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To Our Shareholders:

Yoshimaro Fujisawa, Chairman

**ARGO GRAPHICS Inc.**

5-14 Nihonbashi-hakozaki-cho, Chuo-ku, Tokyo

## **NOTICE OF THE 41ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to announce the 41st Annual General Meeting of Shareholders of ARGO GRAPHICS Inc. (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (matters subject to measures for providing information in electronic format) in electronic format, and posts this information as “Notice of the 41st Annual General Meeting of Shareholders” on the Company’s website. Please access the following website by using the internet address shown below to review the information.

[The Company’s website]

<https://corp.argo-graph.co.jp/ir/stocks.html> (in Japanese)

In addition to posting matters subject to measures for providing information in electronic format on the Company’s website, the Company also posts this information on the Tokyo Stock Exchange (TSE) website (Listed Company Search).

[TSE website]

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

Access the TSE website by the above internet address, enter “ARGO GRAPHICS” under “Issue name (company name)” or the Company’s securities code “7595” under “Code,” and click “Search.” Then click “Basic information” and select “Documents for public inspection/PR information,” then check “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”

Instead of attending the meeting in person, you may exercise your voting rights either in writing or via the Internet and other means. Please read the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:30 p.m. on Wednesday, June 18, 2025 (Japan Standard Time).

- 1. Date and Time:** Thursday, June 19, 2025 at 2:00 p.m. (JST)
- 2. Venue:** The Company's Head Office (2nd floor)  
5-14 Nihonbashi-hakozaki-cho, Chuo-ku, Tokyo  
(Note that the venue for this year's meeting is different from that of last year. Please see the Meeting Venue Guide Map attached at the end of this document [available only in Japanese] to ensure you arrive at the correct venue.)

**3. Purpose of the Meeting:**

**Items to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 41st fiscal year (from April 1, 2024 to March 31, 2025), and the results of audit of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 41st fiscal year (from April 1, 2024 to March 31, 2025)

**Items to be resolved:**

[Company Proposals]

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Election of Six Directors Who Are Not Audit and Supervisory Committee Members

**Proposal No. 3** Election of Four Directors Who Are Audit and Supervisory Committee Members

[Shareholder Proposals]

**Proposal No. 4** Appropriation of Surplus

**Proposal No. 5** Acquisition of the Treasury Stocks

**4. Other Matters Relating to General Meetings of Shareholders**

1. In the event that no approval or disapproval is expressed for the respective proposals in the Voting Rights Exercise Form, it will be treated as the intent of approval for the Company Proposals and the intent of disapproval for the Shareholder Proposals.
  2. In the event that your voting rights are exercised both in writing (by postal mail) and via the Internet, etc., only the vote exercised via the Internet, etc. will be treated as valid.
  3. In the event that your voting rights are exercised multiple times via the Internet, etc., only the last vote will be treated as valid.
- We will post any revision made to the matters subject to measures for providing information in electronic format on the Company's website and the TSE website if such a revision has been made.
  - The following matters are posted on the aforementioned respective websites in accordance with the provisions of laws and regulations and Article 14 of the Company's Articles of Incorporation. In addition, the Audit and Supervisory Committee and Financial Auditor audited the documents subject to auditing including the following matters.  
"Business progress and results" "Status of assets and income for the last three fiscal years" "Issues to be addressed" "Principal business" "Major offices and plants and the status of employees" "Status of shares" "Status of significant concurrent positions of company officers" "Status of Audit and Supervisory Committee Members who have considerable knowledge related to finance and accounting" "Summary of content of liability limitation agreements" "Summary of content of the Company's directors and officers liability insurance policy" "Matters regarding outside officers" "Status of Financial Auditor" "Matters regarding the development of the systems to ensure the appropriateness of operations, etc." "Basic policy regarding control of the Company" "Policy on decisions on the dividends from surplus" "Consolidated statements of changes in equity" "Notes to consolidated financial statements" "Non-consolidated balance sheet" "Non-consolidated statements of income" "Non-consolidated Statement in changes in equity" "Notes to non-consolidated financial statements" "Financial Auditor's audit report on consolidated financial statements" "Financial Auditor's audit reports on non-consolidated financial statements" "Audit and Supervisory Committee's audit reports"

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### < Company Proposals (Proposals No. 1 to No. 3) >

##### **Proposal No. 1**      Appropriation of Surplus

The Company considers the return of profit to shareholders one of our business priorities. We make the following proposal in relation to the year-end dividend for the current fiscal year in consideration of future business developments and a basic policy to maintain stable dividends.

- (1) Type of dividend property  
To be paid in cash
- (2) Allotment of dividend property and the aggregate amount thereof  
¥60 per common share of the Company      Total payment: ¥1,305,289,380  
Accordingly, including the interim dividend of ¥50 per share, the annual dividend for the current fiscal year will be ¥110 per common share.
- (3) Effective date of dividends from surplus  
June 20, 2025

**Proposal No. 2** Election of Six Directors Who Are Not Audit and Supervisory Committee Members

The terms of office of all ten Directors who are not Audit and Supervisory Committee Members of the Company will expire at the conclusion of this meeting. Therefore, the Company proposes the election of six Directors who are not Audit and Supervisory Committee Members.

