues (materiality) of "QOL improvement," "social value creation," "sustainable urban development," and "discovering local attraction" as issues that should be prioritized, and will contribute to the resolution of social issues and the realization of a sustainable society through regional support utilizing the Hometown Tax Donation business "Furunavi" and the corporate version of Hometown Tax Donation.

Moreover, in the Green Energy business, where we work to solve social issues through our business, we have installed solar power generation facilities. We also established Furunavi Energy, Inc., a subsidiary engaged in the retail electricity business, and we continue to create businesses aimed at realizing a sustainable circular society.

(8) Parent and Significant Subsidiaries

1) Parent company

Not applicable

2) Significant subsidiaries

Name of company	Share capital (million yen)	Ownership ratio of the Company (%)	Major business
Cyber Consultant, Inc.	30	100.0	Online Advertising
Ohte, Inc.	2	100.0	Online Advertising

Notes: There are no subsidiaries that fall under the category of specified wholly-owned subsidiaries.

2. Shares of the Company

(1) Total Number of Shares Authorized to be Issued: 174,000,000 shares

(2) Total Number of Shares Issued: 58,147,188 shares (incl. 2,100,015 treasury shares)

(3) Number of Shareholders 14,551

(4) Major Shareholders

Name of shareholder	Number of shares held (thousand shares)	Shareholding ratio (%)
T-net Co., Ltd.	12,480	22.27
Asahi Co., Ltd.	12,000	21.41
Toshihiko Tanaka	3,784	6.75
The Master Trust Bank of Japan, Ltd. (Trust account)	3,644	6.50
Tetsuya Noguchi	3,624	6.47
Custody Bank of Japan, Ltd. (Trust account)	1,144	2.04
Yoshihisa Yamashita	493	0.88
Barclays Securities Japan Limited	488	0.87
THE BANK OF NEW YORK MELLON 140044	369	0.66
Hideo Nakamura	365	0.65

Notes: The shareholding ratio, the number of shares held to the total number of shares issued, is rounded to the nearest hundredth.

In addition to the above, the Company holds 2,100,015 treasury shares.

The shareholding ratio is calculated excluding treasury shares.

(5) Other Important Matters Concerning the Shares of the Company

Purchase of Treasury Shares

Based on the resolution at the meeting of the Board of Directors held on June 11, 2025, the Company has acquired treasury shares as follows.

Class and number of shares acquired: Common stock, 1,800,000 shares

Total acquisition value: 1,124 million yen

Acquisition period: From June 12, 2025 to June 23, 2025

3. Officers of the Company

(1) Directors

Position	Name	Responsibilities and significant concurrent positions
Representative Director, Chairman	Toshihiko Tanaka	General Manager, Representative Project Headquarters of the Company Representative Director of Furunavi Energy, Inc.
Representative Director, CEO	Tetsuya Noguchi	
Executive Managing Director, CFO	Yasuhiro Fumita	General Manager, Corporate General Headquarters of the Company
Director	Yoshinori Mizota	General Manager, Ad Platform Business Headquarters of the Company Representative Director and President of Cyber Consultant, Inc.
Director	Kunihiro Tanaka	Representative Director and President, Chief Executive Officer of SAKURA internet Inc. Representative Director and President of Kunihiro Tanaka Office Outside Director of i-plug, Inc. Outside Director of BBSakura Networks, Inc. Outside Director of ABEJA, Inc. Chairman of the Specified Nonprofit Organization Japan Data Center Council Outside Director of Yume (no) Sora Holdings Co., Ltd. Managing Director of the General Incorporated Association Kansai Association of Corporate Executives Chairman of the General Incorporated Association The Software Association of Japan Director of Tellus Inc. Representative Director of General Incorporated Association OKINAWA INNOVATION BASE
Director	Satoshi Shima	Outside Director of Neo Career Co., Ltd. Outside Director of Hanwha Solutions Corporation Outside Director of APRE Co., Ltd.
Director	Masumi Sai (Name recorded in family register: Masumi Ishihara)	Representative Director of Good News and Companies Outside Director of Rise Consulting Group, Inc.
Director, Audit & Supervisory Committee Member (Full-time)	Yukio Todoroki	Outside Director and Audit & Supervisory Committee Member of Geniece, Inc. Corporate Auditor of Ohte, Inc.
Director, Audit & Supervisory Committee Member	Tadatsugu Ishimoto	Representative Director of Mentor Capital Holdings Co., Ltd. Outside Director of UNITED, Inc. Outside Director (Audit & Supervisory Committee Member) of Visional, Inc. Outside Auditor of SunBridge Inc. Outside Director (Audit & Supervisory Committee Member) of Blue Planet-works, Inc. External Director and Member of the Audit & Supervisory Committee of TSUKURUBA, Inc.
Director, Audit & Supervisory Committee Member	Akira Takagi	Director of Takagi CPA Office Outside Director (Audit & Supervisory Committee Member) of bitbank, Inc. Outside Auditor of REXEV Inc. Outside Auditor of LPIXEL Inc. Representative Director of KIC Co., Ltd. Outside Auditor of Gaudi Clinical Co., Ltd.

- Notes: 1. Directors Mr. Kunihiro Tanaka, Mr. Satoshi Shima, Ms. Masumi Sai, Mr. Yukio Todoroki, Mr. Tadatsugu Ishimoto, and Mr. Akira Takagi are Outside Directors.
2. The Company has selected full-time Audit & Supervisory Committee Members to strengthen and improve its management monitoring functions.
3. Audit & Supervisory Committee Members Mr. Yukio Todoroki and Mr. Tadatsugu Ishimoto qualify as certified public tax accountants and have an adequate knowledge and insight about finance and accounting.
4. Audit & Supervisory Committee Members Mr. Akira Takagi qualifies as a certified public accountant and has an adequate knowledge and insight about finance and accounting.
5. The Company has designated Directors Mr. Kunihiro Tanaka, Mr. Satoshi Shima, Ms. Masumi Sai, Mr. Yukio Todoroki, Mr. Tadatsugu Ishimoto, and Mr. Akira Takagi as independent officers as specified by the Tokyo

Stock Exchange and has reported to the Exchange as such.

