

Please note that the following is an English translation of the original Japanese version of the Notice of the 47th Annual General Meeting of Shareholders, Guidance on Exercising Voting Rights and Reference Documents for the General Meeting of Shareholders, prepared only for the convenience of shareholders residing outside Japan. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

Securities Code: 4812
March 4, 2022

To Our Shareholders

Ryoichi Nawa,
President and Representative Director
2-17-1, Konan, Minato-ku, Tokyo, Japan
Information Services International-Dentsu, Ltd.

NOTICE OF THE 47TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 47th Annual General Meeting of Shareholders of Information Services International-Dentsu, Ltd. (the “Company” or “ISID, Ltd.”) to be held as described below.

In order to prevent the spread of infection of the novel coronavirus disease (COVID-19), you are encouraged to exercise your voting rights prior to the meeting in writing or by electromagnetic means (via the Internet, etc.), if at all possible. You are advised to refrain from traveling to the venue on the date of the meeting.

Please review the Reference Documents for the General Meeting of Shareholders given below and exercise your voting rights by 5:30 p.m. on Tuesday, March 22, 2022 in accordance with the guidance on page 3 to 4.

On the date of the meeting, we will provide live streaming over the Internet so that shareholders will be able to watch the proceedings.

1. Date and Time:	Wednesday, March 23, 2022, at 10:00 a.m. (Doors open at 9:00 a.m.)
2. Place:	3F Hall, Head Office of the Company Keio Shinagawa Building 2-17-1, Konan, Minato-ku, Tokyo, Japan
3. Objectives of the Meeting:	Matters to be reported: <ol style="list-style-type: none">Business Report, Consolidated Financial Statements and Audit Reports on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 47th Fiscal Term (From January 1, 2021 to December 31, 2021)Non-consolidated Financial Statements for the 47th Fiscal Term (From January 1, 2021 to December 31, 2021) Matters to be resolved: <p>Proposal 1: Appropriation of Surplus Proposal 2: Partial Amendment of the Articles of Incorporation Proposal 3: Election of Six Directors Proposal 4: Election of One Substitute Audit & Supervisory Board Member Proposal 5: Determination of Amount and Other Details of Performance-linked Stock Compensation for Directors, Etc.</p>

- The following documents and items are posted on the Company's website stated below in accordance with the laws and regulations and stipulations of the Company's articles of incorporation.
 - "2. (5) Systems to Secure the Properness of Business Activities and the Status of Implementation of the Systems" in the Business Report
 - "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

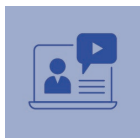
Therefore, the documents attached to the original Japanese version of this notice make up but a part of the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor during the preparation of the Audit Report.

Any amendments to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements will be posted (in Japanese only) on the Company's website stated below.

- **Please note that no gift will be provided for attendees at the meeting. We greatly appreciate your understanding. The Company's website <https://www.isid.co.jp/ir/stocks/soukai.html>**

Guidance on Live Streaming

The Company will stream the meeting live. For details, please refer to “Regarding Measures to Prevent the Spread of COVID-19 and the Live Streaming” notice enclosed with this notice.



[Live streaming for this General Meeting of Shareholders](#)

Date and Streaming Schedule Wednesday, March 23, 2022, from 10:00 a.m. to the conclusion of the meeting.

Guidance on Exercising Voting Rights Prior to the Meeting

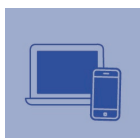
Please review page 5 and subsequent pages for the Reference Documents for the General Meeting of Shareholders and exercise your voting rights prior to the meeting.



[By submitting the Voting Rights Exercise Form in writing](#)

Please indicate your approval or disapproval to each of the proposals on the enclosed Voting Rights Exercise Form and post it to us without a postage stamp.

Exercise Due Date To be received no later than 5:30 p.m. on Tuesday, March 22, 2022.



[By exercising voting rights via the Internet](#)

Please enter your approval or disapproval following the instructions below.

Exercise Due Date No later than 5:30 p.m. on Tuesday, March 22, 2022.

Guidance on Exercising Voting Rights via the Internet

If you exercise your voting rights via the Internet, please review the following items and exercise your voting rights.

If you attend the General Meeting of Shareholders, voting in writing (Voting Rights Exercise Form) or via the Internet is not necessary.

1. Exercising voting rights via the Internet

- (1) You may exercise your voting rights via the Internet only by accessing the following website for exercising voting rights designated by the Company. (The website will be unavailable from 2:00 a.m. to 5:00 a.m. every day. Furthermore, you may not be able to use the website depending on the Internet usage environment).

[Website for exercising voting rights] <https://evote.tr.mufg.jp/>

- (2) Enter the “Login ID” and “Temporary Password” shown on the enclosed Voting Rights Exercise Form, and then follow the instructions on the screen to exercise your voting rights. In addition, you can exercise your voting rights via your smartphone by scanning the “QR Code for Login.” * QR Code is a registered trademark of DENSO WAVE INCORPORATED.
- (3) If you exercise your voting rights both in writing and via the Internet, only the vote exercised via the Internet shall be treated as valid. If voting rights via the Internet multiple times, only the last vote shall be treated as valid.
- (4) Any costs arising from using the website for exercising voting rights (Internet connection fees and communication charges, etc.) shall be borne by the shareholder.
- (5) Voting via the Internet is accepted until 5:30 p.m. on Tuesday, March 22, 2022. However, we request that you exercise your voting rights at your earliest convenience. Please contact our Help Desk for any inquiries.

2. Handling of passwords

- (1) Please note that you will be asked to change your “Temporary Password” on the website for exercising voting rights in order to prevent unauthorized access (spoofing) and alternation of voting by non-shareholders.
- (2) A new “Login ID” and “Temporary Password” will be issued every time a General Meeting of Shareholders is convened.
- (3) The password is our means by which the identity of the shareholder exercising the vote is verified. Please keep your password safe. Telephone inquiries regarding passwords shall not be answered.

