

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Securities code: 3696)
March 7, 2022

To Shareholders with Voting Rights:

Satoshi Takagi
President and Representative Director
CERES INC.
4-10-1 Yoga, Setagaya-ku, Tokyo

NOTICE OF THE 17th ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.

We hereby inform you of the 17th Annual General Meeting of Shareholders of CERES INC. (the “Company”). The meeting will be held for the purposes as described below.

We hope that shareholders will consider refraining from attending the meeting this year to prevent the spread of the novel coronavirus disease (COVID-19) infection. Please therefore **exercise your voting rights in advance in writing or via the Internet** as much as possible. If you exercise your voting rights in writing or via the Internet, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights **no later than 7:00 p.m. on Tuesday, March 22, 2022, Japan time.**

Measures for the Prevention of Spread of COVID-19

- We would like to ask shareholders who plan to attend this meeting to check the state of viral spread on the date of the meeting and your own health status and be mindful of taking actions such as wearing a face mask to prevent infections.
- We would like to ask attendees for their cooperation on the date of the meeting to take measures to prevent infections such as disinfecting their hands and fingers by spraying alcohol-based sanitizer and having their body temperature checked at the reception desk. An attendee who is found to have a fever or be in poor health may be asked to refrain from entering the meeting room.
- Operational staff will also wear a face mask and serve attendees.
- Should the meeting venue become unavailable due to the future infection status or other circumstances, the meeting will be held at 11:00 a.m. on the date of the meeting at the Company’s headquarters (the Company’s venue located on the 24th floor of Setagaya Business Square Tower). If the meeting venue changes to the above place, we will inform you on the Company’s website (<https://ceres-inc.jp/>). For shareholders who will attend the meeting, please make sure to check the Company’s website on the date of the meeting.

Your understanding and cooperation will be appreciated.

- 1. Date and Time:** Wednesday, March 23, 2022 at 10:00 a.m. Japan time
- 2. Place:** Conference Room, Hills I 5F, Setagaya Business Square located at 4-10-2 Yoga, Setagaya-ku, Tokyo
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 17th Fiscal Year (January 1, 2021 - December 31, 2021), and results of audit by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 17th Fiscal Year (January 1, 2021 - December 31, 2021)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of 6 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 4:** Election of 1 Director Who Is an Audit and Supervisory Committee Member
- Proposal 5:** Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member
- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - ◎ Of the documents to be provided with this convocation notice, System for ensuring appropriate business operations, Summary of the implementation status of the system for ensuring appropriate business operations, Consolidated Statements of Changes in Net Assets, Notes to Consolidated Financial Statements, Non-consolidated Statements of Changes in Net Assets, and Notes to Non-consolidated Financial Statements are posted on the Company's website (<https://ceres-inc.jp/>) and therefore are not attached to this convocation notice in accordance with laws and regulations, and the Article 14 of the Company's Articles of Incorporation.
The documents attached to this convocation notice are part of the Business Report audited by the Audit and Supervisory Committee, and the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Accounting Auditor and the Audit and Supervisory Committee.
 - ◎ Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements will be posted on the Company's website (<https://ceres-inc.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company recognizes the continuous enhancement of corporate value and the return of profits to shareholders as important management issues. In order to enable proactive business investments that contribute to continuous enhancement of corporate value, the policy of the Company is to consider the return of profits to shareholders by paying dividends while keeping the balance between returning profits and maintaining a sound financial position and the internal reserves required for future business expansion. Based on this policy, the appropriation of surplus is proposed as follows.

- (1) Types of dividend property
Cash
- (2) Matters concerning the allotment of dividend property and the total amount
40 yen per share of common stock of the Company
Total amount of dividends: 449,496,160 yen
- (3) Source of dividends
Retained earnings
- (4) Record date
December 31, 2021
- (5) Effective date of dividends of surplus
March 24, 2022

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

Since the system for providing informational materials for the general meeting of shareholders in electronic format is to be introduced in the wake of the enforcement of the revised provisions provided for in a proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation. The Company will also make amendments that add new items to the business objective in order to prepare for the future diversification of business development.