The candidates for Director are as follows:

No.	Name (Date of birth) Number of the Company's shares owned	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company
1	[Reelection] Yoshimaro Fujisawa (October 8, 1942) 589,000 shares	<p>Apr. 1965      Joined Nippon Remington Univac Kaisha, Ltd.</p> <p>Apr. 1985      Joined the Company</p> <p>Sept. 1985      Director</p> <p>Mar. 1992      Senior Managing Director, General Manager of Business Management Headquarters</p> <p>June 1999      Representative Director, Senior Managing Director, General Manager of Business Management Headquarters</p> <p>Apr. 2000      President</p> <p>June 2007      Chairman &amp; CEO and Executive Officer (current position)</p>
		<p>[Significant concurrent positions]</p> <p>Representative Director and President of AIS Hokkaido Inc.</p> <p>Representative Director, Chairman, and President of ARGO BUSINESS SERVICES Inc.</p> <p>Representative Director, Chairman, and President of HULINKS Inc.</p> <p>Director of Jedat Inc.</p> <p>Representative Director and Chairman of HPC Solutions Inc.</p> <p>Representative Director and Chairman of CAD SOLUTIONS Inc.</p> <p>Representative Director and Chairman of System Planet Co., Ltd.</p> <p>Chairman of ADVANCED TECHNOLOGIES CO., LTD.</p> <p>Representative Director and Chairman of TECH SUITE JAPAN Co., Ltd.</p> <p>Director of WIDE SOFT DESIGN Co., Ltd.</p> <p>Director of Argo Graphics Thailand Co., Ltd.</p> <p>CEO of New System Service Co., Ltd.</p> <p>Representative Director and Chairman of New System Vietnam Co., Ltd.</p> <p>Vice Chairman of D&amp;A Technology (Shanghai) Co., Ltd.</p> <p>[Reasons for nomination as candidate for Director]</p> <p>He possesses both abundant experience and knowledge as a corporate manager in successive roles as President and Chairman. He is also well informed about the Group's overall business and management and works on business development with an eye to the future. So that he may continue to pursue further improvements in the governance of the Group and help maintain and enhance the supervisory function of the Board of Directors, the Company nominates him as a candidate for Director.</p>

No.	Name (Date of birth) Number of the Company's shares owned	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company
2	[Reelection] Muneshi Ozaki (March 25, 1965) 22,600 shares	Apr. 1989      Joined IBM Japan, Ltd. Jan. 2002      Seconded to the Company Apr. 2005      Joined the Company, Deputy Division Manager of West Japan Division Apr. 2010      Executive Officer, Division Manager of West Japan Division June 2013      Director and Executive Officer Apr. 2014      Managing Director Apr. 2015      President and Executive Officer June 2015      President & COO and Executive Officer (current position)
		[Significant concurrent positions] Representative Director and Chairman of WIDE SOFT DESIGN Co., Ltd.  [Reasons for nomination as candidate for Director] Based on his abundant experience and knowledge of sales, and together with the Chairman, he has worked towards enhancing the Group's governance, while having overall responsibility for all of the Company's businesses as President since June 2015. So that he may continue to pursue further improvements of the governance of the Group and help maintain and enhance the supervisory function of the Board of Directors, the Company nominates him as a candidate for Director.

No.	Name (Date of birth) Number of the Company's shares owned	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
3	[Reelection] Kunio Hasebe (April 24, 1959) 10,300 shares	Apr. 1984	Joined Hakuto Co., Ltd.
		Oct. 2006	Transferred to Hakuto Information Technology Co., Ltd.
		June 2008	Director of Hakuto Information Technology Co., Ltd.
		May 2010	Joined the Company
		Aug. 2010	Transferred to HULINKS Inc.
		Apr. 2011	Director of HULINKS Inc.
		Apr. 2014	Executive Officer, Deputy General Manager of Administration Division of the Company
		Apr. 2015	Executive Officer, General Manager of Administration Headquarters
		June 2015	Director and Executive Officer
		June 2016	Managing Director
		June 2022	Senior Managing Director (current position)
	[Significant concurrent positions] Director of Jedat Inc. Director of PLM Japan Inc.  [Reasons for nomination as candidate for Director] Based on his abundant experience in key administration areas, including accounting and finance, human resources, and general affairs, he is involved in the Group's overall management. So that he may continue to pursue further improvements of the governance of the Group and help maintain and enhance the supervisory function of the Board of Directors, the Company nominates him as a candidate for Director.		
4	[Reelection] Kiyoshi Ishikawa (April 24, 1962) 18,100 shares	June 1986	Joined the Company
		June 1999	Executive Officer, General Manager of Engineering Solution Promotion Office
		Apr. 2002	Executive Officer, Division Manager of System Service Division
		July 2002	Executive Officer, Division Manager of Customer Service Division
		June 2005	Director and Executive Officer
		Apr. 2014	Managing Director (current position)
	[Significant concurrent positions] Representative Director and President of System Planet Co., Ltd. Director of WIDE SOFT DESIGN Co., Ltd.  [Reasons for nomination as candidate for Director] He has consistently been placed in the Company's technical division and based on his abundant experience and track record, he has been responsible for improving the internal technical capabilities and the skills of engineers as the head of the technical division, since being appointed Director. So that he may continue to pursue further improvements in the governance of the Group and help maintain and enhance the supervisory function of the Board of Directors, the Company nominates him as a candidate for Director.		

