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Securities Code: 8005

May 15, 2025

Start date of measures for electronic provision: May 8, 2025

To Our Shareholders:

Tomohisa Tsurumi, Representative Director and President
Scroll Corporation
2-24-1 Sato, Chuo-ku, Hamamatsu-shi, Shizuoka

Notice of the 84th Ordinary General Meeting of Shareholders

We are pleased to notify you that the 84th Ordinary General Meeting of Shareholders of Scroll Corporation (the “Company”) will be held as follows.

When convening this general meeting of shareholders, the Company takes measures for providing information in electronic format and posts the matters for which measures for providing information in electronic format on the following websites:

1) The Company’s website

<https://www.scroll.jp/ir/stockinfo/meeting/> (in Japanese)

2) Tokyo Stock Exchange’s website (Listed Company Search)

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

(Please access the above website, enter the Company’s name or the Company’s securities code, and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information” to review the information.)

In lieu of attending the meeting in person, you may exercise your voting rights in writing or by electromagnetic means (via the Internet, etc.). After examining the Reference Documents for the General Meeting of Shareholders mentioned below, you may either indicate your approval or disapproval of the proposals on the Voting Rights Exercise Form and return it to the Company so that it arrives by 5:30 p.m. on Thursday, May 29, 2025 (JST). Or, after confirming the “Guidance on Exercising Voting Rights via the Internet, etc.” on page 5 of the Japanese original, you may exercise your voting rights via the voting website designated by the Company (<https://evote.tr.mufig.jp/> (in Japanese)) by the above deadline.

- 1. Date and Time:** Friday, May 30, 2025, at 10:00 a.m. (JST) (Venue to open at 9:15 a.m.)
- 2. Venue:** 5th floor conference room, the Company's headquarters building
2-28-22 Sato, Chuo-ku, Hamamatsu-shi, Shizuoka
(Please refer to the venue map for the General Meeting of Shareholders at the end of Japanese original)
*If more shareholders show up than the seats available, they will be directed to another venue in the same building.

3. Objective

Items to be reported:

1. Report on the Business Report and Consolidated Financial Statements for the 84th Fiscal Year (from April 1, 2024 to March 31, 2025), and report on the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Report on the Non-consolidated Financial Statements for the 84th Fiscal Year (from April 1, 2024 to March 31, 2025)

Items to be resolved:

Proposal	Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
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- When attending the meeting in person, please submit the Voting Rights Exercise Form at the reception.
- If you require assistance to attend the meeting in person, please contact the venue staff.
- If revisions to the matters subject to measures for electronic provision arise, the revisions will be posted on the websites.
- If you exercise your voting right in writing (post) and neither approval nor disapproval of each proposal is indicated on the voting form, the Company will deem that you indicated your approval of the proposal.
- If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights in the Company to attend the meeting. In this case, please submit a document evidencing the proxy's authority to represent.

Reference Documents for the General Meeting of Shareholders

Proposal Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all four Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies to the rest of this proposal) will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of four Directors.

As a result of the review of this proposal by the Audit and Supervisory Committee, there were no particular points raised by the Audit and Supervisory Committee.

The candidates for Director are as follows:

Candidate No.	Name	Candidate attributes	Current position and responsibility in the Company	Attendance at Board of Directors meetings (FY2024)
1	Tomohisa Tsurumi	Reelection	Representative Director and President Group Officer CEO & COO General Manager of Direct Marketing Headquarter	14 out of 14 100%
2	Hiroaki Sato	Reelection	Director and Executive Vice President Group Officer CSO PRS of E-commerce Business	14 out of 14 100%
3	Masayuki Yamazaki	Reelection	Director Group Officer CMO PRS of Solutions Business General Manager of M&A Strategy Division	14 out of 14 100%
4	Yasunori Sugimoto	Reelection	Director Group Officer CAO PRS of Group Jurisdiction Business General Manager of Corporate Management Department	14 out of 14 100%