- (1) Article 14 (Measures for Providing Information in Electronic Format, Etc.), paragraph 1 in “Proposed amendments” will be newly established, since every listed company will be obligated to stipulate in its articles of incorporation that it will take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders in electronic format.
- (2) Article 14 (Measures for Providing Information in Electronic Format, Etc.), paragraph 2 in “Proposed amendments” will be newly established in order to allow the Company to limit the scope of items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents among items for which the measures for providing information that constitutes the content of reference documents for the general meeting of shareholders in electronic format will be taken, in accordance with the provisions prescribed by the Ministry of Justice Order.
- (3) Article 14 (Deemed Provision Through Internet Disclosure of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation will be deleted, since its provisions will no longer be required if the system for providing informational materials for the general meeting of shareholders in electronic format is introduced.
- (4) Supplementary provisions regarding the effect of the aforementioned provisions to be newly established or deleted will be established. These supplementary provisions shall be deleted after the prescribed date.

2. Details of amendments

The details of amendments are as follows:

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 2 (Objective)</p> <p>The Company shall have the objective of engaging in the following business:</p> <p>(1) - (13) (Omitted) (Newly established)</p> <p>(14) (Omitted)</p>	<p>Article 2 (Objective)</p> <p>The Company shall have the objective of engaging in the following business:</p> <p>(1) - (13) (Unchanged)</p> <p><u>(14) The development and management of video creators, entertainers, musicians, etc.</u></p> <p><u>(15) The planning, production, and sale of videos</u></p> <p>(16) (Unchanged)</p>
<p><u>Article 14 (Deemed Provision Through Internet Disclosure of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>The Company, in relation to the convening of general meetings of shareholders, may be deemed to have provided information relating to the matters that should be stated or displayed in the reference documents for the general meeting of shareholders, business reports, financial statements, and consolidated financial statements through their disclosure by a method that uses the internet, in accordance with the provisions of Ministry of Justice ordinances.</u></p>	<p>(Deleted)</p>

Proposal 3: Election of 6 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The term of office of all 6 Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, we propose the election of 6 Directors.

Before being submitted to this General Meeting of Shareholders, this proposal has been deliberated and finalized by the Nomination and Remuneration Advisory Committee, in which the majority of members are Independent Outside Directors. Furthermore, this proposal has been considered by the Audit and Supervisory Committee, but they have expressed no opinion.

The candidates for Directors are as follows:

Mr. Hitoshi Tada is a candidate for Outside Director.

No.	Name	Current position and responsibility in the Company	
1	Satoshi Takagi	President and Representative Director	Reelection
2	Tetsuya Nozaki	Vice President and Director General Manager of Internet Business Division	Reelection
3	Yasuhiro Kobayashi	Managing Director General Manager of Administration Division	Reelection
4	Yusuke Shiga	Director General Manager of Ad Marketing Business Department, Internet Business Division	Reelection
5	Norimitsu Yoshida	Director General Manager of Vertical Media Business Department, Internet Business Division	Reelection
6	Hitoshi Tada	Outside Director	Reelection Outside Independent