No.	Name (Date of birth) Number of the Company's shares owned	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company
5	[Reelection, Outside, Independent] Kozo Fujii (October 17, 1951) - shares	<p>July 1980      Researcher, Japan Society for the Promotion of Science</p> <p>Oct. 1981      Ames Research Center, National Aeronautics and Space Administration (NASA)</p> <p>Researcher, National Research Council</p> <p>Jan. 1984      Tutor, Department of Aeronautics, Faculty of Engineering, the University of Tokyo</p> <p>Apr. 1985      Research Officer, National Aerospace Laboratory of Japan, Science and Technology Agency (currently the Ministry of Education, Culture, Sports, Science and Technology)</p> <p>July 1987      Senior Research Officer of National Aerospace Laboratory of Japan</p> <p>Mar. 1988      Associate Professor, Institute of Space and Astronautical Science, Ministry of Education, Science, Sports and Culture (currently the Ministry of Education, Culture, Sports, Science and Technology)</p> <p>July 1997      Professor of Institute of Space and Astronautical Science</p> <p>Oct. 2003      Professor, Institute of Space and Astronautical Science, Japan Aerospace Exploration Agency</p> <p>Apr. 2015      Professor, Faculty of Engineering, Tokyo University of Science</p> <p>June 2017      Audit &amp; Supervisory Board Member of the Company</p> <p>June 2023      Outside Director of the Company (current position)</p> <p>Oct. 2023      Visiting Professor, Faculty of Engineering, Tokyo University of Science (current position)</p> <p>[Reasons for nomination as candidate for Outside Director and overview of expected roles] He has continued cutting-edge research at NASA and at JAXA, specializing in aerospace and mechanical numerical simulations. He is currently involved in wide-ranging teaching and research activities in the computational science and information technology fields, including industrial applications, as a visiting professor at the Tokyo University of Science. The Company has nominated him as an Outside Director in order to draw on his advice and opinions concerning the Company's management and business, based on this abundant experience and knowledge. At the conclusion of this General Meeting of Shareholders, he will have served two years as an Outside Director of the Company (he also served as the Outside Audit &amp; Supervisory Board Member of the Company from June 2017 to June 2023). Kozo Fujii has not previously been directly involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an Outside Director based on the above reasons. (About Kozo Fujii's independence) (1) There is no plan for him to receive, nor has he received in recent years, a large sum of money or other property from the Company or a specified associated company of the Company. (2) He is not a spouse, a relative within the third degree of kinship, or any other person equivalent thereto of an executive of the Company or a specified associated company of the Company. (3) He has not served as an executive of a stock company from which the Company succeeded in the rights and obligations through a merger, absorption-type company split, incorporation-type company split or acceptance of transfer of business during the past two years immediately prior to such merger.</p>

No.	Name (Date of birth) Number of the Company's shares owned	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company
6	[New election, Outside, Independent] Misaki Goh (March 22, 1963) - shares	<p>Apr. 1985      Joined IBM Japan, Ltd.</p> <p>Jan. 2003      Partner Sales Manager-East, Business Partner, IBM Japan, Ltd.</p> <p>Jan. 2007      Marketing Manager, dot com Sales, IBM Japan, Ltd.</p> <p>Jan. 2011      Marketing Manager, Systems and Technology Group, IBM Japan, Ltd.</p> <p>July 2012      Marketing Manager, Enterprise Sales, IBM Japan, Ltd.</p> <p>Jan. 2016      Director, Client Programs, Marketing, IBM Japan, Ltd.</p> <p>Apr. 2023      CEO, K.N.T. Inc. (current position)</p>
	<p>[Reasons for nomination as candidate for Outside Director and overview of expected roles]</p> <p>She has gained abundant know-how through her long-time efforts for the development and promotion of channel strategy and marketing strategy in a foreign IT company. She also has knowledge of the environment, as she puts forward sustainable marketing in consideration of environmental issues. In addition, she has established a marketing consulting corporation and has been engaged in corporate management. The Company has nominated her as an Outside Director in order to draw on her advice and opinions concerning the Company's management and business execution, utilizing her abundant experience and knowledge.</p> <p>(About Misaki Goh's independence)</p> <p>(1) There is no plan for her to receive, nor has she received in recent years, a large sum of money or other property from the Company or a specified associated company of the Company.</p> <p>(2) She is not a spouse, a relative within the third degree of kinship, or any other person equivalent thereto of an executive of the Company or a specified associated company of the Company.</p> <p>(3) She has not served as an executive of a stock company from which the Company succeeded in the rights and obligations through a merger, absorption-type company split, incorporation-type company split or acceptance of transfer of business during the past two years immediately prior to such merger.</p>	

