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Securities Code: 3839

June 10, 2022

To our shareholders:

Katsune Hidekazu
Representative Director and President
ODK Solutions Company, Ltd.
6-7, Doshomachi 1-chome, Chuo-ku, Osaka

Notice of the 59th Annual Shareholders' Meeting

We are pleased to announce the 59th Annual Shareholders' Meeting of ODK Solutions Company, Ltd. (the "Company"), which will be held as indicated below.

In order to prevent the spread of novel coronavirus disease (COVID-19), shareholders who will attend the meeting in person are requested to check the state of their health beforehand to help stop infections.

You can exercise your voting rights by any of the following methods. Please examine the Reference Documents for the Shareholders' Meeting below and exercise your voting rights.

[Exercising your voting rights in writing]

Please indicate your approval or disapproval for each of the proposals on the enclosed voting form, and return the form to us no later than 5:00 p.m. on Monday, June 27, 2022 (JST).

[Exercising your voting rights via the Internet, etc.]

Please access the Company's designated website for exercising voting rights (<https://evote.tr.mufg.jp/>) (in Japanese only) and follow the on-screen guidance to enter your approval or disapproval for the proposals by Monday, June 27, 2022 at 5:00 p.m. (JST).

The Company will send a QUO gift card worth ¥500 at a later date to each shareholder who exercised their voting rights if their vote is valid, regardless of their approval or disapproval for the proposals. The monetary value of each QUO gift card will be ¥500 regardless of the shareholder's number of voting rights.

1. Date and Time: Tuesday, June 28, 2022, at 10:00 a.m. (JST)

2. Venue: Conference Room, 17th floor, JMF-Bldg. Kitahama 01
6-7, Doshomachi 1-chome, Chuo-ku, Osaka

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 59th fiscal year (from April 1, 2021 to March 31, 2022), and the audit results of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 59th fiscal year (from April 1, 2021 to March 31, 2022)

Matters to be resolved

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Partial Amendment to the Articles of Incorporation

Proposal No. 3: Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

4. Matters Relating to the Convocation

If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company as your proxy to attend the Shareholders' Meeting. Please note, however, that it is necessary to submit a document proving the authority of proxy.

<Requests to Shareholders>

- We may revise the measures outlined above depending on the situation regarding the spread of COVID-19 and announcements by the government or other institutions ahead of the Shareholders' Meeting. We would therefore ask that you check for information regarding this on the Company's website (<https://www.odk.co.jp/>) (in Japanese only).
 - Please note that the Company will not provide commemorative gifts.
 - We will have fewer chairs than usual this year because we will need to space them out to help prevent the spread of COVID-19 among shareholders and the Company's officers and employees at the meeting. As a result, it is possible that not everyone who comes to the meeting will be able to enter the venue.
 - We will provide alcohol-based hand sanitizer for our shareholders near the reception area of the venue. All shareholders attending the meeting are asked to bring and wear masks. Shareholders who do not bring or wear a mask may be refused entry and be asked to leave.
 - We will check the body temperature of attendees using a non-contact thermometer near the entrance of the venue. People who are found to have fevers and people who appear to be unwell may be refused entry and be asked to leave.
 - Staff members at the Shareholders' Meeting will also be wearing masks and have their temperature and health checked.
 - The matters to be reported (including the audit report) and detailed explanations of the proposals will be omitted at the meeting to shorten the meeting's duration, from the perspective of preventing the spread of COVID-19. We ask shareholders to look over this notice prior to the meeting.
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- For those attending the meeting in person, please submit the enclosed voting form at the reception desk.
 - Pursuant to laws and regulations, as well as Article 16 of the Articles of Incorporation of the Company, the following items are posted on the Company's website (<https://www.odk.co.jp/>) (in Japanese only); therefore, they are not included in the documents attached to this notice. The documents attached to this notice consist of part of the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit and Supervisory Committee, and the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Financial Auditor, in preparing their audit reports.
 - (i) "Principal Lines of Business," "Main Offices," "Matters Related to the Financial Auditor" and "System to Ensure That the Execution of the Duties of Directors Complies With Laws, Regulations, and the Articles of Incorporation, Other Systems to Ensure the Appropriateness of Business Operations and the Operational Status of the Systems" in the Business Report
 - (ii) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - (iii) "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
 - If any revisions are made to the Reference Documents for the Shareholders' Meeting, the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements, such revisions will be posted on the Company's website (<https://www.odk.co.jp/>) (in Japanese only).
 - We will attend the meeting in business casual attire. The Company asks our shareholders to attend the meeting in informal clothing as well.

