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Securities Code: 3678

May 9, 2022

To our shareholders:

Yasushi Fujita Representative Director, President, and CEO **MEDIA DO Co., Ltd.** 1-1-1 Hitotsubashi, Chiyoda-ku, Tokyo

Notice of the 23rd Annual General Meeting of Shareholders

1. Date and Time: Thursday, May 26, 2022, at 10:00 a.m. (JST) (Reception starts at 9:30 a.m.)

2. Venue: Conference Room, Head Office of MEDIA DO Co., Ltd.

5F, PALACESIDE Bldg.

1-1-1 Hitotsubashi, Chiyoda-ku, Tokyo

3. Purpose of the Meeting:

Matters to be reported:

- (1) The Business Report and the Consolidated Financial Statements for the 23rd fiscal year (from March 1, 2021 to February 28, 2022), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and Audit & Supervisory Board
- (2) The Non-consolidated Financial Statements for the 23rd fiscal year (from March 1, 2021 to February 28, 2022)

Matters to be resolved:

Proposal No. 1: Amendment to the Articles of Incorporation

Proposal No. 2: Election of Six Directors

Proposal No. 3: Election of One Audit & Supervisory Board Member

4. Guidance for Exercising Voting Rights Beforehand:

Please note that the deadline for receiving votes when you exercise your voting rights beforehand via the internet or in writing (by post) is 6:00 p.m. Wednesday, May 25, 2022. For details on how to exercise your voting rights beforehand, please refer to "Guidance for Exercising Voting Rights" (Japanese only).

Pursuant to the relevant laws and regulations and the provisions of Article 13 of the Company's Articles of Incorporation, the following items of information are posted on the Company's website (https://mediado.jp/ir/information/convocation/) (Japanese only) and are not included in the documents attached to this notice. Therefore, the documents attached to this notice are a part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Financial Auditor in preparing its audit reports, as well as a part of the Business Report, Consolidated Financial Statements or the Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members in preparing their audit reports.

- System for ensuring the appropriateness of operations and the status of its implementation described in the Business Report
- (ii) Notes to the Consolidated Financial Statements
- (iii) Notes to the Non-consolidated Financial Statements

If any revision is made with regard to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and/or the Non-consolidated Financial Statements, the Company will post such revision on the Company's website (https://mediado.jp/ir/information/convocation/). (Japanese only)

Measures to Prevent Infection with Novel Coronavirus at the 23rd Annual General Meeting of Shareholders

Request and Information for Shareholders

- In order to prevent the spread of the novel coronavirus disease (COVID-19), we ask our shareholders to consider not attending the General Meeting of Shareholders in person.
- We ask that shareholders exercise their voting rights in advance via the internet, etc. or in writing (by postal mail).
- Any questions regarding the purpose of the meeting will be accepted in advance on the website designated by the Company.
- Requests and Information for Shareholders Attending the Meeting

In order to prevent the spread of COVID-19, the proceedings of this year's meeting will be held in a shorter time than usual.

If you are a shareholder who is considering attending the meeting in person, we ask that you take precautions to prevent infection such as wearing a face mask. Alcohol disinfectant for shareholders will be provided at the venue on the day of the meeting, so please use it to disinfect your hands.

Please note that if you do not wear a face mask, we may not be able to admit you to the venue. We may also not be able to admit you to the venue if you have symptoms such as fever or cough on the day of the meeting, or if you are suspected of being infected with the novel coronavirus. Please check your own health condition and refrain from traveling to the venue if you are not feeling well.

The Company plans to increase the spacing between the seats at the venue and reduce the number of seats at this meeting. Therefore, once the seating capacity is reached, you may not be admitted even if you come to the venue. We kindly ask for your understanding.

The staff for the meeting will also wear face masks. We appreciate your understanding.

• Other Information

The meeting will be broadcast live on the Company's website (https://mediado.jp/ir/), so please make use of this service.

If there are any major changes in the holding or operation of this meeting due to unforeseen circumstances, an announcement will be made on the Company's website (https://mediado.jp/ir/information/convocation/). (Japanese only) Thank you for your understanding and cooperation.

Please note that no gifts will be provided at this meeting. Thank you for your understanding.