3. For inquiries regarding exercising voting rights via the Internet (Help Desk)

Stock Transfer Agency Department, Mitsubishi UFJ Trust and Banking Corporation
Telephone: 0120-173-027 (toll-free only within Japan)
Office hours: 9:00 a.m. to 9:00 p.m.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company regards the return of profits to shareholders as a vital management issue. While securing internal reserves to achieve sustainable growth, the Company's basic policy for dividends is to ensure continual payment of appropriate and stable dividends to all shareholders. At the same time, we have set the target consolidated dividend payout ratio of 40% or higher.

Regarding the year-end dividend, although initially forecasting 26 yen per share, the Company proposes to pay a year-end dividend of 30 yen per share, 4 yen higher than the forecast.

Moreover, combined with an interim dividend of 26 yen per share already paid out, the annual dividends shall amount to 56 yen per share, and the consolidated payout ratio shall be 40.8%.

Year-end dividends

(1) Type of dividend property

Cash

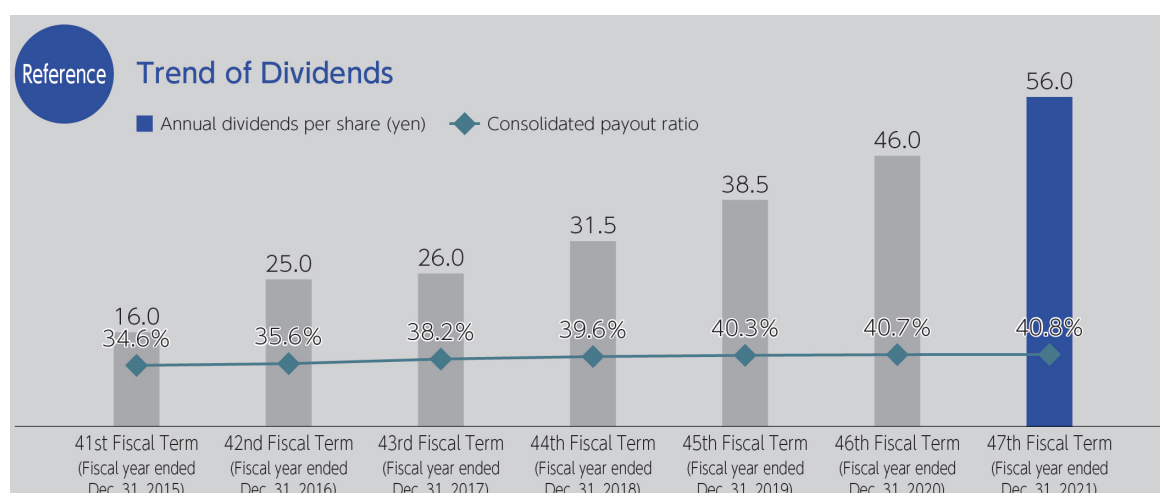
(2) Allocation of dividend property and total amount of allocation

30 yen per share of the Company

Total amount: 1,954,934,880 yen

(3) Effective date of dividends of surplus

March 24, 2022



Note:

The Company performed a two-for-one share split on its ordinary shares with the effective date of January 1, 2021.

As a result of the share split, "annual dividends per share" from the 41st Fiscal Term to the 46th Fiscal Term are calculated assuming that the share split was conducted at the start of the 41st Fiscal Term.

Proposal 2:**Partial Amendment of the Articles of Incorporation**

1. Reason for amendment

The revised provisions stipulated in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are due to come into effect on September 1, 2022. Accordingly, to prepare to introduce a system for providing reference documents, etc., for the General Meeting of Shareholders in electronic format, etc., ISID, Ltd. will change its Articles of Incorporation as described below.

- (1) Article 16, paragraph 1 in the proposed amendment stipulates that the Company shall take measures for providing information contained in reference documents, etc., for the General Meeting of Shareholders in electronic format, etc.
- (2) Article 16, paragraph 2 in the proposed amendment stipulates that the Company shall establish a provision for limiting the scope of matters to be described in documents issued to shareholders who have requested the issuance of such documents.
- (3) The provision of Article 16 in the current Articles of Incorporation (Disclosure via Internet and Deemed Delivery of Reference Documents, etc. for General Meetings of Shareholders) will become unnecessary, and the Company will delete it.
- (4) With the additions and deletion mentioned above, supplementary provisions concerning the effective date, etc., will be established.

2. Details of amendment

Details of the amendments are as follows:

Current Articles of Incorporation	Proposed Amendment
<p><u>(Disclosure via Internet and Deemed Delivery of Reference Documents, etc. for General Meetings of Shareholders)</u></p> <p><u>Article 16.</u></p> <p><u>In convening a General Meeting of Shareholders, the Company shall be deemed to have provided to shareholders information concerning matters required to be described or presented in General Shareholders Meeting reference documents, business reports, financial statements, and consolidated financial statements, by disclosing such information over the Internet in a manner set forth in the ministerial ordinances of the Ministry of Justice.</u></p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: right;">(Underlined texts are to be amended)</p> <p style="text-align: center;">(Delete)</p> <p><u>(Provision of Documents for General Shareholders Meeting in Electronic Format)</u></p> <p><u>Article 16.</u></p> <p>1. <u>On convening a General Meeting of Shareholders, the Company shall provide the contents of the reference documents, etc., for the General Meeting of Shareholders in an electronic format.</u></p>