- (Notes)
- Yoshimaro Fujisawa concurrently serves as Representative Director of AIS Hokkaido Inc., ARGO BUSINESS SERVICES Inc., HULINKS Inc., HPC Solutions Inc., CAD SOLUTIONS Inc., System Planet Co., Ltd., ADVANCED TECHNOLOGIES CO., LTD., New System Service Co., Ltd., and New System Vietnam Co., Ltd. Muneshi Ozaki concurrently serves as Representative Director of WIDE SOFT DESIGN Co., Ltd. Kiyoshi Ishikawa concurrently serves as Representative Director of System Planet Co., Ltd. These companies also conduct some sales belonging to the same category as the Company. There is no special interest between any other candidates and the Company.
  - The responsibilities of the Directors currently in office at the Company are as stated in "2. Matters Regarding Corporate Officers, (1) Names of Directors, etc." in the Notice of Convocation of the 41st Annual General Meeting of Shareholders.
  - The Company has entered into a directors and officers liability insurance policy with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act. A summary of the contents of the insurance policy is provided in "Matters Regarding Corporate Officers, (4) Summary of the Contents of the Directors and Officers Liability Insurance Policy" in the Informational Materials for the 41st Annual General Meeting of Shareholders (Matters for Which Document Provision is Omitted from the Matters Subject to Measures for Providing Information in Electronic Format). If this proposal is approved as presented, and all candidates are elected and assume their positions as Directors, the Company plans to include them as insured under such insurance policy. In addition, when such insurance policy is renewed, the Company plans to renew the policy with the same terms.
  - The Company states in its Articles of Incorporation that the Company may enter into an agreement with an Outside Director to limit their liability for damages up to a certain degree in order to be able to attract capable persons as Outside Directors. If the election of Misaki Goh is approved, the Company plans to enter into such limited liability agreements with her. The Company has entered into such limited liability agreements with Kozo Fujii and plans to continue such agreements if he is reelected. The outline of the agreement is as follows.
    - The maximum liability for damages of the Company arising from an Outside Director neglecting his/her duties shall be either an amount specified in advance that is not less than 1 million yen, or an amount as prescribed by laws and regulations, whichever is higher.
  - The number of the Company's shares owned does not include the number of shares in the Argo Graphics Executive Stockholding Association.
  - The Company has submitted notification that Kozo Fujii has been appointed as an independent officer based on the provisions of the Tokyo Stock Exchange, and plans to continue to designate him as an independent officer if elected. If Misaki Goh is elected, the Company plans to submit notification that she has been appointed as an independent officer based on the provisions of the Tokyo Stock Exchange.



**Proposal No. 3** Election of Four Directors Who Are Audit and Supervisory Committee Members

The terms of office of all four Directors who are Audit and Supervisory Committee Members of the Company will expire at the conclusion of this meeting. Therefore, the Company proposes the election of four Directors who are Audit and Supervisory Committee Members. This proposal has been approved by the Audit and Supervisory Committee.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

No.	Name (Date of birth) Number of the Company's shares owned	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company
1	[Reelection] Takao Nakamura (June 27, 1951) - shares	<div> <div>Apr. 1974</div> <div>Joined Onoda Cement Co., Ltd. (currently Taiheiyo Cement Corporation)</div> </div> <div> <div>Oct. 1977</div> <div>Joined IBM Japan, Ltd.</div> </div> <div> <div>June 2003</div> <div>Joined NIWS Co., Ltd.</div> </div> <div> <div>Jan. 2005</div> <div>Joined the Company</div> </div> <div> <div>Apr. 2005</div> <div>Executive Officer and General Manager of Administration Department</div> </div> <div> <div>June 2009</div> <div>Full-time Audit &amp; Supervisory Board Member</div> </div> <div> <div>June 2023</div> <div>Director who is an Audit and Supervisory Committee Member (current position)</div> </div>
	<p>[Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member]</p> <p>In addition to his many years of experience in the IT sector, he has deep knowledge of finance and accounting based on his experience in the Company's administration divisions. Following his appointment as an Audit &amp; Supervisory Board Member of the Company in 2009 and a Director who is an Audit and Supervisory Committee Member of the Company in 2023, he has appropriately discharged his role, including the supervision of the execution of Director's duties. The Company expects that he will continue to perform the role and has nominated him as a Director who is an Audit and Supervisory Committee Member.</p>	

No.	Name (Date of birth) Number of the Company's shares owned	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company
2	[Reelection, Outside, Independent] Tomoki Narabayashi (August 31, 1956) - shares	<p>Apr. 1979      Joined Nippon Univac Kaisha Ltd.</p> <p>July 1984      Joined Canon Sales Co., Inc. (currently Canon Marketing Japan, Inc.)</p> <p>Jan. 2005      Group Executive of IT Service Sales Promotion Headquarters</p> <p>Jan. 2008      Seconded to Canon System Solutions Inc. (currently Canon IT Solutions Inc.) Head of No. 2 Solutions Promotion Center</p> <p>Apr. 2011      Executive Officer, Group Executive for Product Solutions Business Headquarters of Canon System Solutions Inc.</p> <p>Apr. 2013      Director and Executive Officer</p> <p>Apr. 2015      Director and Vice President</p> <p>Apr. 2016      Director and Senior Vice President</p> <p>Apr. 2019      Transferred to Canon Production Printing Systems Inc. Full-time Audit and Supervisory Board Member</p> <p>Apr. 2020      Transferred to Canon System &amp; Support Inc., Director</p> <p>Feb. 2021      Joined DDS Inc., Head of Internal Audit Office</p> <p>June 2021      Audit &amp; Supervisory Board Member of the Company</p> <p>June 2023      Outside Director who is an Audit and Supervisory Committee Member (current position)</p> <p>[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles]</p> <p>After being engaged in operations in the IT sector for many years, he has been involved in business management from various aspects, having held successive positions as an executive officer and director, as well as an audit &amp; supervisory board member, and head of an internal audit office. Following his appointment as an Audit &amp; Supervisory Board Member of the Company in 2021 and as an Outside Director who is an Audit and Supervisory Committee Member in 2023, he has appropriately discharged his role, including the supervision of the execution of Director's duties. The Company expects that he will continue to perform the role and has nominated him as an Outside Director who is an Audit and Supervisory Committee Member.</p> <p>He will have served as an Outside Director who is an Audit and Supervisory Committee Member of the Company for two years at the conclusion of this General Meeting of Shareholders.</p> <p>(About Tomoki Narabayashi's independence)</p> <p>(1) There is no plan for him to receive, nor has he received in recent years, a large sum of money or other property from the Company or a specified associated company of the Company.</p> <p>(2) He is not a spouse, a relative within the third degree of kinship, or any other person equivalent thereto of an executive of the Company or a specified associated company of the Company.</p> <p>(3) He has not served as an executive of a stock company that succeeded to the rights and obligations of the Company through a merger, absorption-type company split, incorporation-type company split or acceptance of transfer of business during the past two years immediately prior to such merger.</p>