Reference Documents for General Meeting of Shareholders

Proposal No. 1: Amendment to the Articles of Incorporation

1. Reasons for amendments

- (1) In order to clarify the business activities in terms of reflecting more accurately the current state of business of the Company and its subsidiaries, and to respond to the diversification of the future business activities, it is proposed to make additions to the business purpose in Article 2 (Purpose) of the current Articles of Incorporation.
- (2) The revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, and the system for providing informational materials for the general meeting of shareholders in electronic format will be established. Therefore, the Company proposes to make the following changes to its Articles of Incorporation.
- As the Company shall be obligated to stipulate in the Articles of Incorporation that it will take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc., in electronic format, Article 13 (Measures, etc. for Providing Information in Electronic Format), paragraph 1 in the proposed amendment shall be newly established.
- To provide for being able to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents to the scope designated by the Ministry of Justice Order among items for which measures are taken for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format, Article 13 (Measures, etc. for Providing Information in Electronic Format), paragraph 2 in the proposed amendment shall be newly established.
- As the provisions under Article 13 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation shall no longer be required with the adoption of the system for providing informational materials for the general meeting of shareholders in electronic format, these provisions shall be deleted.
- Supplementary provisions regarding the taking effect of the aforementioned new establishment and deletion of provisions shall be newly established. These supplementary provisions shall be deleted after the specified date elapses.

2. Details of the amendments

Details of the amendments are as follows:

	(Underlined portions indicate amendments.)				
Current Articles of Incorporation	Proposed Amendments				
Article 2. (Purpose) The purpose of the Company shall be to engage in the following businesses, and to control and manage the business activities of companies that engage in the following businesses by holding said companies' stock:	following businesses, and to control and manage the				
(i) through (vi) (Omitted)	(i) through (vi) (Unchanged)				
(vii) Market research and business consulting services	(Deleted, subsequent items have been renumbered accordingly)				
(viii) through (x) (Omitted)	(vii) through (ix) (Unchanged from current items (viii) through (x))				

Current Articles of Incorporation	Proposed Amendments
(xi) Acquisition, sale, licensing and management and operation of copyrights, patent rights, design rights, trademarks and other intellectual property rights and merchandising rights;	(x) Acquisition, sale, licensing and management and operation of copyrights, patent rights, design rights, trademark rights, image rights and other intangible property rights and merchandising rights;
(xii) through (xvii) (Omitted)	(xi) through (xvi) (Unchanged from current items (xii) through (xvii))
(xviii) Any and all services related to the above (i) to (xvii)	(xvii) Running of sports events, operation of sports team, administration and operation of sports facilities, sale of sports goods and management of sports players.
(Newly established)	(xviii) Research, planning, development, operation and sales of systems relating to blockchain technology.
(Newly established)	(xix) Research and consulting services relating to services for the preceding items.
(Newly established)	(xx)Any and all services related to the above (i) to (xix)
Article 13. (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or indicated in the reference documents for the general meeting of shareholders, business report, financial statements and/or consolidated financial statements through the internet in accordance with the provisions prescribed by the Ordinance of the Ministry of Justice, it may be deemed that the Company has provided this information to shareholders.	(Deleted)
(Newly established)	Article 13. (Measures, etc. for Providing Information in Electronic Format) 1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format. 2. Among items for which the measures for providing information in electronic format will be taken, the Company shall exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.

Current Articles of Incorporation	Proposed Amendments
(Newly established) (Newly established)	Supplementary Provisions 1. The deletion of Article 13 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) in the preamended Articles of Incorporation and the establishment of the new Article 13 (Measures, etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation shall be effective from September 1, 2022 (hereinafter referred to as the "Date of Enforcement"). 2. Notwithstanding the provision of the preceding paragraph, Article 13 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement. 3. These Supplementary Provisions shall automatically be deleted after the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.

Proposal No. 2: Election of Six Directors

At the conclusion of this meeting, the terms of office of all six Directors will expire. Therefore, the Company proposes the election of six Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility in the Company	Attendance at meetings of the Board of Directors	
1	Yasushi Fujita	Representative Director, President and CEO	17/17	Reelection
2	Shin Niina	Director, Vice President, and COO	17/17	Reelection
3	Atsushi Mizoguchi	Director and CBDO	17/17	Reelection
4	Hiroshi Kanda	Executive Officer and CSO	_	New election
5	Ayako Kanamaru	Outside Director	13/13	Reelection Outside
6	Haruo Miyagi		_	New election Outside