Current Articles of Incorporation	Proposed Amendment
(Newly established)	<p>2. <u>Among the contents provided in an electronic format, the Company may exclude all or part of matters prescribed by the ministerial ordinances of the Ministry of Justice from the document that will be issued to shareholders who requested the issuance of such a document by the record date for voting rights.</u></p> <p>(Supplementary Provisions)</p> <p>1. <u>The deletion of Article 16 of the current Articles of Incorporation (Disclosure via Internet and Deemed Delivery of Reference Documents, etc. for General Meetings of Shareholders) and Article 16 in the amended Articles of Incorporation (Provision of Documents for General Meeting of Shareholders in Electronic Format) shall take effect on September 1, 2022 (hereinafter referred to as the "Date of Enforcement"), the date of enforcement as set forth in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No.70 of 2019).</u></p> <p>2. <u>Notwithstanding the provisions of the preceding paragraph, Article 16 of the current Articles of Incorporation shall remain effective regarding any General Meeting of Shareholders held on a date within six months from the Date of Enforcement.</u></p> <p>3. <u>These Supplementary Provisions shall be deleted on the date when six months have passed from the Date of Enforcement or three months have passed from the date of the General Meeting of Shareholders in the preceding paragraph, whichever is later.</u></p>

Proposal 3:**Election of Six Directors**

The Company's Board of Directors is currently composed of six Directors, including two Outside Directors, and the terms of all Directors will expire at the end of this General Meeting of Shareholders. As such, to ensure transparency of management and to strengthen corporate governance further, the Company proposes the election of six Directors including three Outside Directors.

Furthermore, all three of the candidates for Outside Director fulfill the requirements for independent officers based on the stipulations of the Tokyo Stock Exchange on which the Company is listed and the "Requirements for Independence as Outside Director/Outside Audit & Supervisory Board Member" stipulated by the Company, and in the event the election of each candidate is approved, the Company plans to register them as independent officers with the Tokyo Stock Exchange.

The Director candidates are as follows:

Candidate No.	Candidate name		Gender (Age)	Current position and responsibility in the Company	Tenure as Director	Attendance at Meetings of the Board of Directors
1	Ryoichi Nawa	Reelection	Male (64)	President and Representative Director CEO & COO	4 years	13/13 (100%)
2	Akira Kobayashi	Reelection	Male (63)	Director, Senior Managing Director	11 years and 9 months	10/10 (100%)
3	Kazuo Ichijo	Reelection Outside Independent	Male (63)	Director	6 years and 9 months	11/13 (85%)
4	Yukari Murayama	Reelection Outside Independent	Female (49)	Director	6 years	13/13 (100%)
5	Mio Takaoka	New election Outside Independent	Female (42)	–	–	–
6	Takeshi Sano	New election Non-Executive	Male (52)	–	–	–

Notes:

1. "Outside" indicates candidates for Outside Director, and "Independent" indicates candidates for Independent Officer.
2. Mr. Akira Kobayashi's term in office as Director includes both his current and past time in office.
3. Because Mr. Akira Kobayashi was newly elected at the Ordinary General Meeting of Shareholders held last year (held on March 24, 2021), the number of times that he attended Meetings of the Board of Directors differs.

Candidate
No.

1 Ryoichi Nawa

Reelection

Date of Birth	October 24, 1957 (64)
Number of the Company's Shares Owned	19,120 shares
Tenure as Director	4 years
Status of Attendance to Meetings of the Board of Directors	13/13 (100%)

Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Apr. 1981 Joined ISID, Ltd.
Apr. 2011 Executive Officer of ISID, Ltd.
Jan. 2017 Senior Executive Officer of ISID, Ltd.
Mar. 2018 Director of ISID, Ltd.
 Managing Director of ISID, Ltd.
Jan. 2019 President and Representative Director of ISID, Ltd. <current position>
 Chief Executive Officer and Chief Operating Officer of ISID, Ltd. <current position>

Reasons for Nomination as a Candidate for Director

Since joining ISID, Ltd., he has been involved mainly in sales work, and held positions including a post at a U.S. subsidiary on secondment, Deputy to the person in charge of the business department providing core systems, and President and Representative Director of a joint venture company with U.S. GE Group company, giving him a wealth of operational and management experience. Furthermore, from January 2019, as the Representative Director and President, Chief Executive Officer and Chief Operating Officer, he has served as the Chairman of the Board of Directors and advanced the previous medium-term management plan through his strong leadership. It has been deemed that he can continue to fulfill his role appropriately in overseeing the overall management of ISID, Ltd.'s group (the "ISID Group"). Therefore, he has been nominated as a Director candidate.

Candidate
No.

2

**Akira
Kobayashi**

Reelection

Date of Birth	February 28, 1959 (63)
Number of the Company's Shares Owned	21,200 shares
Tenure as Director	11 years and 9 months
Status of Attendance to Meetings of the Board of Directors	10/10 (100%)

Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Apr. 1982 Joined ISID, Ltd.
Apr. 2005 Executive Officer of ISID, Ltd.
Jun. 2009 Director of ISID, Ltd.
Apr. 2010 Managing Director, Segment Director of Financial Solution of ISID, Ltd.
Jan. 2020 Assistant Business Supervisor and in charge of X (Cross) Innovation Center of ISID, Ltd. Deputy to the person in charge of Corporate Planning Office and Business Promotion and Management Division of ISID, Ltd.
Mar. 2020 Retired from Director of ISID, Ltd. Senior Managing Director of ISID, Ltd. <current position>
Jan. 2021 Assistant Corporate Supervisor and in charge of Corporate Planning Office of ISID, Ltd. In charge of Corporate Administration Division of ISID, Ltd. <current position>
Mar. 2021 Director of ISID, Ltd. <current position> Corporate Supervisor of ISID, Ltd. <current position>
Jan. 2022 Assistant to President <current position> In charge of Corporate Planning Division of ISID, Ltd. <current position>

Reasons for Nomination as a Candidate for Director

Since joining ISID, Ltd., he has been involved mainly in technical work, such as the development of systems. Also, he had been placed in charge of the Financial Solutions Segment, and now serves as Assistant to President and Corporate Supervisor. As such, he has a wealth of operational experience. In addition to proving himself to be capable of fulfilling his role appropriately mainly in decision-making on important management matters and supervising the execution of operations over his many years engaged in the management of the Company as a Director, he led the formulation of the Company's long-term management vision detailing our vision for 2030 and of the new medium-term management plan. Therefore, based on his in-depth insight and abundant experience gained thus far, it has been deemed that he can continue to contribute to enhancing the corporate value of the Company and has been nominated as a Director candidate.