No.	Name (Date of birth) Number of the Company's shares owned	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company
	[Reelection, Outside, Independent] Hiroshi Arioka (May 13, 1959) - shares	<p>Apr. 1982      Joined the Ministry of Home Affairs (currently the Ministry of Internal Affairs and Communications)</p> <p>Apr. 2000      Director General of General Affairs Department, Kagawa Prefecture</p> <p>Jan. 2003      Director General of General Affairs Department, Nagasaki Prefecture</p> <p>Apr. 2006      Vice-Governor, Hiroshima Prefecture</p> <p>June 2013      Deputy Director-General, Ministry of Health, Labor and Welfare</p> <p>June 2016      Director, Fund for Local Government Employees' Accident Compensation</p> <p>July 2017      President, Local Autonomy College, Ministry of Internal Affairs and Communications</p> <p>Dec. 2018      Senior Advisor of Fujitsu Limited</p> <p>Aug. 2021      Managing Director, Japan Foundation for Regional Art-Activities</p> <p>June 2022      Outside Director of the Company</p> <p>June 2023      Outside Director who is an Audit and Supervisory Committee Member (current position)</p> <p>July 2023      President, Japan Local Government Bond Association (current position)</p>
3	<p>[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles]</p> <p>Apart from being engaged in operations concerning the administrative and financial support for local government bodies at the Ministry of Internal Affairs and Communications, he has held important positions, including as Director General of General Affairs Department and as Vice-Governor for prefectures. He has been involved in a wide variety of tasks from the formulation of policy to the management and control of prefectural organizations. He is currently engaged in regional revitalization support in various ways. He has appropriately discharged his role as an Outside Director since 2022 and as an Outside Director who is an Audit and Supervisory Committee Member since 2023. The Company expects that he will continue to perform the role including the supervision of the execution of Director's duties and has nominated him as an Outside Director who is an Audit and Supervisory Committee Member. He will have served as an Outside Director of the Company for three years (one year as an Outside Director and two years as an Outside Director who is an Audit and Supervisory Committee Member) at the conclusion of this General Meeting of Shareholders.</p> <p>(About Hiroshi Arioka's independence)</p> <p>(1) There is no plan for him to receive, nor has he received in recent years, a large sum of money or other property from the Company or a specified associated company of the Company.</p> <p>(2) He is not a spouse, a relative within the third degree of kinship, or any other person equivalent thereto of an executive of the Company or a specified associated company of the Company.</p> <p>(3) He has not served as an executive of a stock company that succeeded in the rights and obligations of the Company through a merger, absorption-type company split, incorporation-type company split or acceptance of transfer of business during the past two years immediately prior to such merger.</p>	

No.	Name (Date of birth) Number of the Company's shares owned	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company
4	<p>[New election, Outside, Independent] Rieko Ido (Current surname: Oshio) (July 29, 1964) - shares</p>	<p>Apr. 1987      Joined RECRUIT FROM A Inc. (currently Recruit Jobs Co., Ltd.) Apr. 1995      Joined the Institute of Computational Fluid Dynamics Apr. 2006      Lecturer, Tama Art University (current position) Dec. 2014      Representative of Yukisuki No Kuni LLC (current position) Representative of atmosphere designs LLC (current position) June 2017      Outside Director of the Company (current position)</p>
	<p>[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles]</p> <p>She is a pioneer in custom information engineering that analyzes folklore from an engineering perspective. While conducting research activities on traditional techniques and performing arts across Japan, she is also applying her efforts to building networks of relevant parties and passing down of skills. Furthermore, while being a lecturer at Tama Art University she is also involved in corporate management as a company representative. As an Outside Director, she has provided advice and opinions concerning management and business execution of the Company based on her broad experience and insight, including from a diversity and social contribution perspective. The Company expects that she can perform the role of Outside Director who is an Audit and Supervisory Committee Member and has nominated her. She is currently an Outside Director of the Company and will have served the position for eight years at the conclusion of this General Meeting of Shareholders.</p> <p>(About Rieko Ido's independence)</p> <p>(1) There is no plan for her to receive, nor has she received in recent years, a large sum of money or other property from the Company or a specified associated company of the Company.</p> <p>(2) She is not a spouse, a relative within the third degree of kinship, or any other person equivalent thereto of an executive of the Company or a specified associated company of the Company.</p> <p>(3) She has not served as an executive of a stock company that succeeded to the rights and obligations of the Company through a merger, absorption-type company split, incorporation-type company split or acceptance of transfer of business during the past two years immediately prior to such merger.</p>	