(2) Amount of Compensation and Benefits to Directors for the Current Fiscal Year

Class of officers	Total amount of compensation (million yen)	Subtotals for each type of compensation (million yen)			Number of eligible officers
		Basic compensation	Performance-based compensation	Non-monetary remuneration	
Director (Excluding Audit & Supervisory Committee Member) (of which, Outside Director)	229 (16)	221 (16)	— (—)	7 (—)	7 (3)
Director, Audit & Supervisory Committee Member (of which, Outside Director)	21 (21)	21 (21)	— (—)	— (—)	3 (3)
Total (of which, Outside Officer)	251 (38)	243 (38)	— (—)	7 (—)	10 (6)

- Notes: 1. At the Annual General Meeting of Shareholders held on October 22, 2021, the maximum amount of remuneration for Directors (Excluding Directors who are Audit & Supervisory Committee Members) was resolved to be 400 million yen per year or less, and Share Acquisition Rights as stock options as separate remuneration were resolved to be 80 million yen or less per year. In addition, at the same Annual General Meeting of Shareholders, it was resolved to introduce a restricted share-based compensation system as a separate form of remuneration. In principle, the Company plans to provide the remuneration as a lump sum at the beginning of the three fiscal years by allotting the total number of shares corresponding to the compensation for duties executed. The actual amount of remuneration would be equivalent to 100,000 shares (rounded down to the nearest whole number), not exceeding 100 million yen per year. At the conclusion of said Annual General Meeting of Shareholders, the number of Directors (Excluding Directors who are Audit & Supervisory Committee Members) was six.
2. At the Annual General Meeting of Shareholders on October 22, 2021, it was resolved that the maximum amount of compensation for Audit & Supervisory Board Member shall be 30 million yen or less per year. At the conclusion of said General Meeting of Shareholders, the number of Audit & Supervisory Board Member was three.

(3) Policy for Determining Compensation Amounts of Officers or Calculation Methods

1) Basic policy for compensation

At the meetings of the Board of Directors held on April 20, 2021 and October 22, 2021, the Company's basic policy is to make the compensation for Directors of the Company adequately function as an incentive for them to perform their duties aimed at increasing corporate value of the Company and achieving sustainable growth, as well as securing talented human resources. In determining the compensation of individual Directors, the Company shall, in principle, set the remuneration at an appropriate level based on the duties and responsibilities of each position. The compensation comprises basic compensation as monetary remuneration and stock options and other share-based compensation as non-monetary remuneration. Outside Directors and Directors Serving as Audit & Supervisory Committee Members, who are responsible for the supervisory function, are paid only basic compensation in light of their duties.

2) Policy for determining compensation amounts of individual directors

(a) Basic compensation policy

At the General Meeting of Shareholders held on October 22, 2021, the total amount of Director (Excluding Directors who are Audit & Supervisory Committee Members) compensation was determined to be 400 million yen or less per year and the total amount for Directors who are Audit & Supervisory Committee Members was determined to be 30 million yen or less per year. The amount shall be commensurate with individual duties and responsibilities, based on comparisons with other companies in the same industry and available survey data on management compensation from external expert institutions.

(b) Basic compensation as monetary remuneration

The authority to determine the amount of basic compensation for individual Directors (Excluding Audit & Supervisory Committee Members) shall be delegated to the Representative Director & CEO as resolved by the Board of Directors. For the current fiscal year, the Board of Directors passed a resolution at the meeting held on October 22, 2021, to delegate the authority for determining the amount of individual Director's remuneration to Mr. Tetsuya Noguchi, the Representative Director & CEO. The authority herein refers to determining the basic compensation amount for individual Directors. It seemed reasonable to delegate the authority to the Representative Director & CEO, who is well aware of the Company's business as a whole and capable of evaluating business segments undertaken by the respective Director's duties from the perspective of the company-wide performance.

The Representative Director & CEO determines the amount of compensation to be paid to each Director based on factors such as their position, areas of their business operations, duties and responsibilities (full-time or part-time, execution of duties, scope of duties, and others), and years in office, on the assumption that the amount of compensation is sufficient enough to retain talented people, considering the compensation details in light of the evaluation of performance against targets. This is determined after his/her review based on a report of deliberations provided by the Independent Outside Directors Advisory Committee, a voluntary institution comprised of five Independent Outside Directors. The basic compensation for each full year shall be provided as fixed monetary compensation in equal monthly installments.

(c) Stock options and other share-based compensation as non-monetary remuneration

Based on the resolutions of the General Meeting of Shareholders held on June 7, 2011, the General Meeting of Shareholders and the meeting of the Board of Directors held on October 27, 2017, and the meeting of the Board of Directors held on April 26, 2021, the granting of stock options to each Director and the number of stock options granted has already been determined. In addition, in accordance with the resolution of the General Meeting of Shareholders held on October 22, 2021, the payment of restricted shares to Directors (Excluding Directors who are Audit and Supervisory Committee Members) has already been decided. The Company shall provide the Directors with

incentives as remuneration in the form of stock options to encourage their contribution toward sustainably enhancing the corporate value and sharing the same value with the shareholders. The amount to be paid to each Director shall be comprehensively determined according to the position, duties, and responsibilities, taking into consideration the levels of other companies, the business performance of the Company, the level of employee salaries, the number of shares already owned by the Director, and other factors, while maintaining a balance with fixed remuneration.