Candidate No.	Name (Date of birth)		nary, position and responsibility in the Company, cant concurrent positions outside the Company	Number of the Company's shares owned			
		Apr. 1996	Established Fuji Techno Limited Company (merged with the Company in November 2001), Representative Director				
1		Apr. 1999	Established the Company, Representative Director and President	d.			
		Dec. 2013	Established FIBC Co., Ltd., Representative Director and President (current position)				
	Yasushi Fujita (August 31, 1973)	Mar. 2017	Representative Director and Chairman of Digital Publishing Initiatives Japan Co., Ltd. (changed its company name to MEDIA DO Co., Ltd. in March 2019, and merged with the Company in June 2020)	2,439,816 shares			
		Sept. 2017	Representative Director and Group CEO of the Company				
		Mar. 2018	Representative Director and Chairman of MEDIA DO Co., Ltd. (merged with Digital Publishing Initiatives Japan Co., Ltd. in March 2019)				
		Mar. 2018	Representative Director, President, Executive Officer, and CEO of the Company				
		May 2019	Representative Director, President, and CEO of the Company (current position)				
		Apr. 2003	General Manager of Books Business Department of Kadokawa Shoten Co., Ltd.				
		Jan. 2007	Managing Director of Kadokawa Shoten Co., Ltd. (currently KADOKAWA CORPORATION)				
		Jan. 2008	Representative Director of Kadokawa Editorial Co., Ltd.				
		Apr. 2013	Assistant Secretary General of Kadokawa Culture Promotion Foundation				
		Oct. 2013	Secretary General of Kadokawa Culture Promotion Foundation				
2	Shin Niina (May 8, 1954)	June 2014	Representative Director and President of Digital Publishing Initiatives Japan Co., Ltd. (changed its company name to MEDIA DO Co., Ltd. in March 2019, and merged with the Company in June 2020)	16,154 shares			
		Mar. 2018	Representative Director and President of MEDIA DO Co., Ltd. (merged with Digital Publishing Initiatives Japan Co., Ltd. in March 2019)				
		Mar. 2018	Vice President, Executive Officer, and COO of the Company				
		May 2018	Director, Vice President, Executive Officer, and COO of the Company				
		May 2019	Director, Vice President, and COO of the Company (current position)				

Candidate No.	Name (Date of birth)		nary, position and responsibility in the Company, cant concurrent positions outside the Company	Number of the Company's shares owned
		Apr. 2000	Joined NTT DoCoMo, Inc. (currently NTT DOCOMO, INC.)	
		July 2008	Joined the Company, Executive Officer and General Manager of the Content & Media Business Division of the Company	
		Sept. 2009	Executive Officer and General Manager of the Sales Division of the Company	
		May 2010	Director and General Manager of the Sales Division of the Company	
		May 2013	Director and General Manager of the Business Headquarters of the Company	
		Sept. 2016	Director and General Manager of the Business Development Division of the Company	
3	Atsushi Mizoguchi (July 13, 1974)	Mar. 2017	Director of Digital Publishing Initiatives Japan Co., Ltd. (changed its company name to MEDIA DO Co., Ltd. in March 2019, and merged with the Company in June 2020)	193,408 shares
		Sept. 2017	Director and Group COO of the Company	
		Sept. 2017	Director of MEDIA DO Co., Ltd. (merged with Digital Publishing Initiatives Japan Co., Ltd. in March 2019)	
		Mar. 2018	Director, Executive Officer and CBO of the Company	
		May 2018	Executive Officer and CBO of the Company	
		June 2019	Executive Officer and General Manager of the New Service Promotion Office of the Company	
		June 2020	Director and CBDO of the Company (current position)	
		July 2020	President and CEO of MyAnimeList Co., Ltd. (current position)	
		Apr. 2008	Joined UBS Securities Japan Ltd. (currently UBS Securities Japan Co., Ltd.)	
		July 2009	Joined Frontier Management Inc.	
	Hiroshi Kanda	June 2013	Established Flier Inc., Director (current position)	
4	* (January 9, 1986)	Jan. 2018	Joined the Company, General Manager in charge of Corporate Planning Office	8,336 shares
		June 2019	General Manager of Corporate Planning Office of the Company	
		June 2020	Executive Officer and CSO of the Company (current position)	
		Oct. 2006	Registered as attorney at law	
		Oct. 2006	Joined Oh-Ebashi LPC & Partners	
5	Ayako Kanamaru	Jan. 2016	Partner of Oh-Ebashi LPC & Partners (current position)	0 shares
	(January 27, 1980)	June 2020	Outside Auditor of CDG Co., Ltd. (current position)	
		May 2021	Outside Director of the Company (current position)	