- (Notes)
1. There is no special interest between any of the candidates and the Company.
  2. Candidate for Director Rieko Ido's surname is Oshio through marriage, but she conducts business using her maiden name Ido.
  3. The Company has entered into a directors and officers liability insurance policy with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act. A summary of the contents of the insurance policy is provided in "Matters Regarding Corporate Officers, (4) Summary of the Contents of the Directors and Officers Liability Insurance Policy" in the Informational Materials for the 41st Annual General Meeting of Shareholders (Matters for Which Document Provision is Omitted from the Matters Subject to Measures for Providing Information in Electronic Format). If this proposal is approved as presented, and all candidates are elected and assume their positions as Directors, the Company plans to include them as insured under such insurance policy. In addition, when such insurance policy is renewed, the Company plans to renew the policy with the same terms.
  4. The Company states in its Articles of Incorporation that the Company may enter into an agreement with an Outside Director to limit their liability for damages up to a certain degree in order to be able to attract capable persons as Outside Directors. The Company has entered into such limited liability agreements with Tomoki Narabayashi, Hiroshi Arioka, and Rieko Ido, and plans to continue such agreements if they are reelected. The outline of the agreement is as follows.
    - The maximum liability for damages of the Company arising from an Outside Director neglecting his/her duties shall be either an amount specified in advance that is not less than 1 million yen, or an amount as prescribed by laws and regulations, whichever is higher.
  5. The Company has submitted notification that Tomoki Narabayashi, Hiroshi Arioka, and Rieko Ido have been appointed as independent officers based on the provisions of the Tokyo Stock Exchange, and plans to continue to designate them as independent officers if elected.

[Reference] Skills matrix of Directors

Subject to the approval of Proposals No. 2 and No. 3, the skills matrix of Directors shall be as follows.

Name	Corporate Management	Sales Marketing	Technology	Finance & Accounting	Legal Affairs Risk Management	Human Resources	ESG	Global
Yoshimaro Fujisawa	•	•		•	•		•	
Muneshi Ozaki	•	•	•		•			
Kunio Hasebe				•	•	•	•	
Kiyoshi Ishikawa	•		•			•		
Kozo Fujii			•					•
Misaki Goh		•					•	•
Takao Nakamura				•	•			
Tomoki Narabayashi		•	•					
Hiroshi Arioka					•	•	•	
Rieko Ido	•	•					•	

Note: The above skills matrix does not represent all of the expertise possessed by each Director.

## < Shareholder Proposals (Proposals No. 4 and No. 5) >

Proposals No. 4 and No. 5 were made by one shareholder. Note that the summaries of proposals below contain the content submitted by the proposing shareholder in its original text form.

### **Proposal No. 4**      Appropriation of Surplus

#### (1) Summary of the proposal

The Company makes the appropriation of surplus as set out below.

If the Company itself submits the agenda concerning the appropriation of surplus at the 41st Ordinary General Meeting of Shareholders, this Agenda is additionally submitted as an agenda independent from and separate to the agenda submitted by the Company.

This proposal is made independently and in addition to any other proposals regarding the disposal of surplus submitted by any shareholder at this Annual General Meeting. The disposal of surplus will proceed as follows.

#### A) Type of assets to be distributed

Cash

#### B) Amount to be distributed per share

An amount of JPY 400 per share, reduced by any per-share dividend amount which is proposed by the Board of Directors and approved at this Annual General Meeting regarding the disposal of surplus and any per-share dividend amount which is approved at this AGM based on the proposal made by any person other than the Proposer (if no proposal concerning the distribution of profit is submitted by the Board of Directors of the Company, JPY 400). Such amount is in addition of any repurchase of treasury stocks submitted by the Company or any shareholder at this Annual General Meeting.

#### C) Matters on the allocation of dividend assets and the total amount

The total amount of the distribution is obtained by multiplying the amount of distribution per share by the total outstanding shares (excluding the treasury stocks) of the Company as of 31 March 2025 (the amount to be distributed per share is provided in B) above)

#### D) The day on which the appropriation of surplus becomes effective

The date when the AGM is held

#### E) The day on which the appropriation of surplus should be commenced

3 weeks after the date of the AGM

#### (2) Reason for the proposal

The company held a cash balance JPY 35.4 billion of cash and short-term investments as of 31 December 2024, representing over 5 years of SG&A expenses. Besides, it owned JPY 21.4 billion of long-term investments, mainly composed of cross-shareholdings and listed securities with no link to its core business. The company does not have any business rationale nor competencies for holding and managing long-term investments. They should be sold and proceeds distributed to shareholders. Together, cash and long-term investments represented 69% of total assets as of 31 December 2024, highlighting an imbalanced capital structure.

The amount of cash held by the company is excessive, mechanically depressing ROE and weighting on the share price valuation. With current inflation in Japan, cash is also irremediably losing value.

Thanks to its asset-light business model, requiring limited working capital and almost no capital expenditures, the company has been generating strong free cash-flow of JPY 27.4 billion over the last 5 fiscal years. Based on the company's mid-term plan and assuming that revenue growth and profit margin remain in line with historical levels, it is reasonable to think it should generate similar free cash-flows over the next 5 years. Consequently, it is crucial for the Company to promptly improve the capital structure and commit to higher shareholders' returns.

The company's business and financial conditions remain sound, with no interest-bearing debt, resulting in a strong "net cash" position.

Argo Graphics successfully invested JPY 1.4 billion in M&A over the past 10 years. Keeping aside cash reserves of JPY 10 billion in addition to future incoming cash-flows, combined with the company's

borrowing capacity at low interest rates, should be more than enough for future bolt-on acquisitions and large M&A investments.