3) Reason why the Board of Directors has judged that the detail of compensation amounts of individual Directors for the current fiscal year are in line with the policy for determining such compensation.

Confirmation has been obtained that the method of determining the content of compensation and other benefits is consistent with the decision-making policy and that the report from the Independent Outside Directors Advisory Committee is respected. Therefore, the Company has determined that the compensation amounts of individual Directors for the current fiscal year are in line with the policy for determining such compensation.

4. Policy on Determination of Dividends from Surplus

The company, while preserving the resources required to maintain its business foundation and achieve sustainable growth, will provide shareholder returns agilely, taking into consideration relevant factors such as business performance, financial conditions, and internal reserves. More specifically, for the four fiscal years from FY07/24 through FY07/27, we will implement shareholder returns through a total return, consisting of dividends with a target payout ratio of approximately 50%, together with flexible repurchases of treasury shares in line with the share price level and market conditions.

The Company pays dividends of surplus once a year as a year-end dividend. However, in accordance with Article 459, Paragraph 1 of the Companies Act, the Company has a provision in its Articles of Incorporation that dividends from surplus shall be determined by a resolution of the Board of Directors, with July 31 as the record date of the year-end dividend and January 31 as the record date of the interim dividend. The Board of Directors is the decision-making body for matters concerning dividends.

Concerning dividends of surplus for the fiscal year ended July 31, 2025, the Company resolved to distribute dividends of 26 yen per share, with the record date dated July 31, 2025, at the meeting of the Board of Directors held on September 11, 2025. As a result, the annual dividend for the fiscal year ended July 31, 2025 is 26 yen per share. In addition, the Company will consider the purchase of treasury shares in a suitable and appropriate manner, taking into account the financial condition of the Company.

Notes: Amounts and numbers of shares shown in this business report are rounded down to the nearest indicated unit.

Reference Documents for the General Meeting of Shareholders

Proposal 1 Election of Five Directors (Excluding Audit & Supervisory Committee Members)

The term of office of all seven Directors (Excluding Directors who are the Audit & Supervisory Committee Members; the same applies to the rest of this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. The Company reviewed the number of Directors with the aim of promoting the separation between management and execution, while also strengthening the supervisory and monitoring functions of the Board of Directors. Therefore, the Company proposes decreasing the number of Directors by two and requests the election of five Directors.

The nominees for the Directors are as follows.

Candidate No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions		Number of the Company's shares owned
1	Toshihiko Tanaka (February 5, 1979)	Apr. 2000 Feb. 2001 Sep. 2001 Sep. 2002 Jan. 2006	Joined Calbee, Inc. Joined OBM, Inc. Joined Msta Inc. Joined AD-digital, Inc. Founded Cyber Consultant, Inc. Representative Director and President of Cyber Consultant, Inc.	3,784,300 shares
		Aug. 2007	Founded the Company	
		Oct. 2017	Representative Director, CEO of the Company	
		Aug. 2018	Representative Director, Chairman of the Company (current position)	
		Apr. 2025	General Manager, Representative Project Headquarters of the Company (current position) Representative Director of Furunavi Energy, Inc. (current position)	
2	Tetsuya Noguchi (April 14, 1974)	Apr. 1999 Jul. 2004 Aug. 2007 Oct. 2017	Joined IBM Japan, Ltd. Joined Arthur D. Little Japan, Inc. Director of the Company Representative Director, CEO of the Company (current position)	3,624,300 shares
3	Yasuhiro Fumita (November 2, 1969)	May 1994 Jan. 2008 Aug. 2014 Sep. 2019 Jul. 2020 Feb. 2021 Oct. 2021 Oct. 2023	Joined Jusphoto Co., Ltd. (currently Kitamura Co., Ltd.) Joined Broadleaf Co., Ltd. Joined Oak Lawn Marketing Inc. Joined the Company Senior Manager, Corporate Planning Division of the Company Executive Officer, Deputy General Manager, Corporate Headquarters, Senior Manager, Corporate Planning Division of the Company Executive Officer, General Manager, Corporate General Headquarters, Senior Manager, Corporate Planning Division of the Company Director, General Manager, Corporate General Headquarters, Senior Manager, Corporate Planning Division of the Company Executive Managing Director, CFO General Manager, Corporate General Headquarters of the Company (current position)	159,900 shares

4	Satoshi Shima (April 25, 1958)	Apr. 1986	Graduated from the Matsushita Institute of Government and Management	10,500 shares
		Apr. 1994	Headmaster of Tokyo Institute of the Matsushita Institute of Government and Management	
		Oct. 1996	Elected Member of the House of Representatives, Japan (re-elected and served for three consecutive terms)	
		Nov. 2005	Joined SoftBank Corp. (currently SoftBank Group Corp.) Senior vice-president of CEO's office, SoftBank Corp.	
		Apr. 2014	Adviser of SoftBank Corp. (currently SoftBank Group Corp.)	
		Apr. 2014	Special Adviser of SoftBank Mobile Corp. (currently SoftBank Corp.)	
		Apr. 2015	Visiting Professor at Tama University	
		Apr. 2017	Outside Director of Minrevi Co., Ltd. (currently Yoriso Co., Ltd.)	
		Jun. 2017	Outside Director of Vortex Co., Ltd.	
		Jun. 2017	Outside Director of mixi, Inc. (currently MIXI, Inc.)	
		Dec. 2017	External Director of Aucfan Co., Ltd.	
		Oct. 2018	Outside Director of the Company (current position)	
		Dec. 2018	Outside Director of Neo Career Co., Ltd. (current position)	
		Aug. 2019	External Director of OUTSOURCING TECHNOLOGY Inc.	
5	Masumi Sai (January 17, 1983) (Name recorded in family register: Masumi Ishihara)	Mar. 2020	Outside Director of Hanwha Solutions Corporation (current position)	—
		Jul. 2025	Outside Director of APRE Co., Ltd. (current position)	
		Apr. 2008	Joined the Daiwa Securities SMBC Co. Ltd. (currently Daiwa Securities Co. Ltd.)	
		Mar. 2016	Representative Director, Good News and Companies (current position)	
		Apr. 2016	Outside Director, Avon Products Co., Ltd. (currently FMG & MISSION CO., LTD.)	
		Jun. 2019	Outside Director, C'BON COSMETICS Co., Ltd.	
		Jun. 2021	Outside Director, kaonavi, inc.	
		Jun. 2022	Outside Director and Audit & Supervisory committee member of kaonavi, inc.	
		May. 2024	Outside Director, Rise Consulting Group, Inc. (current position)	
		Sep. 2024	Advisor of the Company	
		Oct. 2024	Outside Director of the Company (current position)	