No.	Name (Date of birth)	Career summary, positions and responsibilities (significant concurrent positions)		Number of shares of the Company held
1	Satoshi Takagi (November 9, 1971) <u>Reelection</u>	April 1994 February 2000 January 2003 January 2005 June 2016 July 2017 September 2017 August 2018 July 2020	Joined Nomura Securities Co., Ltd. Joined CyberAgent, Inc. Established Juno & Co., Inc; Director (current position) Established the Company; President and Representative Director (current position) Director, YUMEMI Inc. (current position) Outside Director, bitbank, inc. (current position) Established Mercury Inc.; President and Representative Director Director Established Diana Inc.; Director President and Representative Director, Mercury Inc. (current position)	626,900 shares
2	Tetsuya Nozaki (March 14, 1977) <u>Reelection</u>	December 2005 April 2007 April 2008 March 2009 March 2012 January 2018 August 2018 October 2018	Joined Interspace Co., Ltd. Joined the Company Executive Officer Director Vice President and Director; General Manager of Media Division Vice President and Director; General Manager of Internet Business Division (current position) Established Diana Inc.; Director Established BACCHUS INC.; President and Representative Director (current position)	213,400 shares
3	Yasuhiro Kobayashi (January 18, 1971) <u>Reelection</u>	April 1994 July 2004 October 2006 April 2017 February 2018 August 2018	Joined The Dai-ichi Mutual Life Insurance Company (currently The Dai-ichi Life Insurance Company, Limited) Joined Mitsubishi Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) Joined the Company; Director; General Manager of Administration Division Managing Director; General Manager of Administration Division (current position) Outside Director, Orb Inc. Established Diana Inc.; Audit & Supervisory Board Member	198,700 shares
4	Yusuke Shiga (April 27, 1987) <u>Reelection</u>	December 2010 January 2017 January 2018 August 2018 March 2019 July 2019	Joined the Company Executive Officer General Manager of Contents Media Business Department, Internet Business Division Established Diana Inc.; President and Representative Director (current position) Director, the Company (current position) General Manager of Ad Marketing Business Department, Internet Business Division (current position)	5,557 shares
5	Norimitsu Yoshida (April 7, 1980) <u>Reelection</u>	April 2003 October 2006 October 2009 March 2017 January 2018 March 2019 December 2021	Joined CSK Network Systems, Inc. (currently SCSK Corporation) Joined DeNA Co., Ltd. Joined C.A.Mobile, Inc. (currently CAM, Inc.) Joined the Company; Executive Officer General Manager of Vertical Media Business Department, Internet Business Division (current position) Director (current position) Established labol inc.; President and Representative Director (current position)	5,724 shares

- (Notes) 1. There are no special interests between each candidate for Director and the Company.
2. Matters concerning the candidate for Outside Director are as follows.
- (1) Reasons for nomination as a candidate for Outside Director:
Mr. Hitoshi Tada has long served as an officer/representative at multiple corporations in the securities industry. The Company expects that he will appropriately supervise management for the Company's sustainable growth and improvement of corporate value over the medium to long term as it believes that he will draw on his abundant experience and deep insight in securities practice in the management of the Company. The Company thus requests his election as Outside Director again.
- (2) Number of years since taking office as Outside Director:
Mr. Hitoshi Tada is currently an Outside Director of the Company, and his term of office as Outside Director will have been 4 years and 11 months at the conclusion of this General Meeting of Shareholders.
- (3) Independent Officer:
Mr. Hitoshi Tada is currently designated as an Independent Officer in accordance with the provisions of Tokyo Stock Exchange, Inc., and has been reported as such to the exchange. If his reelection is approved, he will continue to be an Independent Officer in accordance with the provisions of the exchange.
3. Liability limitation agreement:
The Company has entered into a liability limitation agreement with Mr. Hitoshi Tada to limit his liability for damages to the higher of 5 million yen or the minimum liability amount stipulated in laws and regulations. If his reelection is approved, the Company will continue the agreement with him.
4. Directors and officers liability insurance contract:
The Company enters into directors and officers liability insurance contracts in which the insurer promises to indemnify the Company's directors and officers, the insured under the contract, for any damage they might incur as a result of being held liable, or receiving a claim to hold them liable, for the execution of their duties. If the reelection of the above candidates for Directors is approved, each of them will be insured under the contract. The insurance premiums are fully paid by the Company.

Proposal 4: Election of 1 Director Who Is an Audit and Supervisory Committee Member

Among Directors who are Audit and Supervisory Committee Members, Ms. Chise Kuwayama will resign at the conclusion of this General Meeting of Shareholders. Accordingly, we propose the election of one Director who is an Audit and Supervisory Committee Member as a substitute for her. As provided for in the Company's Articles of Incorporation, the tenure of a director who is an Audit and Supervisory Committee Member and is elected as a substitute is until the end of the tenure of the retiring director.