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Tomohisa Tsurumi (May 11, 1966) Reelection Attendance at Board of Directors meetings 14 out of 14 (Attendance: 100%)	Apr. 1989 Joined the Company Apr. 2012 Corporate Officer, General Manager of Direct Marketing for Innerwear and General Manager of Internet Marketing Department of Direct Marketing Headquarter May 2013 Director, Corporate Officer, and Vice General Manager of Direct Marketing for H&B of Direct Marketing Headquarter May 2015 Director, President, Corporate Officer, and General Manager of Direct Marketing for H&B of Direct Marketing Headquarter Apr. 2018 Director, President, Corporate Officer, and General Manager of Direct Marketing Headquarter Apr. 2020 Representative Director, President, Corporate Officer, PRS of Health & Beauty Business and General Manager of Direct Marketing Headquarter Apr. 2022 Representative Director, President, Group Officer CEO & COO, and General Manager of Direct Marketing Headquarter (current position)	137,900
(Reasons for nomination as candidate for Director) Tomohisa Tsurumi has had a wide range of business experience in the Group since he joined the Company in 1989. After serving as Director and President of a subsidiary and Director and President of the Company, he conducts appropriate management by strongly promoting important business execution and management decision-making of the Group as Representative Director, President, and Group Officer CEO & COO. The Company proposes his continued election as Director as an appropriate person to achieve the Group's sustainable growth and enhancement of corporate value over the medium to long term.			
2	Hiroaki Sato (October 10, 1971) Reelection Attendance at Board of Directors meetings 14 out of 14 (Attendance: 100%)	Apr. 1995 Joined the Company Jan. 2013 Retired from the Company Apr. 2013 Representative Director and President of Cynosura, Inc. May 2015 Director of the Company Apr. 2018 Director, Corporate Officer, and Executive Manager of E-commerce Business Apr. 2019 Director, Corporate Officer, and PRS of E-commerce Business Apr. 2020 Director, Executive Vice President, Corporate Officer, and PRS of E-commerce Business Apr. 2022 Director, Executive Vice President, Group Officer CSO, and PRS of E-commerce Business of the Company (current position)	41,000
(Reasons for nomination as candidate for Director) Hiroaki Sato has a wealth of business experience in the Company's marketing divisions. After serving as Director and President of a subsidiary and as a Director in charge of E-commerce Business of the Group, he appropriately promotes important business execution, management decision-making, and supervision as Director, Executive Vice President, and Group Officer CSO. The Company proposes his continued election as Director as an appropriate person to achieve the Group's sustainable growth and enhancement of corporate value over the medium to long term.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned		
3	Masayuki Yamazaki (June 11, 1963) Reelection Attendance at Board of Directors meetings 14 out of 14 (Attendance: 100%)	Apr. 1988	Joined Daiwa Securities Co. Ltd.	52,300		
		Apr. 2002	Representative Director of Floraison Inc.			
		Apr. 2012	Representative Director and President of HAC CO., LTD.			
		Apr. 2013	Corporate Officer and Vice General Manager of Direct Marketing for H&B of Direct Marketing Headquarter of the Company			
		May 2017	Director, Corporate Officer, and General Manager of Solutions Business Management Department of Direct Marketing Headquarter and M&A Strategy Division			
		Apr. 2018	Director, Corporate Officer, Executive Manager of Solutions Business and General Manager of M&A Strategy Division			
		Apr. 2022	Director, Group Officer CMO, and PRS of Solutions Business and General Manager of M&A Strategy Division			
		Oct. 2022	Director, Group Officer CMO, PRS of Solutions Business and PRS of HBT Business, and General Manager of M&A Strategy Division			
		Apr. 2024	Director, Group Officer CMO, and PRS of Solutions Business and General Manager of M&A Strategy Division (current position)			
		(Reasons for nomination as candidate for Director) Masayuki Yamazaki is in charge of mainly Solutions Business of the Group, taking advantage of his extensive experience, and he appropriately promotes important business execution, management decision-making and supervision as a Director overseeing M&A strategies based on the medium-term management plan, Group Officer CMO. The Company proposes his continued election as Director as an appropriate person to achieve the Group's sustainable growth and enhancement of corporate value over the medium to long term.				
4	Yasunori Sugimoto (June 16, 1965) Reelection Attendance at Board of Directors meetings 14 out of 14 (Attendance: 100%)	Apr. 1988	Joined the Company	64,100		
		Apr. 2012	Corporate Officer and in charge of Solutions Business			
		May 2013	Director, Corporate Officer, and General Manager of Direct Marketing for Solution of Direct Marketing Headquarter			
		Nov. 2016	Corporate Officer and General Manager of Corporate Management Department			
		Apr. 2019	Corporate Officer, PRS of Group Jurisdiction Business and General Manager of Corporate Management Department			
		May 2019	Director, Corporate Officer, PRS of Group Jurisdiction Business and General Manager of Corporate Management Department			
		Apr. 2022	Director, Group Officer CAO, and PRS of Group Jurisdiction Business and General Manager of Corporate Management Department (current position)			
		(Reasons for nomination as candidate for Director) Yasunori Sugimoto is in charge of a wide range of administrative departments including corporate planning, legal affairs, accounting and human resources, and logistics departments, taking advantage of various types of business experience he has had in the Group since joining the Company in 1988, and he appropriately promotes important business execution, management decision-making, and supervision as Director, Group Officer CAO, and General Manager of the Corporate Management Department. The Company proposes his continued election as Director as an appropriate person to achieve the Group's sustainable growth and enhancement of corporate value over the medium to long term.				