Notes: 1. There is no conflict of interest between the Company and the above nominees.

2. The reasons for electing the nominees, excluding those for Outside Directors, are as follows.

- 1) Mr. Toshihiko Tanaka, a nominee for Director, has devoted himself to building a foundation for the Company to grow as he demonstrated strong leadership to enhance corporate value and monetize multiple businesses after becoming the Company's Representative Director as a co-founder in August 2007. We expect that he will continue to harness his wealth of experience to create new growth segments as well as contributing to the sustainable growth of corporate value through developing managerial talent and instilling the entrepreneurial spirit.
- 2) Mr. Tetsuya Noguchi, a nominee for Director, started the Company as a co-founder and has contributed to the Company's growth through his highly specialized knowledge and experience, primarily in the technological field. Since being appointed the Representative Director and CEO of the Company in October 2017, he has led the Company's growth through his extensive insight and outstanding leadership in business and management. We expect that he will be competent to restructure the business model and formulate growth strategies for the Company, thereby contributing to the sustainable growth of corporate value.
- 3) Mr. Yasuhiro Fumita, a nominee for Director, possesses extensive experience in formulating managerial and business strategies throughout his career as manager in corporate planning division and business strategy division, and experiencing other positions in listed companies. Ever since he joined the Company, he has led the Company's growth strategies by taking part in the formulation of financial strategies and management plans, along with the IR activities, leveraging his extensive corporate experience. Since he became Executive Officer of the Company in July 2020, he has reinforced the Company's growth by further strengthening the corporate structure. He is also well versed in public

- policy, and the Company expects that he will contribute to the sustainable growth of corporate value by promoting the Company's growth strategies and strengthening the corporate governance structure through his broad range of work experience and knowledge.
3. Mr. Satoshi Shima and Ms. Masumi Sai are nominated for Outside Directors. The Company has reported to the Tokyo Stock Exchange as independent officers as they meet the requirements for independent officers as defined by the Exchange.
 4. Mr. Satoshi Shima and Ms. Masumi Sai are currently Outside Directors of the Company, and will have served for seven years and one year, respectively, at the conclusion of this General Meeting of Shareholders.
 5. The reasons for electing the nominees for Outside Directors are as follows.
 - 1) Mr. Satoshi Shima, a nominee for Outside Director, has extensive experience as a former member of the House of Representatives, Japan. From the experience, he has broad insight about various business activities of new businesses and growing companies from a view point close to entrepreneurs. We expect that, based on his experience and insight, he continues to contribute to stronger corporate governance of the Company.
 - 2) Ms. Masumi Sai, a nominee for Outside Director, has her specialized knowledge of corporate governance and corporate finance, as well as her experience and financial literacy in corporate and capital market analysis based on economics, which she has cultivated through her research activities as an economist. We expect that she utilizes her experience and insight and contributes to appropriately supervise management and ensure sound management for the sustainable growth of the Company and the enhancement of corporate value over the medium to long term.
 6. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company concluded a contract with Mr. Satoshi Shima and Ms. Masumi Sai for limiting liability for damages under Article 423, Paragraph 1 of the Companies Act within the scope of the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. The limited liability agreement continues between the Company and the two Outside Directors when their reappointment is approved. In addition, if the election of Ms. Masumi Sai is approved, the Company plans to conclude a contract with her for limiting liability for damages under the same terms and conditions described herein.
 7. The Company has concluded a directors and officers liability insurance contract with an insurance company to cover all the Directors of the Company as insured, as provided in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy covers damages to the insured individuals and certain expenses incurred for the Company due to claims for damages arising from duties executed by the insureds. The Company pays the full amount of the insurance premium. When each of the nominees is approved and appointed as Director, all of them will be insured under this insurance policy. The Company plans to renew the said insurance policy with the same terms and conditions at the next renewal.

Proposal 2 Election of Three Directors Serving as Audit & Supervisory Committee Members

The term of office of all three Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company requests the election of three Directors who are Audit & Supervisory Committee Members.

The Company has obtained the consent of the Audit & Supervisory Committee for this proposal.

Five of the eight Directors will serve as outside directors upon the effective date of Proposal 1 “Election of Five Directors (Excluding Audit & Supervisory Committee Members,” and the aforementioned Proposal.

The Company nominated the candidates for Directors serving as Audit & Supervisory Committee Members as follows.