The Company's website (<https://www.odk.co.jp/>)

Reference Documents for the Shareholders' Meeting

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

While keeping in mind the continuous return of profit to shareholders and based on the basic policy of maintaining a stable dividend payment of ¥10 per year, the Company proposes to pay a year-end dividend for the 59th fiscal year as follows:

- (i) Type of dividend property
Cash

- (ii) Allotment of dividend property and their aggregate amount
¥5 per common share of the Company
Total payment: ¥40,986,440
The dividends for the fiscal year, including the interim dividend of ¥5 already paid, will be ¥10 per share.

- (iii) Effective date of dividends of surplus
June 29, 2022

Proposal No. 2: Partial Amendment to the Articles of Incorporation

1. Reasons for the Proposals

- (1) Under the Act on the Partial Revision of the Act on Strengthening Industrial Competitiveness Act and Other Related Acts (Act No. 70 of 2021), which came into effect on June 16, 2021, listed companies may hold general meetings of shareholders without a designated location (hereinafter “Virtual-Only Shareholder Meetings”). Virtual-Only Shareholder Meetings will be easier for shareholders in remote areas to attend, which will lead to the revitalization, efficiency, and facilitation of these meetings. In order to enable the Company to select Virtual-Only Shareholder Meetings as the method for holding future Shareholders’ Meetings, Paragraph 2 will be added to Article 13 (Convocation) of the current Articles of Incorporation. In addition to the resolution of this Annual Shareholders’ Meeting, the new establishment of Article 13 (Convocation), Paragraph 2 in the “Planned Amendments” shall take effect upon the day of confirmation by the Minister of Economy, Trade and Industry and Minister of Justice pursuant to the requirements set forth in the Ministry of Economy, Trade and Industry Order and Ministry of Justice Order as long as Virtual-Only Shareholder Meetings hosted by the Company contribute to strengthening industrial competitiveness while securing the interests of shareholders.
- (2) Since 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, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the shareholders’ meeting in electronic format.
 - (i) Upon the introduction of the system for providing informational materials for the shareholders’ meeting in electronic format, the provisions of Article 16 (Disclosure on Internet and Deemed Provision of Reference Documents for the Shareholders’ Meeting and Related Documents) in the current Article of Incorporation will not be needed. Therefore, the Company proposes deleting those provisions.
 - (ii) Article 16 (Measures to Provide Information in Electronic Format), Paragraph 1 in “Planned Amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the shareholders’ meeting and related documents in electronic format.
 - (iii) Article 16 (Measures to Provide Information in Electronic Format), Paragraph 2 in “Planned Amendments” below will establish the provision 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.
 - (iv) Accompanying the aforementioned establishment and deletion of provisions, Article 2 (Transitional Measures on Measures to Provide Information in Electronic Format) of the Supplementary Provisions, which concerns the effective date, etc., will be established. The Company proposes deleting Article 2 of the Supplementary Provisions after the deadline has elapsed.

2. Contents of the amendment

Details of the changes are as follows.

(Underlined sections indicate the changes.)