- Notes:
1. The criteria for judging the importance of “Significant concurrent positions outside the Company” are based on the importance of the duties the person is in charge of at the concurrent positions, the time spent on those duties, and other factors.
 2. Hiroaki Sato concurrently serves as Director of Cynosura, Inc., and there are minimal transactions based on a business consignment agreement between Cynosura, Inc. and the Company and its subsidiary, amounting to less than 1% of the consolidated sales of the Company.
 3. There is no special interest between any of other candidates and the Company.
 4. The Company has entered into a directors and officers liability insurance policy, as provided for in Article 430-3 of the Companies Act, with all of the Directors as the insureds. The directors and officers liability insurance policy shall indemnify legal compensation for damages, expenses of disputes, etc. to be borne by the insured; if candidates are appointed as Director, they shall be the insured under the directors and officers liability insurance policy. The Company plans to renew the directors and officers liability insurance policy with the same content during the term of office.
 5. With the aims of strengthening the supervisory function of the Board of Directors, expediting management decision-making, clarifying authority and responsibility through the separation of business execution, and strengthening business execution response capabilities, the Company has introduced the Officer system, and selected Group Officers and Segment Officers. Moreover, the Company has appointed Group Chief Officers (CxOs) from among the Group Officers to serve as the chief supervisors for specific functions for the overall Group and further strengthen business execution functions across the Group.
 6. CSO is an abbreviation for Chief Strategy Officer and represents the person who designs and plans the medium- to long-term group business portfolio strategy, and supervises its execution, based on the management and business operation policies decided by CEO and COO.
 7. CMO is an abbreviation for Chief M&A Officer and represents the person responsible for playing a role to collect and examine information on M&A targets, and promote and realize M&As.
 8. CAO is an abbreviation for Chief Administrative Officer and represents the person responsible for designing and planning strategies as the overall Group headquarters for corporate planning, legal affairs, general affairs, human resources, and logistics among others in the administrative department areas of the whole Group.
 9. PRS is an abbreviation for PRESIDENT of segment and represents the person responsible for each segment.
 10. Current trade names are presented only for companies where concurrent positions are held as well as for the Group companies in the career summaries for each candidate.
 11. The process for nominating candidates for Director is as follows:
In response to a consultation by the Board of Directors, the Nomination and Compensation Committee submits a report on the nomination of each candidate, in accordance with the basic standard requirements for candidates for Director and the criteria set by the Nomination and Compensation Committee. The Board of Directors decides candidates based on the report of the Nomination and Compensation Committee. The Nomination and Compensation Committee is chaired by Outside Director Tsukasa Murase and is composed with a majority of Outside Directors.
 12. The skill matrix used as the criteria set by the Nomination and Compensation Committee is as in the table on page 8.