Candidate No.	Name (Date of birth)	Career summary, position, responsibilities, and significant concurrent positions		Number of the Company's shares owned
1	Yukio Todoroki (May 5, 1958)	Apr. 1981 Nov. 1998 Apr. 1999 Jun. 1999 Dec. 2013 Jun. 2017 Jun. 2018 Oct. 2019 Oct. 2019 Jul. 2020 Oct. 2020 Oct. 2021	Joined The Long-Term Credit Bank of Japan, Limited. (currently SBI Shinsei Bank Limited.) Joined SoftBank Corp. (currently SoftBank Group Corp.) Joined Softbank Finance Corporation Outside Auditor of Yahoo Japan Corporation (currently LY Corporation) Managing Director of SBI Securities Co., Ltd. Outside Audit & Supervisory Board Member of Geniece, Inc. Outside Director and Audit & Supervisory Committee Member of Geniece, Inc. (current position) Outside Audit & Supervisory Board Member of the Company Corporate Auditor of Cyber Consultant, Inc. Registered as a certified public tax accountant Corporate Auditor of Ohte, Inc. (current position) Outside Director (Audit & Supervisory Committee Member) of the Company (current position)	—
2	Tadatsugu Ishimoto (October 9, 1973)	Oct. 2002 Jan. 2015 Jan. 2015 Jun. 2016 Feb. 2020 Apr. 2021 Oct. 2021 Mar. 2022 Oct. 2022	Senior Partner of Mentor Capital Tax Office (currently Mentor Capital Tax Corporation) Representative Director of Mentor Capital FAS (current position) Outside Audit & Supervisory Board Member of Money Forward, Inc. Outside Audit & Supervisory Board Member of the Company Outside Director of UNITED, Inc. (current position) Outside Director and Audit & Supervisory Committee Member of Visional, Inc. (current position) Outside Auditor of SunBridge Inc. (current position) Outside Director (Audit & Supervisory Committee Member) of the Company (current position) Outside Director (Audit & Supervisory Committee Member) of Blue Planet-works, Inc. (current position) External Director and Member of the Audit & Supervisory Committee of TSUKURUBA, Inc. (current position)	—

3	Akira Takagi (October 7, 1983)	Apr. 2009	Joined PricewaterhouseCoopers Aarata (currently PricewaterhouseCoopers Japan LLC)	—
		Oct. 2014	Joined Sato & Partners	
		Jan. 2015	Outside Audit & Supervisory Board Member of the Company	
		Aug. 2017	Director of Takagi CPA Office (current position)	
		Mar. 2019	Outside Auditor of bitbank, Inc.	
		Nov. 2019	Outside Auditor of REXEV Inc. (current position)	
		Mar. 2020	Outside Auditor of LPIXEL Inc. (current position)	
		Oct. 2021	Outside Director (Audit & Supervisory Committee Member) of the Company (current position)	
		Jan. 2022	Representative Director of KIC Co., Ltd. (current position)	
		Jun. 2022	Outside Auditor of Algorithm Inc.	
		Mar. 2023	Outside Director (Audit & Supervisory Committee Member) of bitbank, Inc. (current position)	
		Nov. 2024	Outside Auditor of Gaudi Clinical Co., Ltd. (current position)	

Notes: 1. There is no conflict of interest between the Company and the nominees.

2. Mr. Yukio Todoroki, Mr. Tadatsugu Ishimoto, and Mr. Akira Takagi are nominated as Outside Directors serving as Audit & Supervisory Committee Members.
3. Mr. Yukio Todoroki, Mr. Tadatsugu Ishimoto and Mr. Akira Takagi are currently Outside Directors and Audit & Supervisory Committee Members of the Company, and have each served for four years at the conclusion of this General Meeting of Shareholders.
4. The Company nominated candidates for Outside Directors serving as Audit & Supervisory Committee Members based on the following reasons:
 - 1) Mr. Yukio Todoroki, a nominee for Outside Director serving as the Audit & Supervisory Committee Member, possesses a wealth of experience and a broad view cultivated through serving as an auditor of listed companies, along with considerable knowledge of finance and accounting as certified public tax accountant. We expect him to objectively monitor and supervise the executives' duties and make managerial decisions independently as Outside Director based on his expertise and experience.
 - 2) Mr. Tadatsugu Ishimoto, a nominee for Outside Director serving as the Audit & Supervisory Committee Member, is a certified public tax accountant and possesses considerable knowledge of finance and accounting. We expect him to objectively monitor and supervise the executives' duties and make managerial decisions independently as Outside Director based on his expertise and experience.
 - 3) Mr. Akira Takagi, a nominee for Outside Director serving as the Audit & Supervisory Committee Member, is a certified public accountant of Japan and possesses considerable knowledge of finance and accounting with experience working in an auditing firm. We expect him to objectively monitor and supervise the executives' duties and make managerial decisions independently as Outside Director based on his expertise and experience.
5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company concluded a contract with Mr. Yukio Todoroki, Mr. Tadatsugu Ishimoto, and Mr. Akira Takagi for limiting liability for damages under Article 423, Paragraph 1 of the Companies Act within the scope of the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If each of the nominees is approved as Directors who serve as the Audit & Supervisory Committee Members, the Company plans to conclude a contract with each of the nominees for limiting their liability under the same terms and conditions described herein.
6. The Company has concluded a directors and officers liability insurance contract with an insurance company to cover all the Directors of the Company as insured, as provided in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy covers damages to the insured individuals and certain expenses incurred for the Company due to claims for damages arising from duties executed by the insureds. The Company pays the full amount of the insurance premium. When each of the nominees is approved and appointed as Director, all of them will be insured under this insurance policy. The Company plans to renew the said insurance policy with the same terms and conditions at the next renewal.
7. The Company has reported Mr. Yukio Todoroki, Mr. Tadatsugu Ishimoto, and Mr. Akira Takagi to the Tokyo Exchange as independent officers defined by the Exchange. If the nominees are approved as proposed, they will continue to serve as independent officers.