Assuming the Company pays the year-end dividend of JPY 8.5 billion outlined in this Proposal and fully utilizes the JPY 26.0 billion earmarked for acquisition of treasury shares as proposed in Proposal (2) Acquisition of treasury shares, the Company's cash position would amount to JPY 22.3 billion based on financials as of 31 December 2024, a number more than sufficient for normal working capital, internal capex programs and ambitious M&A projects.

The Proposer expects the company to take immediate action to enhance its undervalued corporate value by allocating an appropriate portion of profits attributable to shareholders towards shareholders returns.

Furthermore, the Proposer encourages the company to make an early commitment to future capital policies that align with best-in-class listed companies in its industry, meeting long-term shareholders' expectations.

In light of the above, the Proposer suggests implementing a year-end dividend of JPY 400 per share for the fiscal year ending 31 March 2025, resulting in a consolidated dividend payout ratio of 145% based on the net income guidance communicated by the Company on 6 February 2025. This includes an exceptional dividend of JPY 218 per share, necessary to normalize the Company's balance sheet. Excluding the exceptional dividend, normal year-end dividend of JPY 182 would translate into a dividend payout ratio of 75% for fiscal year ending 31 March 2025, a level the Proposer suggests the Company commits going forward. If the Board of Directors of the Company itself submits the agenda concerning the appropriation of surplus at the 41st Ordinary General Meeting of Shareholders, or if a separate shareholder proposal for retained earnings disposition is approved at the upcoming general meeting, the proposed year-end dividend would be adjusted to ensure the total year-end dividend per share equals JPY 400. The total year-end dividend for the fiscal year ending 31 March 2024 would be calculated by multiplying the year-end dividend per share by the total number of issued shares as of 31 March 2025 (excluding treasury shares).

### (3) Opinion of the Board of Directors on the Shareholder Proposal

#### **The Board of Directors of the Company opposes the Shareholder's Proposal.**

The Company regards the return of profits to shareholders as one of its most important management policies, and its basic policy is to effectively utilize the capital entrusted to it by its shareholders, generate profits through its business activities, and provide for the stable and further expansion of its business base, while also keeping in mind the need to enhance internal reserves. The Company's basic dividend policy is to provide continuous and stable returns to shareholders, taking into account overall profitability and other relevant factors. The Company believes that a well-balanced capital allocation to "investment for growth," "working capital," and "shareholder returns" is extremely important for the sustainable enhancement of corporate value over the mid- to long-term. The Company believes that shareholder returns should be based on a stable dividend payout ratio, with a target of retaining a certain amount of profits for growth investments and other sustainable expansion efforts.

Furthermore, on May 9, 2025, the Company announced its medium-term management plan for the three-year period spanning fiscal years 2025 to 2027 (hereinafter referred to as the "Mid-Term Management Plan"). Under the Mid-Term Management Plan, the Company reviewed its basic dividend policy based on the above basic policy and approach, and adopted a performance-linked dividend system, while giving consideration to stable dividends, with the goal of increasing the consolidated dividend payout ratio to 40% or more by the fiscal year ending March 3, 2028, from the previous target of 30% or more. (The dividend per share for the fiscal year ended March 2025 is set at a total of 110 yen, consisting of an interim dividend of 50 yen and a year-end dividend of 60 yen, resulting in a consolidated dividend payout ratio of 31.5%.) The Company shall continue to provide continuous and stable profit returns to its shareholders based on the Mid-Term Management Plan.

In contrast, Stichting Depositary Ascender Global Value Fund (hereinafter referred to as "Ascender"), in its Proposal, requests that the amount of dividends from retained earnings be set at 400 yen per share, on the grounds that the Company does not have the business rationale or suitability to hold and manage listed companies' securities, and that the cash and cash equivalents held by the Company are excessive. However,

the Company believes that the amount of dividend proposed by the Ascender is excessive, as it represents a significant percentage of the Company's periodic profit.

In addition, as stated in the "Announcement of Buyback of and Tender Offer Bid for Own Shares" released on May 9, 2025, the Company resolved at its Board of Directors meeting held on the same day to launch a tender offer for up to 4,576,100 of its common shares, with a total acquisition price of 20,478,047,500 yen (the "Tender Offer"). The decision to conduct this Tender Offer was made following consultations with the Company's largest shareholder and affiliated company, SCSK Corporation (hereinafter referred to as "SCSK"). Concurrently with the decision to conduct this Tender Offer, the Company entered into an agreement with SCSK (hereinafter referred to as the "Agreement"), pursuant to which, if the Company implements the Tender Offer, SCSK shall tender 4,160,000 shares of the Company's common stock (representing 19.12% of the total number of shares of the Company's common stock) that it owns (representing 21.79% (4,740,000 shares of the Company's common stock) of the total number of shares of the Company's common stock) in accordance with the terms and conditions set forth in the Agreement as part of the Tender Offer.

The Company believes that the Ascender's Proposal would impair the agility of the Company's growth investment based on its Mid-Term Management Plan and cause a lack of balance between "shareholder return" and "growth investment," both of which are important to the Company, and will thus prevent the Company from improving its corporate value and securing the common interests of its shareholders over the mid- to long-term.