[Reference]

The skills required of Directors and the composition of the Board of Directors for achieving our purpose (purpose of existence), vision, and mission as we aim for sustainable growth and enhancement of corporate value over the medium to long term, are referred to the tables below. Skills are selected by identifying the skills required to implement the Company's management strategy, organized into skills involving material business activities (decision-making and business execution skills), and foundational skills supporting said activities (management, supervision, and monitoring skills).

1. Skill description and reasons for selection

Skill		Skill description	Reason for selection
Corporate Management		Knowledge based on management experience at a listed company, or another company of a certain size, or management experience as a Representative Director	This skill is essential to realize the stated purpose, vision, or mission of the Company, and enhance corporate value over the medium- to long-term.
Growth Strategy, M&A, Finance & Accounting		The skill to formulate strategies and discern insights in view of the shrinking domestic market, and to quantify and ascertain synergies with acquisition targets	This skill is essential to achieve the business alignment necessary to achieve sustainable growth, and to evaluate the optimal business portfolio.
Logistics & Sales		Deep insight into the business environment and trends surrounding the logistics industry, and the skill to build relationships with business partners and grow market share	This skill is essential to promote the solutions business, a growth field.
Marketing & SCM		The skill to create added value in retail products, and to realize a global purchase, manufacturing, and procurement chain	This skill is essential to capture the needs of the co-op and EC market, and ensure profitability through capacity-driven sourcing.
Systems & ICT		Expertise in systems development, utilization, and protection, including ICT, network, and information security	This knowledge is essential to properly implement technology platforms and generate innovation related to information systems.
E	Environment & Materials	Broad ranging knowledge and insight on the environment, and environmentally-friendly materials and manufacturing methods	This knowledge is essential for reducing catalog paper materials and plastic materials, and for promoting the development of products tied to SDGs.
S	CSR & Human Resource Development	An understanding of social trends and social contribution, and knowledge of diversity and human resource development	Diverse human resources that reflect social needs and employee skills development are essential to achieving sustainable growth.
G	Risk Management & Legal Affairs	Keen insight of legal regulations, internal controls and other matters of governance, and the skill to assess and control risk	This skill is essential to implement proper corporate governance and risk assessment, and to build compliance systems.

2. Skill matrix

Name [Attribute]		Tenure	Age	Gender	Corporate Management	Growth Strategy, M&A, Finance & Accounting	Logistics & Sales	Marketing & SCM
Executive Director	Tomohisa Tsurumi	12	59	Male	◎	○	◎	○
	Hiroaki Sato	10	53	Male	○	◎	○	◎
	Masayuki Yamazaki	8	61	Male	○	◎	◎	○
	Yasunori Sugimoto	6	59	Male	○		◎	
Directors who are Audit and Supervisory Committee Members	Tsukasa Murase [Outside and independent]	9	59	Male	○	◎		
	Takayuki Miyabe [Outside and independent]	9	73	Male	◎	○		◎
	Masanori Miyagi [Outside and independent]	5	57	Male		◎		○
	Itsuro Hitosugi [Outside and independent]	3	68	Male	◎	◎		
	Akiko Ono [Outside and independent]	3	51	Female		◎		○
	Chiseko Baba [Outside and independent]	1	56	Female		○		◎

Name [Attribute]		Systems & ICT	E	S	G
			Environment & Materials	CSR & Human Resource Development	Risk Management & Legal Affairs
Executive Director	Tomohisa Tsurumi		○	◎	○
	Hiroaki Sato	◎			
	Masayuki Yamazaki				○
	Yasunori Sugimoto		◎	◎	◎
Directors who are Audit and Supervisory Committee Members	Tsukasa Murase [Outside and independent]	◎			◎
	Takayuki Miyabe [Outside and independent]			○	◎
	Masanori Miyagi [Outside and independent]		○	◎	◎
	Itsuro Hitosugi [Outside and independent]		○	◎	○
	Akiko Ono [Outside and independent]		○	◎	◎
	Chiseko Baba [Outside and independent]		◎	◎	○

- Notes:
1. Specialist skills are marked by a double circle (◎) and skills are marked by a circle (○) in the table.
 2. The tenures and ages listed are accurate as of the conclusion of this General Meeting of Shareholders.
 3. This table shows the Board of Directors system if the Proposal “Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” is approved and adopted as proposed, and the candidates assume office as Directors.