Before being submitted to this General Meeting of Shareholders, this proposal has been deliberated and finalized by the Nomination and Remuneration Advisory Committee, in which the majority of members are Independent Outside Directors, and approved by the Audit and Supervisory Committee.

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

Name (Date of birth)	Career summary, positions and responsibilities (significant concurrent positions)	Number of shares of the Company held
<p>Junko Kogayu (October 10, 1967)</p> <p><u>New election</u></p> <p><u>Outside</u></p> <p><u>Independent</u></p>	<p>April 1991 Joined Chuo Shinko Audit Corporation (Coopers & Lybrand, currently PricewaterhouseCoopers (PwC))</p> <p>March 1994 Registered as a Certified Public Accountant</p> <p>September 2006 Joined PricewaterhouseCoopers Aarata (currently PricewaterhouseCoopers Aarata LLC)</p> <p>August 2010 Technical Director, IFRS and International, The Japanese Institute of Certified Public Accountants</p> <p>August 2012 Leader, Research and Consultation Group, Self-Regulation / Professional Standards and Practices, The Japanese Institute of Certified Public Accountants</p> <p>October 2012 Professor, Graduate School of Economics and Management / Faculty of Economics (Accounting School), Tohoku University (current position)</p> <p>January 2020 Established Junko Kogayu Certified Public Accountant Firm (current position)</p> <p>March 2020 Registered as a certified tax accountant</p> <p>April 2020 Joined Ayako Takeuchi Certified Public Tax Accountant Firm (current position)</p> <p>December 2020 Outside Director and Audit & Supervisory Committee Member, NITCHO CORPORATION (current position)</p> <p>June 2021 Outside Director and Audit & Supervisory Committee Member, NISSIN CORPORATION (current position)</p> <p>December 2021 Supervisory Director, Daiwa House REIT Investment Corporation (current position)</p>	<p>-</p>

- (Notes) 1. There is no special interest between the candidate for Director who is an Audit and Supervisory Committee Member and the Company.
2. Matters concerning the candidate for Outside Director who is an Audit and Supervisory Committee Member are as follows.
- (1) Reasons for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member:
Ms. Junko Kogayu has expertise in finance and accounting as a Certified Public Accountant, and the Company believes that she can objectively supervise management based on such experience and insight and contribute to further strengthen the Company's governance structure from an independent perspective. The Company thus requests her election as Outside Director who is an Audit and Supervisory Committee Member.
- (2) Independent Officer:
If Ms. Junko Kogayu assumes the office of Outside Director who is an Audit and Supervisory Committee Member, the Company plans to designate her as an Independent Officer in accordance with the provisions of Tokyo Stock Exchange, Inc., and report her as such to the exchange.
3. Liability limitation agreement:
If the election of Ms. Junko Kogayu is approved, the Company plans to enter into a liability limitation agreement with her to limit her liability for damages to the higher of 5 million yen or the minimum liability amount stipulated in laws and regulations.
4. Directors and officers liability insurance contract:
The Company enters into directors and officers liability insurance contracts in which the insurer promises to indemnify the Company's directors and officers, the insured under the contract, for any damage they might incur as a result of being held liable, or receiving a claim to hold them liable, for the execution of their duties. If the election of the above candidate for Director is approved, she will be insured under the contract. The insurance premiums are fully paid by the Company.