With regard to the listed companies' securities, the Company's Board of Directors specifically analyses the purpose of holding such securities and the return on investment, including the transactions with the companies in which the Company has held such securities over the past year, and confirms whether such holdings are appropriate. Therefore, the Company believes that Ascender's claim that the Company does not have the theoretical basis or suitability of the business field to hold and manage listed securities is unfounded. The Company's Board of Directors will continue to assess the appropriateness of its holdings of such securities, and the Company will take appropriate action with respect to any securities deemed no longer appropriate to hold.

**For the above reasons, the Board of Directors of the Company is against this proposal.**

#### **Proposal No. 5                      Acquisition of the Treasury Stocks**

(1) Summary of the proposal

We propose the Company acquires its common shares by cash with the maximum number of 4.5 million shares and total acquisition amount of JPY 26.0 billion within one year after the end of the AGM. However, if the total amount of acquisition amount permitted under the Companies Act (the "Distributable Amount") as provided in Article 461 of the Companies Act) is lesser than the proposed amount, the maximum acquisition amount will be limited to the permissible amount under the Companies Act pursuant to Article 156, Paragraph 1 of the Companies Act.

(2) Reason for the proposal

The company's valuation multiples such as price to net earnings and enterprise value to EBIT ratios are low, compared to listed companies in the same industry. In addition, cash and cash equivalents amounted to approximately JPY 35.4 billion as of 31 December 2024, with no interest-bearing liabilities. Capital efficiency needs to be improved, and corporate value enhanced through the acquisition and cancellation of treasury stock.

The company has previously undertaken treasury stock acquisitions as part of shareholders' return measures, aligning with a proactive capital policy. This proposal is consistent with those past efforts.

The company held JPY 21.4 billion of long-term investments, mainly composed of listed securities with no link to its core business, as of 31 December 2024. The company does not have any business rationale nor investment competencies for holding and managing long-term investments. The disposal of all long-term



investments presents a suitable opportunity to enhance capital efficiency through the acquisition of treasury stock.

Thus, the Proposer recommends implementing a treasury stock acquisition within one year of this Annual General Meeting, up to a maximum of 4.5 million shares at a total acquisition cost not exceeding JPY 26.0 billion.

Should the disposition of surplus funds be carried out based on Proposal 1 "Appropriation of Surplus", the total shareholder return ratio for the current fiscal year would exceed 100%. However, as noted above, special gains will be recorded with the disposal of long-term investments, and no impact on the company's financial soundness or capacity for future growth investments is anticipated.

All existing treasury shares should be cancelled within one month of the AGM. All treasury shares to be acquired within one year after the end of the AGM should also be cancelled within one month of their acquisition.

The Proposer believes that, as a best practice, all treasury shares should be cancelled and not earmarked for share incentive programs or potential M&A projects.

The cancellation of treasury shares does not have an adverse effect and will enhance the enterprise value of the Company.

### (3) Opinion of the Board of Directors on the Shareholder Proposal

#### **The Board of Directors of the Company opposes the Shareholder's Proposal.**

The Company considers the return of profits to shareholders to be one of its core management policies, and the share repurchase policy in this Mid-Term Management Plan calls for the flexible implementation of share repurchases, taking into account the status of investments, businesses, and capital, as well as market conditions, with the aim of improving shareholder returns and capital structure through increased capital efficiency. (The share repurchase policy was being discussed by December 27, 2024, while the development of the Mid-Term Management Plan was in process, and remained unchanged until May 9, 2025, the announcement date of the Mid-Term Management Plan.)

In addition, the Company's Articles of Incorporation stipulate that the Company may acquire treasury stock by a resolution of the Board of Directors pursuant to Article 165, Paragraph 2 of the Companies Act. The purpose of this provision is to enable the execution of flexible capital policies in response to changes in the business environment by authorizing the Board of Directors to decide on acquiring treasury stock through market transactions.

Furthermore, based on the aforementioned policy regarding the acquisition of treasury stock and the provisions of the Articles of Incorporation, the Company resolved at the Board of Directors meeting held on May 9, 2025, to implement the Tender Offer for up to 4,576,100 of its shares of common stock, with a maximum acquisition price of 20,478,047,500 yen and, on the same day, entered into the Agreement with SCSK. The Company will continue to flexibly return profits to shareholders, including share buybacks, in accordance with the Mid-Term Management Plan, while maintaining a balance with "investment for growth".

On the other hand, Ascender proposed the purchase of up to 4,500,000 shares of the Company's common stock, at a total purchase price of 26,000,000,000 yen. This proposal is considered to be a request to conduct the share repurchase separately from the Tender Offer already announced by the Company. However, if, in addition to the Tender Offer, the Company was to purchase treasury stock of the same size as the Tender Offer, as requested in the Ascender's Proposal, it would be necessary to prepare approximately 46.4 billion yen in cash. Given that the Company's cash and deposits as of March 31, 2025, amounted to approximately 37.8 billion yen, it would be unfeasible for the Company to conduct the share repurchase requested by Ascender in this proposal in addition to the Tender Offer. In addition, we believe that the acquisition of treasury stock requested by Ascender under the Proposal would impair the agility of the "growth investment" to be made by the Company under the Mid-Term Management Plan, cause a lack of balance between "shareholder return" and "growth investment," both of which are important to the Company, and will thus

prevent the Company from improving its corporate value and securing the common interests of its shareholders over the mid- to long-term.

**For the above reasons, the Board of Directors of the Company is against this proposal.**