Candidate No.	Name (Date of birth)		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company			
		Mar. 1993	Established the ETIC. Student Entrepreneur Liaison Conference, Secretary General			
		Mar. 2000	Established the Non-Profit Organization ETIC (Entrepreneurial Training for Innovative Communities), Representative Director			
	Nov.	Apr. 2010	Apr. 2010 Part-time Lecturer of Graduate School of Waseda University			
		Nov. 2013				
6		Apr. 2015	Visiting Professor of Tama Graduate School of Business (current position)	0 shares		
		June 2019	Member of the Council on Overcoming Population Decline and Vitalizing Local Economy, Headquarters for Overcoming Population Decline and Vitalizing Local Economy (currently Office for the Council for the Realization of the Vision for a Digital Garden City Nation) of Cabinet Secretariat.			
		June 2021	Outside Director of DeNA Co., Ltd. (current position)			

Notes:

- 1. New candidates for Director are indicated by an asterisk (*).
- 2. Yasushi Fujita concurrently serves as Representative Director of KITO DESIGN HOLDINGS, and the Company conducts transactions such as licensing for content use and outsourcing of production services with the said company.
- 3. Atsushi Mizoguchi concurrently serves as President and CEO of MyAnimeList Co., Ltd., and the Company conducts business collaboration within the content industry and transactions such as advertising related services with the said company.
- 4. There is no special interest between the other candidates for Director and the Company.
- 5. Ayako Kanamaru and Haruo Miyagi are candidates for outside Director.
- 6. Yasushi Fujita is deeply acquainted with all aspects of the Company's business operations as the Company's founder, and has extensive experience and in-depth knowledge as a corporate manager since its establishment. The Company proposes his election as Director in the expectation of using this extensive experience and in-depth knowledge in the management of the Company.
- 7. Shin Niina is deeply acquainted with the publishing industry and the electronic book industry and is engaged in business operations in a broad spectrum of fields in the business world. He has extensive experience and in-depth knowledge as a corporate manager. The Company proposes his election as Director in the expectation of using this extensive experience and in-depth knowledge in the management of the Company.
- 8. Since joining the Company, Atsushi Mizoguchi has been engaged in a broad spectrum of fields of the Company's business operations, including the Digital Publishing Business Division, the Digital Library Business Division and the New Businesses Division. He has extensive experience and in-depth knowledge as a corporate manager. The Company proposes his election as Director in the expectation of using this extensive experience and in-depth knowledge in the management of the Company.
- 9. Since joining the Company, Hiroshi Kanda has been in charge of the Corporate Planning Office, and while being acquainted with the management strategies of the MEDIA DO Group, investor relations activities, corporate governance and other aspects, he has extensive experience and in-depth knowledge as a corporate manager. The Company proposes his election as Director in the expectation of using this extensive experience and in-depth knowledge in the management of the Company.
- 10. As an attorney at law, Ayako Kanamaru has extensive experience and expert knowledge related to general corporate legal affairs encompassing international transactions, internal controls and corporate governance. She has been providing appropriate advice and supervision for the management of the Company as outside Director. The Company proposes her election as outside Director again in expectation of applying such knowledge and experience to the Company's risk management and governance domains. Ayako Kanamaru has never been involved in the management of a company in the past, except as an outside Director or outside Audit & Supervisory Board Member. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons. She is expected to provide pertinent advice from the viewpoint of risk management and governance based on her knowledge and experience as an attorney at law, and effective supervision of the management team from an independent and objective standpoint.

- 11. Haruo Miyagi has extensive experience and in-depth knowledge regarding business support and organizational operation in a broad range of fields as the Representative Director of an NPO dedicated to the fostering and mentoring of entrepreneurial leaders. The Company proposes his election as an outside Director in the expectation of applying such experience and knowledge to further strengthen business promotion and organizational operation in the Media Do Group. Haruo Miyagi has never been involved in the management of a company in the past, except as an outside Director or outside Audit & Supervisory Board Member. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons. He is expected to provide pertinent advice from his viewpoint on promotion of business and organizational operation in a broad range of fields, based on his long-standing knowledge and experience gained through fostering and supporting entrepreneurial leaders, and effective supervision of the management team from an independent and objective standpoint.
- 12. Ayako Kanamaru was appointed as an outside Director of the Company in May 2021, and at the conclusion of this meeting, her tenure will have been one year.
- 13. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into a limited liability agreement with Ayako Kanamaru for the purpose of limiting the liability for damages to the maximum amount prescribed by laws and regulations. If Ms. Kanamaru is reelected, the Company plans to renew the aforementioned agreement with her. If Haruo Miyagi is elected, the Company plans to enter into the same limited liability agreement with him.
- 14. In accordance with Article 430-3, paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. An overview of this insurance policy is as stated in "4. (3) Overview of the directors and officers liability insurance policy" on page 43 of the Business Report (Japanese only). If each candidate for Director is elected, they will be included in the insured under the insurance policy, and the Company plans to renew the insurance policy with the same details during the term of office of each candidate.
- 15. The Company has submitted notification to the Tokyo Stock Exchange that Ayako Kanamaru has been designated as an independent officer as provided for by the aforementioned exchange. If Ms. Kanamaru is reelected, the Company plans for her designation as an independent officer to continue. If Haruo Miyagi is elected, the Company plans to submit notification to the Tokyo Stock Exchange that he will be designated as an independent officer as provided for by the aforementioned exchange.
- 16. The number of shares of the Company owned is the number of shares owned as of February 28, 2022.