Candidate
No.

3 Kazuo Ichijo

Reelection

Outside

Independent

Date of Birth	October 13, 1958 (63)
Number of the Company's Shares Owned	0 shares
Tenure as Director	6 years and 9 months
Status of Attendance to Meetings of the Board of Directors	11/13 (85%)

Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Oct. 1993	Associate Professor of Faculty of Social Sciences at Hitotsubashi University
Apr. 2001	Professor of Graduate School of Social Sciences, and International Corporate Strategy at Hitotsubashi University
Jun. 2001	Outside Audit & Supervisory Board Member of ISID, Ltd.
Mar. 2005	Outside Director of SHIMANO INC. <current position>
Apr. 2007	Professor of Graduate School of International Corporate Strategy at Hitotsubashi University
Apr. 2014	Dean of Graduate School of International Corporate Strategy at Hitotsubashi University
Jun. 2015	Outside Director of ISID, Ltd. <current position>
Jun. 2017	Outside Director of PIA Corporation <current position>
Jan. 2018	Outside Member of the Board of World Co., Ltd. <current position>
Apr. 2018	Professor, Dean of Graduate School of International Corporate Strategy at Hitotsubashi University Business School <current position> (scheduled to retire from office in March 2022)
Apr. 2022	Professor of International Institute for Management Development (IMD) <scheduled to assume office>

Reasons for Nomination as a Candidate for Outside Director and Expected Roles

While possessing knowledge and experience as an expert in corporate strategies, innovation and corporate governance research, he has extensive experience in performing the role of outside officer at other listed companies. Since August 2017, he has been serving as a committee member of the Nominating and Remuneration Committee that ISID, Ltd. voluntarily established, and since January 2019, he has been serving as chairman of the same committee. During such time, he has contributed significantly toward securing the objectivity and transparency of the nomination and remuneration of directors. Therefore, as it has been deemed that he can continue to offer useful advice to the management of ISID, Ltd. and exercise an oversight function of business execution from an independent standpoint, he has been nominated as an Outside Director candidate.

Candidate No.

4

Yukari Murayama

Reelection

Outside

Independent

Date of Birth	August 4, 1972 (49)
Number of the Company's Shares Owned	0 shares
Tenure as Director	6 years
Status of Attendance to Meetings of the Board of Directors	13/13 (100%)

Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Apr. 2000	Registered as an attorney at law Attorney at law at Bingham McCutchen Murase, Sakai Mimura Aizawa – Foreign Law Joint Enterprise (former Sakai Hideyuki Law Office)
Jan. 2010	Seconded to Supervisory Bureau of Financial Services Agency (NonBank Financial Companies Office and Financial System Stabilization Management Office)
Apr. 2012	Returned to Bingham McCutchen Murase, Sakai Mimura Aizawa – Foreign Law Joint Enterprise Counsel at Bingham McCutchen Murase, Sakai Mimura Aizawa – Foreign Law Joint Enterprise
Jan. 2013	Partner at Bingham McCutchen Murase, Sakai Mimura Aizawa – Foreign Law Joint Enterprise
Apr. 2015	Partner at Anderson Mori & Tomotsune <current position>
Jun. 2015	Outside Audit & Supervisory Board Member of ISID, Ltd.
Mar. 2016	Outside Director of ISID, Ltd. <current position>

Reasons for Nomination as a Candidate for Outside Director and Expected Roles

She has extensive specialist knowledge as an attorney at law and practical experience in corporate law, as well as practical experience in financial supervisory administration, as the result of being seconded to the Supervisory Bureau of the Financial Services Agency. Since August 2017, she has been serving as a committee member of the Nominating and Remuneration Committee that ISID, Ltd. voluntarily established, during which time she has contributed significantly toward securing the objectivity and transparency of the nomination and remuneration of directors. Therefore, as it has been deemed that she can continue to offer useful advice to the management of ISID, Ltd. and exercise an oversight function of business execution from an independent standpoint, she has been nominated as an Outside Director candidate.

Candidate No.

5 Mio Takaoka

New election

Outside

Independent

Date of Birth	May 3, 1979 (42)
Number of the Company's Shares Owned	0 shares

Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Jul. 1999	Joined Goldman Sachs Japan Co., Ltd.
Jul. 2002	Joined Morgan Stanley Japan Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)
Apr. 2006	Joined Lehman Brothers Japan Inc.
Jan. 2009	Joined Monex Group, Inc.
Jan. 2014	Executive Director, General Manager of New Business Planning Office of Monex Group, Inc.
Apr. 2014	Director of Monex Ventures, Inc.
Sep. 2017	Joined MedicalNote, Inc. Partner at Arbor Ventures
Mar. 2018	Director and CFO of MedicalNote, Inc.
Dec. 2020	Outside Director of SEPTENI HOLDINGS CO., LTD. <current position>
Mar. 2021	Outside Director of KAYAC Inc. <current position>
Apr. 2021	Partner at DNX Ventures <current position>
Dec. 2021	Outside Director of HENNGE K.K. <current position>

Reasons for Nomination as a Candidate for Outside Director and Expected Roles

She has been involved mainly in M&A and strategic investment as well as the launch of joint ventures at multiple financial institutions in Japan and overseas, and has strong insight and extensive practical experience in financial and capital policy. Furthermore, as the director in charge of administration at other operating companies, she has contributed to financial results and enhanced corporate value. Also, she has experience in performing the role of outside officer at other listed companies. Based on these experiences, as it has been deemed that she can offer useful advice to the management of ISID, Ltd. and exercise an oversight function of business execution from an independent standpoint, she has been nominated as an Outside Director candidate.

Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Apr. 1992	Joined DENTSU INC.
Jan. 2012	Senior Manager of Sales Division of DENTSU INC.
Apr. 2015	Deputy Director of Sales Division of DENTSU INC.
Jan. 2016	Assistant to Director of Sales Division of DENTSU INC.
Jan. 2017	Director of Sales Division of DENTSU INC.
Jan. 2018	Director of Business Produce Division of DENTSU INC.
Jan. 2021	Executive Officer of DENTSU INC. <current position> Director of DENTSU TEC INC. Director of DENTSU LIVE INC.
Mar. 2021	Managing Director of Transformation Produce Division of DENTSU INC.
Jan. 2022	Executive Officer of Dentsu Japan Network of Dentsu Group Inc. <current position> Director of Dentsu Consulting Inc. <current position>

Reasons for Nomination as a Candidate for Director

Since joining DENTSU INC. in 1992, he has mainly been involved in sales operations at its Sales Division, and since January 2021, he has served as an executive officer of said company. Furthermore, he has recently served as the officer in charge of customer service departments of DENTSU INC. and of its global business, and as an officer at DENTSU Group companies in the consulting field. Additionally, he is currently responsible for fields supporting customer business reform and DX as an executive officer of Dentsu Japan Network. As such, he has a wealth of operational experience and management experience. Based on these experiences, as it has been deemed that he can offer useful advice to the management of ISID, Ltd. and contribute to the promotion of further cooperation with the Dentsu Group, he has been nominated as a Director candidate.

Notes:

1. The age and tenure as Director of each candidate are current as of the end of this General Meeting of Shareholders.
2. There is no special interest between any of the candidates and the Company.
3. The Business Supervisor is responsible for overseeing matters concerning the overall business activities of the Company and the rest of its group companies.
4. The Corporate Supervisor is responsible for overseeing matters concerning the corporate departments of the Company and the rest of its group companies.
5. Mr. Kazuo Ichijo and Ms. Yukari Murayama have no experience being involved in corporate management except as outside officers, but due to the reasons provided in the "Reasons for Nomination as a Candidate for Outside Director and Expected Roles," they have been deemed capably of appropriately executing their duties as Outside Directors.
6. Mr. Takeshi Sano's "Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)" includes both his current positions and responsibilities and those over the past ten years as the person who executes the business at both ISID, Ltd.'s parent company, Dentsu Group Inc. and its subsidiaries.
7. Dentsu Japan Network is an in-house company of Dentsu Group Inc. that supervises and supports Japan businesses of Dentsu Group.
8. The Company has entered into a limited liability agreement with Mr. Kazuo Ichijo and Ms. Yukari Murayama for the liability amount of 6 million yen, or the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act, whichever is higher. If their reelection is approved and Ms. Mio Takaoka and Mr. Takeshi Sano are elected, the Company plans to conclude similar agreements with them.
9. The Company has entered into a directors and officers liability insurance policy whose content is summarized below with the Company's Directors as the insureds. If all of the Director candidates are elected as Directors, they will be included as insureds in the insurance policy. The policy is scheduled to be renewed in April 2022.

[Overview of insurance policy details]

1) Allocation of substantial insurance fee burden among the insured

The insurance fee for the policy and all added special clauses is borne by the Company and no substantial insurance fee is borne by the insured.

2) Overview of incidents covered by insurance to which compensation applies

The directors and other officers who are included as insured shall receive compensation for their liability borne from execution of their duties or for their liability arising from claims in pursuit of that liability. However, the policy does include exemption clauses for cases such as for acts in violation of laws or regulations that were carried out with full knowledge of their illegality.

- **Nomination Criteria for Executive Director Candidates**

- (1) Ability to make decisions from the standpoint of ensuring the ISID Group's sustainable growth and maximization of medium- to long-term corporate value.
- (2) Possessing expertise related to the ISID Group's operations
- (3) Superior imagination, decision-making ability, and leadership
- (4) Possessing the dignity, character, insight, popularity, and morality appropriate for a Director

- **Nomination Criteria for Outside Director Candidates**

- (1) Possessing abundant experience and specialized knowledge in fields including management, law, finance and accounting, information technology, corporate governance, and risk management
- (2) Expert ability to understand management issues and risk, and to perform monitoring
- (3) Ability to proactively provide a personal opinion from a neutral standpoint
- (4) Possessing the dignity, character, insight, popularity, and morality appropriate for a Director or Audit & Supervisory Board Member
- (5) Ability to maintain independence from the Company's Chief Executive Officer (CEO), etc.

- **Requirements for Independence as Outside Director/Outside Audit & Supervisory Board Member**

The Company will deem that Outside Directors and Outside Audit & Supervisory Board Members (including candidates) possess independence if they meet the requirements for independent officer as provided for by the Tokyo Stock Exchange and if they do not correspond to items (1) to (3) below.

- (1) Being a major shareholder (holding 10% or more of voting rights either directly or indirectly) or person who executes operations at the Company
- (2) Being the person who executes operations at a transaction partner* that exceeds the standards set by the Company
- (3) Being a consultant, accounting specialist, or legal specialist that has received over 10 million yen in cash or other financial benefit outside of their officer compensation in a single fiscal year in any of the past three fiscal years (where the entity receiving these assets is a group such as a corporation or association, this refers to persons belonging to that group)

* A transaction partner that exceeds the standards set by the Company is any transaction partner whose transactions with the Company make up over 2% of the Company's consolidated net sales in a single fiscal year in any of the past three fiscal years.