Reference

Name	Attendance at Board of Directors' meetings	Years of service	Expertise (◎ indicates an area of expertise expected from Outside Officer)						Audit & Supervisory Committee
			Corporate Management	Business Strategies	Sales, Industry	IT, R&D	Corporate Planning, Finance, Administration	Legal, Risk Management	
Toshihiko Tanaka	18/18 (100%)	18 yrs	●	●	●				
Tetsuya Noguchi	18/18 (100%)	18 yrs	●	●	●	●			
Yasuhiro Fumita	18/18 (100%)	4 yrs	●	●			●	●	
Satoshi Shima Outside Independent	18/18 (100%)	7 yrs	◎	●	●		●	●	
Masumi Sai Outside Independent	13/14 (93%)	1 yr	●				◎		
Yukio Todoroki Outside Independent	18/18 (100%)	6 yrs			●		◎	◎	●
Tadatsugu Ishimoto Outside Independent	18/18 (100%)	10 yrs			●		◎	●	●
Akira Takagi Outside Independent	18/18 (100%)	10 yrs			●		◎	●	●

*The years of service include the years of service as Audit & Supervisory Board Member prior to the transition to a Company with an Audit & Supervisory Committee.

Outside: Outside Director
Independent: Independent Officer

The roles that the Company expects from Directors are as follows.

Item	Reasons for selection	Criteria for selection
Corporate Management	The reason is: to enhance corporate value through sustainable growth, the members of the Board of Directors who have experience in decision-making and leadership, and a wealth of expertise and experience in the formulation and execution of medium- to long-term management strategies in addition to knowledge of overall corporate management are necessary.	- Professional experience in serving as a final decision-maker for the company, such as a Director or Executive Officer, or experience as a responsible manager contributing to management, such as overseeing business operations - Experience in leading critical management judgments and decisions to enhance corporate value, or in formulating and executing medium- to long-term management plans and corporate visions
Business Strategies	The reason is: to accurately grasp changes in the business environment and market trends, and continue to provide services that meet the needs of customers and users, the members of the Board of Directors who have a wealth of expertise and experience in promoting business strategies and marketing strategies are necessary.	- Experience in formulating business growth strategies and marketing strategies based on industry knowledge, market trends, and an understanding of the business environment - Experience in leading development of new businesses, products and services - Experience in managing business projects and in planning and driving growth strategies through M&A and alliances
Sales, Industry	The reason is: to continue to provide high value-added services and respond quickly to the needs of customers and users in the rapidly changing society, the members of the Board of Directors who are familiar with the characteristics of the industry and have a wealth of expertise and experience in developing and implementing sales strategies are necessary.	- Experience in formulating and executing sales strategies, and a track record of contributing to business growth as a manager of a sales department of a considerable scale - Track record in acquiring a significant number of new customers, securing major clients, and expanding distribution channels - Understanding and practical experience

		with industry-specific business practices, regulations, market structures, and history
IT, R&D	The reason is: to enhance corporate value through technological innovation, the members of the Board of Directors who have a wealth of knowledge and experience in promoting efficient business operations, technological strategy, and R&D with incorporating cutting-edge digital technologies, in addition to new technological knowledge of the Internet industry are necessary.	• Experience in practical development within the internet industry and digital advertising sectors, and understanding of industry trends and technical standards • Experience in introducing new technologies such as generative AI and launching and advancing R&D projects as a leader in technology strategy and R&D • Experience in leading the optimization and enhancement of business processes through IT utilization
Corporate Planning, Finance, Administration	The reason is: to enhance corporate value through improving competitiveness and efficient money management, the members of the Board of Directors who have a wealth of expertise and experience in corporate planning, finance, and administration, enabling them to build a solid financial foundation with accurate financial reporting and make well-balanced decisions on investment and shareholder returns while developing our greatest asset, “human resources,” and improving employee engagement, are necessary.	• Experience in formulating and making decisions regarding management strategies, including corporate narrative encompassing medium- to long-term business plans, investments, and capital policy • Experience in formulating and leading management strategies based on ESG and sustainability • Expertise in financing, investment decisions, risk management, and other areas based on analysis grounded in an understanding of financial statements, and experience overseeing practical operations • Experience in ensuring the accuracy of financial reporting, establishing and operating internal controls, accounting audits, and compliance systems • Management experience in overseeing administrative departments at listed companies, or as a manager responsible for departments such as corporate planning or finance • Experience in leading talent cultivation, organizational development, and system and policy initiatives, as well as in organizational management
Legal, Risk Management	The reason is: to realize sustainable enhancement of corporate value through stable business operations, the members of the Board of Directors who have an ability to promote intellectual property strategies, the establishment of an appropriate governance structure, and a wealth of expertise and experience in risk management as well as in-depth knowledge of law, politics, and public administration are necessary.	• Experience in proactively addressing legal risks based on extensive knowledge of key laws and regulations governing corporate activities, including corporate legal affairs • Experience in establishing and operating corporate governance systems, as well as developing internal controls and audit systems • Experience in business risk assessment and management system development, intellectual property management, and external affairs

Corporate Management:	Experience in corporate management and expertise in management strategy
Business Strategies:	Expertise in business strategy and marketing
Sales, Industry:	Expertise in sales strategy and industry-related knowledge such as online ads
IT, R&D:	Expertise in technological strategy and R&D in IT
Corporate Planning, Finance, Administration:	Expertise in corporate planning, M&A and financial accounting, managerial accounting, and corporate activities including HR strategies
Legal, Risk Management:	Expertise in legal and compliance-related matters for risk management, and knowledge of politics and government affairs

Proposal 3 Election of One Director Serving as a Substitute Audit & Supervisory Committee Member

The Company nominates one Substitute Director serving as the Audit & Supervisory Committee Member in case the number of Audit & Supervisory Committee Members falls short of the number required by the laws and regulations.