Proposal No. 3: Election of One Audit & Supervisory Board Member

At the conclusion of this meeting, the term of office of Audit & Supervisory Board Member Kazuyoshi Ohwada will expire. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name	Current position in the Company	Attendance at meetings of the Board of Directors, etc.	
Kazuyoshi Ohwada	Standing Audit & Supervisory Board Member	Board of Directors' meeting 17/17 Audit & Supervisory Board meeting 17/17	Reelection

Name (Date of birth)		ummary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned		
	June 1969	Joined Sony Audio Corporation (currently Sony Global Manufacturing & Operations Corporation)			
	Mar. 2002	Joined the Company, General Manager of the Administration Department of the Company			
	July 2003	Director and General Manager of the Administration Department of the Company			
Kazuyoshi Ohwada (September 2, 1946)	Mar. 2008	far. 2008 Director and General Manager of the Administration Division of the Company			
	May 2012	Senior Managing Director and General Manager of the Administration Division of the Company			
	Sept. 2013	Director and General Manager of the Administration Division of the Company			
	May 2014	Standing Audit & Supervisory Board Member of the Company (current position)			

Notes:

- 1. There is no special interest between the candidate and the Company.
- 2. In accordance with Article 430-3, paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. An overview of this insurance policy is as stated in "4. (3) Overview of the directors and officers liability insurance policy" on page 43 of the Business Report (Japanese only). If the candidate for Audit & Supervisory Board Member is elected, he will be included in the insured under the insurance policy, and the Company plans to renew the insurance policy with the same details during his term of office.
- 3. The number of shares of the Company owned is the number of shares owned as of February 28, 2022.

<Reference> Areas of expertise and experience of Director and Audit & Supervisory Board Member (Skill Matrix)

The Board of Directors consists of various Directors with the diverse specialization, experience, capabilities and backgrounds necessary to raise the level of sustainability in board governance while enhancing the effectiveness of corporate governance.

Moreover, the Company's Audit & Supervisory Board consists of Audit & Supervisory Board Members who provide supervision of Directors' execution of duties and the Company's management from their respective professional standpoints and contribute to the strengthening of management monitoring functions.

If the elections of the candidates proposed in this notice are approved, the skill matrix of the Directors and Audit & Supervisory Board Members will be as follows.

• Director

		Possessed specialization/ Field of expected contribution										
Name	Corporate manage- ment/ manage- ment strategies	affairs/ risk manage-	Finance & accounting/capital policy	Technolo- gies/ Systems	Personnel/ HR developm ent	control/	ESG/ Sustain- ability	Marketing/ Business develop- ment	Inter- national experi- ence	Industry experi- ence	Independ- ence	
Yasushi Fujita	•			•	•		•	•		•	_	
Shin Niina	•			•	•		•		•	•	_	
Atsushi Mizoguchi	•			•				•		•	_	
Hiroshi Kanda	•		•			•	•				_	
Ayako Kanamaru		•				•	•		•		0	
Haruo Miyagi	•				•	•	•				0	

• Audit & Supervisory Board Member

		Possessed specialization/ Field of expected contribution									
Name	Corporate manage- ment/ manage- ment strategies	Legal affairs/ risk manage- ment	Finance & accounting/capital policy	Technolo-	Personnel/ HR developm ent	Internal control/ Governan ce	ESG/ Sustain- ability	Marketing/ business develop- ment	Inter- national experi- ence	Industry experi- ence	Independ- ence
Kazuyoshi Ohwada	•	•	•			•					_
Toshiaki Morifuji		•	•								0
Tsuyoshi Shiina		•				•					0