Reference

• Expertise and Experience of Director Candidates and Audit & Supervisory Board Members (Skill Matrix)

Position	Name	Expertise and Experience					
		Corporate Management	Legal / Personnel / Risk Management	Finance / Accounting	Sales / Marketing	Technology	International Experience
Director							
Executive	Ryoichi Nawa	•			•	•	•
	Akira Kobayashi	•	•	•	•	•	
Non-executive	Kazuo Ichijo	•					•
	Yukari Murayama		•				
	Mio Takaoka	•		•	•		•
	Takeshi Sano	•			•	•	•
Audit & Supervisory Board Member	Konosuke Umezawa	•	•	•		•	
	Atsuhiko Sekiguchi	•	•		•	•	
	Masahiko Sasamura			•			

(Details of expertise and experience)

Corporate Management

Corporate management, management strategy, etc.

Legal / Personnel / Risk Management

Legal, finance, HR, risk management, etc.

Finance / Accounting

Finance, accounting, M&A, etc.

Sales / Marketing

Experience and/or knowledge in customer relations, transaction partner relations, and sales and marketing related to the Company's products and solutions

Technology

Technological experience and/or knowledge related to IT, IT installation, DX, and the Company's products and solutions

International Experience

Experience working overseas, experience at international organizations/overseas companies (research institutions, business entities, etc.), and global business experience

Proposal 4:**Election of One Substitute Audit & Supervisory Board Member**

The Company proposes to elect one substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

The appointment of the said substitute Audit & Supervisory Board Member requires that the number of Audit & Supervisory Board Members falls below the number required by laws and regulations. The term of office for the substitute Audit & Supervisory Board Member shall be the remaining term of the predecessor. In addition, this resolution shall remain effective until the opening of the next Annual General Meeting of Shareholders. The consent of the Audit & Supervisory Board has been obtained for this proposal.

The substitute Audit & Supervisory Board Member candidate is as follows:

Koichiro Tanaka

Outside	Date of Birth	July 6, 1965 (56)
Independent	Number of the Company's Shares Owned	0 shares

Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)

Oct. 1987	Joined Tohmatsu Awoki & Sanwa (currently Deloitte Touche Tohmatsu LLC)
Mar. 1991	Registered as a certified public accountant
Aug. 1998	Assigned to U.S. Deloitte Touche Tohmatsu's Dalian Office Resident Representative of U.S. Deloitte Touche Tohmatsu's Dalian Office (Office Head)
Sep. 2002	Assigned to Deloitte Touche Tohmatsu's Shenzhen Office in China Managing Director of the Japanese Operations Department in South China of Deloitte Touche Tohmatsu's Shenzhen Office in China
Jun. 2003	Office Partner at Deloitte Touche Tohmatsu's Shenzhen Office in China
Sep. 2003	Returned to the Auditor Division at the Tokyo Office of Deloitte Touche Tohmatsu
Dec. 2003	Partner in the Corporate Finance Department of Deloitte Touche Tohmatsu
May 2005	Registered as a certified public tax accountant
Jul. 2014	Founder and Head of Tanaka Sogo Kaikei Jimusho <current position>
Mar. 2017	Outside Auditor of ODAWARA ENGINEERING CO., LTD. <current position>
Jun. 2018	Auditor of Japan Automobile Research Institute <current position>
Jun. 2020	Outside Corporate Auditor of Arisawa Mfg. Co., Ltd. <current position>

Reasons for Nomination as a Candidate for Substitute Outside Audit & Supervisory Board Member

He has been deemed capable of making use of his extensive knowledge of finance and accounting as a certified public accountant and certified public tax accountant, as well as extensive operational experience and overseas experience at a major auditing firm, in auditing for ISID, Ltd. Therefore, he has been nominated as a substitute Outside Audit & Supervisory Board Member candidate.

Notes:

1. The age of the candidate is current as of the end of this General Meeting of Shareholders.
2. There is no special interest between the candidate and the Company.
3. Mr. Koichiro Tanaka is a substitute Outside Audit & Supervisory Board Member candidate.
4. In the event that Mr. Koichiro Tanaka assumes the office of Audit & Supervisory Board Member of the Company, the Company plans to enter into a limited liability agreement with him for the liability amount of 6 million yen, or the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act, whichever is higher.

5. Mr. Koichiro Tanaka satisfies the requirements for independent officers based on the stipulations of the Tokyo Stock Exchange on which the Company is listed and the “Requirements for Independence as Outside Director/Outside Audit & Supervisory Board Member” stipulated by the Company. In the event that he assumes the office of Audit & Supervisory Board Member of the Company, the Company plans to notify the said exchange of his appointment as independent officer.
6. The Company has entered into a directors and officers liability insurance policy whose content is summarized below. If Mr. Koichiro Tanaka is elected as Outside Audit & Supervisory Board Member, he will be added to the policy as one of the insured. The policy is scheduled to be renewed in April 2022.
[Overview of insurance policy details]
 - 1) Allocation of substantial insurance fee burden among the insured
The insurance fee for the policy and all added special clauses is borne by the Company and no substantial insurance fee is borne by the insured.
 - 2) Overview of incidents covered by insurance to which compensation applies
The directors and other officers who are included as insured shall receive compensation for their liability borne from execution of their duties or for their liability arising from claims in pursuit of that liability. However, the policy does include exemption clauses for cases such as for acts in violation of laws or regulations that were carried out with full knowledge of their illegality.

Proposal 5:**Determination of Amount and Other Details of Performance-linked Stock Compensation for Directors, Etc.****1. Reasons for the proposal and reasons justifying the compensation in question**

In this proposal, the Company proposes the introduction of a performance-linked stock compensation system (hereinafter, “the System”) for delivery, etc. of shares, etc. of the Company based on the levels of achievement of the Company’s medium-term management plan to the Company’s Directors (excluding non-executive directors, outside directors, and domestic non-residents. Hereinafter, “Executive Directors”) and the Company’s Executive Officers (including fellows but excluding employees seconded to ISID and domestic non-residents. Hereinafter, “Directors, etc.” including Executive Directors).