[Reference] Expertise and Experience of Directors at the conclusion of this General Meeting of Shareholders (Skill Matrix)

	Independence (Outside)	Corporate management	Sales and marketing	IT and DX	Finance and accounting	Legal affairs and risk management	SDGs and ESG
Satoshi Takagi		✓	✓	✓	✓		✓
Tetsuya Nozaki		✓	✓	✓			✓
Yasuhiro Kobayashi		✓			✓	✓	✓
Yusuke Shiga		✓	✓	✓			✓
Norimitsu Yoshida		✓	✓	✓			✓
Hitoshi Tada	✓	✓	✓		✓	✓	✓
Junko Kogayu	✓	✓			✓	✓	✓
Yoshindo Takahashi	✓	✓		✓	✓	✓	✓
Masataka Uesugi	✓	✓				✓	✓

Proposal 5: Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member

The effect of the election of Mr. Ryota Suzuki as Substitute Director who is an Audit and Supervisory Committee Member at the 16th Annual General Meeting of Shareholders held on March 24, 2021, ends upon the commencement of this General Meeting of Shareholders.

Accordingly, in preparation for the possibility of the number of Directors who are Audit and Supervisory Committee Members falling below the number prescribed in laws and regulations, we propose the election of one Substitute Director who is an Audit and Supervisory Committee Member. Before being submitted to this General Meeting of Shareholders, this proposal has been deliberated and finalized by the Nomination and Remuneration Advisory Committee, in which the majority of members are Independent Outside Directors, and approved by the Audit and Supervisory Committee.

The candidate for Substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary (Significant concurrent positions)	Number of shares of the Company held
<p>Ryota Suzuki (July 14, 1965)</p> <p><u>Reelection</u> <u>Outside</u> <u>Independent</u></p>	<p>April 1989 Joined Industrial Bank of Japan, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>November 1999 Transferred to Kogin Securities Co., Ltd. (currently Mizuho Securities Co., Ltd.)</p> <p>November 2002 Transferred to Japan Industrial Partners, Inc.</p> <p>December 2002 Returned to Mizuho Securities Co., Ltd.</p> <p>September 2004 Transferred to Polaris Principal Finance Co., Ltd. (currently Polaris Capital Group Co., Ltd.)</p> <p>June 2008 Joined Mizuho Securities Shinko Principal Investment Co., Ltd. (currently Mizuho Securities Principal Investment Co., Ltd.)</p> <p>July 2011 Managing Executive Officer, Mizuho Securities Principal Investment Co., Ltd.</p> <p>April 2015 President and Director</p> <p>April 2021 Director</p> <p>July 2021 Project Academic Specialist, Tanaka Laboratory, Department of Technology Management for Innovation, School of Engineering, The University of Tokyo (current position)</p> <p>September 2021 Representative Director, Albacross (current position)</p>	<p>-</p>

- (Notes) 1. Mr. Ryota Suzuki, who is candidate for Substitute Director who is an Audit and Supervisory Committee Member, is a Senior Partner of Office R LLC, to which the Company outsources advisory services.
2. Matters concerning the candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member are as follows.
- (1) Reasons for nomination as a candidate for Substitute Director who is an Audit and Supervisory Committee Member:
Mr. Ryota Suzuki has proven experience and broad insight mainly in the financial industry, and the Company believes that he can objectively supervise management based on such experience and insight and contribute to further strengthen the Company's governance structure from an independent perspective.
- (2) Independent Officer:
If Mr. Ryota Suzuki assumes the office of Outside Director who is an Audit and Supervisory Committee Member, the Company plans to designate him as an Independent Officer in accordance with the provisions of Tokyo Stock Exchange, Inc., and report him as such to the exchange.
3. Liability limitation agreement:
If Mr. Ryota Suzuki assumes the office of Director who is an Audit and Supervisory Committee Member, the Company plans to enter into a liability limitation agreement with him to limit his liability for damages to the higher of 5 million yen or the minimum liability amount stipulated in laws and regulations.
4. Directors and officers liability insurance contract:
The Company enters into directors and officers liability insurance contracts in which the insurer promises to indemnify the Company's directors and officers, the insured under the contract, for any damage they might incur as a result of being held liable, or receiving a claim to hold them liable, for the execution of their duties. If Mr. Ryota Suzuki assumes the position of Director who is an Audit and Supervisory Committee Member, he will also be insured under the contract. The insurance premiums are fully paid by the Company.