These nominations receive the approval of the Audit & Supervisory Committee and can be withdrawn by a resolution of the Board of Directors only until the Outside Directors and Audit & Supervisory Committee Members assume office.

The Company has obtained the consent of the Audit & Supervisory Committee for this proposal.

The Company nominated the candidate for Director serving as a substitute Audit & Supervisory Committee Member as follows.

Candidate No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions		Number of the Company's shares owned
—	Shohei Furukawa (July 19, 1980)	Dec. 2007	Registered as a lawyer (Oh-Ebashi LPC & Partners, Osaka Office)	—
		Apr. 2014	Policy Planning Specialist, Surcharge System Policy Review Committee, Consumer Affairs Agency	
		Jan. 2015	Policy Planning Specialist, Policy Planning Division/Representation Division, Consumer Affairs Agency	
		Apr. 2016	Attorney at Law, Oh-Ebashi LPC & Partners (Tokyo Office) (current position)	

- Notes: 1. There is no conflict of interest between the Company and Mr. Shohei Furukawa.
2. Mr. Shohei Furukawa, a nominee for Outside Director who serves as a Substitute Audit & Supervisory Committee Member, possesses considerable knowledge in the legal field as an attorney at law. We expect him to audit and give advice on duties executed by Directors of the Company from an objective standpoint based on his expertise and experience.
3. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will conclude an agreement with Mr. Shohei Furukawa for limiting liability for damages under Article 423, Paragraph 1 of the Companies Act within the scope of the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act in the event that his nomination is approved and appointed as Outside Director who serves as the Audit & Supervisory Committee Member.
4. The Company has concluded a directors and officers liability insurance contract with an insurance company to cover all the Directors of the Company as insured, as provided in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy covers damages to the insured individuals and certain expenses incurred for the Company due to claims for damages arising from duties executed by the insureds. The Company pays the full amount of the insurance premium. When Mr. Shohei Furukawa is approved to be appointed as Outside Director who serves as the Audit & Supervisory Committee Member, he will be also insured under this insurance policy. The Company plans to renew the said insurance policy with the same terms and conditions at the next renewal.
5. When Mr. Shohei Furukawa is approved to be appointed as Outside Director who serves as the Audit & Supervisory Committee Member, the Company plans to register Mr. Shohei Furukawa as an independent director defined by the Tokyo Stock Exchange.

Proposal 4 Revision of the restricted share-based compensation system for Directors (Excluding Directors who are Audit & Supervisory Committee Members and Outside Directors)

The amount of compensation for Directors (Excluding Audit & Supervisory Committee Members) was set by a resolution adopted at the 14th Annual General Meeting of Shareholders held on October 22, 2021. It is to be within 400 million yen per year (Excluding the employee portion of compensation for Directors who also serve as employees), in addition to stock options in the form of stock acquisition rights within 80 million yen per year as a separate category (Excluding the employee portion of remuneration for Directors who are also employees).

Furthermore, at the same General Meeting of Shareholders, a separate resolution was passed to establish a restricted share-based compensation system (hereinafter referred to as “the System”) for Directors (Excluding Directors who are members of the Audit & Supervisory Committee and Outside Directors; hereinafter referred to as “Eligible Directors”), with an annual limit of up to 300,000 shares (based on the number of shares after the stock split effective November 1, 2023) and an annual cap of 300 million yen (Excluding the employee portion of remuneration for Directors who are also employees). The System is designed to allocate the total number of shares equivalent to compensation for duties performed over three fiscal years in a lump sum during the first fiscal year of the three-year period. In practice, this equates to an annual limit of 100,000 shares and an annual monetary limit of 100 million yen.

The Company hereby proposes to revise the terms of the System for Eligible Directors as follows. The revision aims to further promote value sharing with shareholders, encourage the exercise of sound entrepreneurial spirit, promote Directors’ stock ownership, and provide incentives that contribute to long-term corporate value enhancement and sustainable growth.

Specifically, the previous allowance method for Eligible Directors involved allocating, in principle, the number of shares equivalent to compensation for three fiscal years of service in a lump sum during the first fiscal year of the three-year period, with the condition for lifting transfer restrictions being three years of service. This revision also includes, from the perspective of enhancing commitment to short-term performance, converting a portion of monetary compensation for each fiscal year into stock compensation. It allocates restricted stock to Eligible Directors based on the performance results for that fiscal year. Additionally, to encourage Directors to hold shares long-term, it adds a method whereby the conditions for lifting transfer restrictions remain in effect until the Director’s retirement.

Furthermore, under the System, the total number of shares of common stock of the Company to be issued or disposed of for the allocation of these restricted shares shall remain unchanged at up to 300,000 shares per year, with the total amount capped at 300 million yen per year (Excluding the employee portion of remuneration for Directors who are also employees). In principle, the amount equivalent to compensation for the performance of duties per fiscal year is assumed to be up to 100,000 shares annually and up to 100 million yen per year.

However, if a stock split (including an allocation without compensation of the Company’s common stock) or reverse stock split of the Company’s common stock takes effect on or after the date this proposal is approved and passed, or if any other reason arises necessitating an adjustment to the total number of shares of the Company’s common stock issued or disposed of under the System, an adjustment may be made within reasonable limits as necessary.

On the occasion of issue or disposal of the Company’s common stock to Eligible Directors under the System, such Directors shall not be required to make any cash payment or similar contribution. In determining whether the annual amount reaches the upper limit of 300 million yen, the amount decided by the Board of Directors shall be used, based on the closing price of the Company’s common stock on the Tokyo Stock Exchange on the business day preceding the date of the Board of Directors’ resolution regarding the allocation of shares (or, if no trading took place on that day, the closing price on the immediately preceding trading day), within a range that does not result in an amount particularly

favorable to the Eligible Directors.