The System will pay stock compensation to Directors, etc. in a framework separate from the maximum amount of annual compensation for directors approved at the 39th Ordinary General Meeting of Shareholders held on June 24, 2014 (up to 4 million yen per year. Includes director bonuses but excludes employees compensation for directors concurrently serving as employees).

At the meeting of the Board of Directors held on February 9, 2022, the Company determined the determination policy associated with individual compensation, etc. for directors at the Company subject to the approval of this proposal, and that policy is summarized on pages 45-47 of this convocation notice (in Japanese only). The contents of this proposal are both necessary and reasonable to grant individual compensation, etc. to directors according to this policy. Furthermore, as provided in 2. (3) below, the maximum number of points to be granted to Directors, etc. in the target period (defined in 2. (2) below) is 195,000 points (equivalent to 195,000 shares), which makes up approximately less than 0.3% of the total issued shares of the Company (as of December 31, 2021, after deducting treasury shares). As such, the Company believes that the contents of this proposal are reasonable.

If Proposal 3 “Election of Six Directors” is approved and adopted as proposed, the number of the Company’s executive directors covered by the System will be two. Furthermore, as provided above, the System also covers executive officers (at the conclusion of this General Meeting of Shareholders, the Company plans to have 15 executive officers who do not concurrently serve as executive directors covered by the System). Compensation based on the System includes compensation for executive officers, so this proposal proposes the amounts and details of compensation, etc. paid to Directors, etc. for all compensation based on the System, considering the possibility that executive officers may be newly appointed as directors during the target period.

As a result of this proposal, compensation for Directors, etc. of the Company will be composed of three forms of compensation: “Monthly Compensation (fixed compensation)” established by position, “Annual Bonus” linked to consolidated financial results, and “Performance-linked Stock Compensation.”

In addition, in order to ensure sufficient independence from the parent company, and ensure transparency and objectivity in the compensation determination process, the Company has established a Nomination and Remuneration Committee, of which at least half of the members are independent outside directors. The introduction of the System has been deliberated by the committee.

2. Limits, etc. on the amount of compensation and shares in the System**(1) Overview of the System**

The System is a stock compensation system that uses the amount of compensation for Directors, etc. provided by the Company as funds for the acquisition of the

Company's shares by a trust established by the Company (hereinafter, the "BIP Trust") to grant or pay (hereinafter, "Delivery, etc.") the Company's shares or cash equivalent to the conversion price of the Company's shares (hereinafter, the "Company Shares, etc.") to Directors, etc. through the BIP Trust. The details are provided in (2) onward below.

(i) Persons eligible for Delivery, etc. of the Company Shares, etc. covered by this proposal	<ul style="list-style-type: none"> - The Company's executive directors (excludes domestic non-residents) - The Company's executive officers (including fellows but excluding employees seconded to ISID and domestic non-residents)
(ii) Impact of the Company's shares covered by this proposal on the total number of issued shares	
Maximum amount of cash distributed by the Company (as provided in (2) below)	- Total of 600 million yen covering three fiscal years
Maximum number of the Company Shares, etc. for Delivery, etc. to Directors, etc. and acquisition method of the Company's shares (as provided in (2) and (3) below)	<ul style="list-style-type: none"> - The maximum number of share delivery points granted to Directors, etc. during the trust period covering three fiscal years (defined in (4) below) shall be 195,000 points (equivalent to 195,000 shares). - The percentage of these shares to the total issued shares of the Company is approximately 0.3% (as of December 31, 2021, after deducting treasury shares) - There will be no dilution because the BIP Trust plans to acquire the Company's shares from the stock market.
(iii) Details of the conditions of achieving financial results (as provided in (3) below)	<ul style="list-style-type: none"> - Fluctuations based on the level of target achievement of the medium-term management plan, etc. during the target period - For the target period lasting through the fiscal year ending December 31, 2024, compensation will fluctuate in a range equivalent to 0 - 12 months of monthly compensation in response to the levels of achievement of consolidated net sales, consolidated operating income, and consolidated ROE in the final fiscal year (equivalent to 0 - 4 months of monthly compensation per fiscal year). - The details of the conditions of achieving financial results for the target period beginning in the fiscal year ending December 31, 2025 will be separately decided at a meeting of the Board of Directors.
(iv) Time period for the Delivery, etc. of the Company Shares, etc. to Directors, etc. (as provided in (4) below)	- In principle, after the conclusion of the target period

(2) Maximum amount of cash distributed by the Company and other conditions

The period covered by the System shall be the fiscal years covered by the Company's medium-term management plan (hereinafter, the "Target Period"). Furthermore, the initial Target Period is the three fiscal years from the fiscal year ending December 31, 2022 through the fiscal year ending December 31, 2024.

During the Target Period of the System, as compensation for Directors, etc. of the Company, up to 600 million yen in trust funds will be distributed per Target Period, and the BIP Trust will be established for a period equivalent to the Target Period with Directors, etc. that satisfy beneficiary conditions as the beneficiaries. According to the trust manager's instructions, the BIP Trust will use the trust funds to acquire shares from either the stock market or the Company.

During the trust period, the Company will grant points to Directors, etc. (as provided in (3) below), and the Delivery, etc. of the Company Shares, etc. equivalent to the number of points granted at a previously determined set period will be made from the BIP Trust.

Upon the expiration of the trust period, the BIP Trust may be continued by means of amendment of the trust agreement or creation of an additional trust. In this event, the trust period will be extended a further three years, and for each extended trust period, the Company will make additional contributions within the maximum amount of trust funds approved by this General Meeting of Shareholders and will continue to grant points to Directors, etc., during the extended trust period. In the event that such additional contributions are made, however, if there are any shares of the Company (excluding shares of the Company corresponding to points granted to Directors, etc., for which the Delivery, etc. has not been completed) or funds that remain in the BIP Trust's property on the last day of the trust period prior to the extension (hereinafter, the "Residual Shares, etc."), the total amount of Residual Shares, etc., plus additional contributions of trust funds, will be within the scope of the maximum amounts approved at this General Meeting of Shareholders. Extensions of the trust period will not be limited to one extension; the trust period may also be re-extended thereafter in the same manner.

(3) Maximum number of the Company Shares, etc. for Delivery, etc. to Directors, etc.

At a specified time each year during the trust period, points calculated in accordance with the monthly compensation amount for each position (hereinafter, the "Reference Points") will be granted to the Directors, etc. At a specified time following the last day of the final fiscal year of the Target Period (expected to be around March 2025 for the initial Target Period), the number of shares of the Company for Delivery, etc. will be determined based on the number of Reference Points accumulated during the trust period (hereinafter, the "Accumulated Points") multiplied by the performance-linked co-efficient (hereinafter, the "Number of Share Delivery Points").

The performance-linked coefficient will be determined in the range of 0 - 4.0 for the initial Target Period, based on the level of achievement of performance targets (*1) for the final fiscal year of the Target Period (the fiscal year ending December 31, 2024 for the initial Target Period), and as a result, the Number of Share Delivery Points will generally be in the range equivalent to 0 - 12 months of monthly compensation (*2).

*1 Businesses plan to use consolidated net sales, consolidated operating income and consolidated ROE as performance measures for the Target Period lasting through the fiscal year ending December 31, 2024. The Target Period subsequent to the fiscal year ending December 31, 2025 will be determined separately by the Board of Directors based on the medium-term management plan at that time.

*2 The performance-linked coefficient shall be set within a range of 0 - 4.0 for the Target Period up to and including the fiscal year ending December 31, 2024, and the performance-linked coefficient upon the achievement of the target values specified in the performance evaluation index shall be 2.4. The Target Period subsequent to the fiscal year ending December 31, 2025 will be determined separately by the Board of Directors. The average Number of Share Delivery Points over a three-year period is generally equivalent to 0 - 4 months per fiscal year.

One point shall be one share of the Company's shares, with any fraction less than one point rounded down. If, however, a stock split or reverse stock split occurs with respect to the Company's shares during the trust period, the number of the Company's shares per point and the total maximum number of the Company Shares, etc. for Delivery, etc. from the BIP Trust will be adjusted in accordance with the stock split ratio or reverse stock split ratio, as applicable.

In addition, in the event that the Directors, etc. retire (including passing away) or become non-residents of Japan during the trust period, the number of the Company

Shares, etc., for Delivery, etc. will be determined using the number of points accumulated at such time as the Number of Share Delivery Points.

The maximum number of total Share Delivery Points granted to the Directors, etc. during the trust period of the BIP Trust will be 195,000 points (equivalent to 195,000 shares) every three fiscal years. The maximum number of total Share Delivery Points is determined based on the maximum amount of trust funds in (2) above and by reference to the most recent stock price and other factors.

Furthermore, the maximum number of total Share Delivery Points to total issued shares of the Company is approximately 0.3% (as of December 31, 2021, after deducting treasury shares).

- (4) Overview of the time period, method, and other share delivery conditions for share delivery, etc. to Directors, etc.

The time period for Delivery, etc. of the Company Shares, etc. to the Directors, etc. who satisfy the beneficiary conditions separately established by the Board of Directors (being a covered person on the final day of the final fiscal year of the Target Period, not engaging in illegal activities, etc.) is in principle after the conclusion of the Target Period (however, where the Directors, etc. retire during the trust period, a set period following their retirement).

For the Directors, etc. who satisfy the beneficiary conditions, the number of the Company's shares equivalent to 50% of the Number of Share Delivery Points (rounded down for shares amounting to less than one unit) shall be granted from the BIP Trust. The number of the Company's shares equivalent to the remaining Number of Share Delivery Points shall be converted into cash within the BIP Trust and then paid as a monetary benefit equivalent to the conversion price.

If the Directors, etc. who satisfy the beneficiary conditions pass away during the trust period, the Company's shares corresponding to the Number of Share Delivery Points at such time shall be converted into cash within the BIP Trust and the heirs of said Directors, etc., shall receive the monetary benefits equivalent to the conversion price. If the Directors, etc. who satisfy the beneficiary conditions become non-residents of Japan during the trust period, the Company's shares corresponding to the Number of Share Delivery Points calculated at such time shall be converted into cash within the BIP Trust, and said Directors, etc. shall receive the monetary benefits from the BIP Trust for the amount equivalent to the conversion price until the day they go abroad.

- (5) Voting rights of the Company's shares within the BIP Trust

In order to maintain the neutrality of management, voting rights with respect to the Company's shares held within the BIP Trust shall not be exercised during the trust period.

- (6) Handling of dividends on the Company's shares within the BIP Trust

Dividends on the Company's shares held within the BIP Trust will be received by the BIP Trust and applied to the trust fees and expenses of the BIP Trust. After the application to the trust fees and expenses, where dividends remain at the stage where the BIP Trust ultimately concludes, they will be returned to the Company within the scope of trust expense reserves after deducting the share acquisition funds from the trust funds, and for the portion exceeding the trust expense reserves, the Company plans to donate them to a group with no conflict of interest with the Company.

(7) Other details of the System

Other details of the System will be established at the meeting of the Board of Directors when the BIP Trust is established, when the trust agreement is changed, and when additional funds are contributed to the BIP Trust.

(Reference)

Furthermore, for details on the System, please see the “Notice Regarding Adoption of Performance-linked Stock Compensation System for Directors, etc.,” which was disclosed on February 9, 2022.

(URL: <https://pdf.irpocket.com/C4812/OMfg/gyMf/b6Ge.pdf>)