Furthermore, in connection with the issue or disposal of the Company's common stock based on the new allocation method introduced this time, the Company and the Eligible Directors shall enter into a restricted share allocation agreement (hereinafter referred to as the "Allocation Agreement") containing the following provisions (the common stock allocated pursuant to the Allocation Agreement, hereinafter referred to as the "Allocated Shares").

Currently, there are four Directors (Excluding Directors who are Audit & Supervisory Committee Members and Outside Directors). However, if Proposal 1, "Election of Five Directors (Excluding Audit & Supervisory Committee Members)," is approved as proposed, the number of Eligible Directors is expected to be three.

1. Overview of the contents of the Allocation Agreement

(1) Transfer restriction period

The Eligible Directors shall not transfer, create a security interest over, or otherwise dispose of the Allocated Shares during the period (hereinafter referred to as the "Transfer Restriction Period") commencing on the allocation date of the Allocated Shares (hereinafter referred to as the "Allocation Date") and ending on the later of the date on which the Director resigns from their position as Director of the Company or any other position as determined by the Company's Board of Directors, or the date on which the Company submits its securities report for the fiscal year that includes the Allocation Date (or, if the Allocation Date falls within six months after the beginning of the Company's fiscal year, the semi-annual report for that fiscal year).

(2) Conditions for lifting transfer restrictions

The transfer restrictions on all of the Allocated Shares shall be lifted upon the expiration of the Transfer Restriction Period, provided that the Eligible Directors has continuously held the position of Director of the Company or any other position determined by the Board of Directors of the Company from the Allocation Date of the Allocated Shares until the conclusion of the General Meeting of Shareholders for the period including the Allocation Date. However, if an Eligible Directors resigns (including resignation due to death) between the Allocation Date of the shares subject to this allocation and the conclusion of the General Meeting of Shareholders for the period including said Allocation Date, the transfer restrictions on all Allocated Shares shall, in principle, be lifted at the time of resignation. However, the Board of Directors of the Company may make reasonable adjustments as necessary.

(3) Reason for acquisition without compensation

If any of the Allocated Shares remain subject to transfer restrictions at the time of lifting specified in (2) above, the Company shall automatically acquire such shares without compensation.

(4) Handling in the Event of Organizational Restructuring, etc.

Notwithstanding the provisions specified in (1) above, if, during the Transfer Restriction Period, matters concerning a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary, or any other organizational restructuring are approved at a General Meeting of Shareholders of the Company (or, if such shareholder approval is not required, at a meeting of the Board of Directors), the Company may, by resolution of the Board of Directors, reasonably adjust the number of Allocated Shares for which the transfer restrictions are to be lifted and the timing of such lifting of transfer restrictions, as necessary. In such a case, if any of the Allocated Shares remain subject to transfer restrictions immediately after the lifting of restrictions, the Company shall automatically acquire such shares without compensation.

(5) Other matters

Other matters concerning the Allocation Agreement shall be decided upon by the Board of Directors of the Company.

2. Reason for the appropriateness of this proposal

The System involves the allocation of restricted shares to the Eligible Directors with the aim of further strengthening the connection between their compensation and the Company's stock price. It therefore seeks to provide the Eligible Directors with incentives to enhance the Company's sustainable corporate value, while also promoting greater value sharing between the Eligible Directors and the Company's shareholders.

The Company established a policy regarding decisions on individual compensation for its Directors at Board of Directors meetings held on April 20, 2021 and October 22, 2021. An outline of this policy is provided on page 12 of the Company's business report. If this proposal is approved, the Company plans to revise said policy to include the content of the System.

This proposal is necessary and appropriate for the payment of individual compensation to Directors in accordance with the revised policy. The value of the restricted shares to be granted will be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of the Board of Directors' resolution for the allocation (or, if no trading took place on that day, the closing price on the immediately preceding trading day), and will not be set at a price that is particularly favorable to the Eligible Directors. The total amount will also fall within the annual maximum limit stated above. Moreover, the restricted shares will represent approximately 0.52% of the total number of issued shares at most, resulting in a minimal dilution rate. For these reasons, we believe the contents of this proposal are appropriate.

Shares allocated to Eligible Directors under the System will be managed in a dedicated account opened by the Eligible Directors at a securities company designated by the Company during the Transfer Restriction Period. This arrangement is intended to prevent the transfer, establishment of security interests, or other disposal of such shares during the Transfer Restriction Period.

(For reference)

If this proposal is approved and adopted, the Company intends to allocate restricted shares subject to transfer restrictions substantially similar to the above to Executive Officers who do not concurrently serve as Directors of the Company (provided, however, that with respect to payments accompanying the issue or disposal of shares subject to transfer restrictions, Executive Officers who do not concurrently serve as Directors of the Company are granted the issuance or disposal of such shares subject to transfer restrictions by contributing to the Company monetary claims as in-kind contributions).

Guide Map to the Venue of the General Meeting of Shareholders

Venue: Hall A, TKP Garden City Shibuya
Shibuya Higashiguchi Building 1F
2-22-3 Shibuya, Shibuya-ku, Tokyo, Japan
Telephone +81-3-6418-1073



Public Transportation

- Shibuya Station on the JR Yamanote Line, Saikyo Line, and Shonan Shinjuku Line
Four-minute walk from the Central Ticket Gate
- Shibuya Station on the Tokyo Metro Hanzomon Line and Fukutoshin Line as well as the Tokyu Toyoko Line and Den-en-toshi Line.
Five-minute walk from Exit B5
- Shibuya Station on the Tokyo Metro Ginza Line
Five-minute walk