Current Articles of Incorporation	Planned Amendments
<p>(Convocation) Article 13 The Company's Annual Shareholders' Meeting shall be convened in June of each year, and the Extraordinary Shareholders' Meeting shall be convened as necessary at any time. (Newly established)</p> <p><u>(Disclosure on Internet and Deemed Provision of Reference Documents for the Shareholders' Meeting and Related Documents)</u> Article 16 <u>As for the convocation notice of the shareholders' meeting, the Company is considered to have provided the information to be stated or indicated in the reference documents for the shareholders' meeting, business reports, financial statements and consolidated financial statements to the shareholders by disclosing such information via the internet in accordance with the Ministry of Justice Order.</u> (Newly established)</p>	<p>(Convocation) Article 13 <u>1</u> The Company's Annual Shareholders' Meeting shall be convened in June of each year, and the Extraordinary Shareholders' Meeting shall be convened as necessary at any time. <u>2</u> <u>The Shareholders' Meeting of the Company may be a Shareholders' Meeting without a designated location.</u> (Deleted)</p> <p><u>(Measures to Provide Information in Electronic Format)</u> Article 16 <u>1</u> <u>When the Company convenes a shareholders' meeting, it shall take measures for providing information that constitutes the content of reference documents for the shareholders' meeting and related documents in electronic format.</u> <u>2</u> <u>Among information to be provided in electronic format, the Company reserves the right to exclude, in whole or in part, any or all of the information set forth by the Ministry of Justice Order in the paper-based documents to be delivered to shareholders who have requested delivery of paper-based documents by the record date for voting rights.</u></p>

Current Articles of Incorporation	Planned Amendments
<p>Supplementary Provisions (Date of enforcement) Article 1 These Articles of Incorporation shall be revised and enforced on <u>June 24, 2020</u>. (Newly established)</p>	<p>Supplementary Provisions (Date of enforcement) Article 1 These Articles of Incorporation shall be revised and enforced on <u>June 28, 2022</u>. <u>(Transitional Measures on Measures to Provide Information in Electronic Format)</u> Article 2 <ol style="list-style-type: none"> 1 <u>The deletion of Article 16 of the Articles of Incorporation (Disclosure on Internet and Deemed Provision of Reference Documents for the Shareholders' Meeting and Related Documents) and the new establishment of the Article 16 of the Articles of Incorporation (Measures to Provide Information in Electronic Format) in the amended Articles of Incorporation shall take effect from September 1, 2022, the date of the enforcement of the amended 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) (hereinafter referred to as the "Date of Enforcement").</u> 2 <u>Notwithstanding the provision of the preceding paragraph, Article 16 of the Articles of Incorporation (Disclosure on Internet and Deemed Provision of Reference Documents for the Shareholders' Meeting and Related Documents) shall remain effective regarding any shareholders' meeting held on a date within six months from the Date of Enforcement.</u> 3 <u>Article 2 of these Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the shareholders' meeting in the preceding paragraph, whichever is later.</u> </p>

Proposal No. 3: Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of six Directors.

With regard to this proposal, the Nomination and Compensation Committee, which consists of a majority of independent outside directors, was consulted and provided a report, and the Audit and Supervisory Committee subsequently examined the matter, including the details of deliberations by the Nomination and Compensation Committee. As a result, the Company has determined that all candidates are qualified.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company	
1	Katsune Hidekazu	Representative Director and President	Reelection
2	Moriwaki Hirofumi	Managing Director	Reelection
3	Sakumoto Yoshiyuki	Managing Director	Reelection
4	Yoshimura Mikio	Director	Reelection
5	Otsuka Hiroshi	Director	Reelection
6	Kawaguchi Shinya	Director	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchange

(Reference) Skills Matrix

Position in the Company		Name	Experience and expertise							
			Corporate management	Technology /industry knowledge	Governance	Legal & Compliance	Accounting & tax matters	Finance/ M&A	Engagement with capital markets	Digital transformation (DX)
Representative Director and President	–	Katsune Hidekazu	●	● Technology & education						
Managing Director	–	Moriwaki Hirofumi	●	● Technology, securities & finance, and healthcare						●
Managing Director	–	Sakumoto Yoshiyuki	●		●			●	●	
Director	–	Yoshimura Mikio	●	● Technology and education						
Director	–	Otsuka Hiroshi	●		●	●	●			
Director	Outside	Kawaguchi Shinya		● Securities & finance	●	●				
Director (Audit and Supervisory Committee Member)	–	Wakabayashi Koji		● Technology, education, and securities & finance	●					
Director (Audit and Supervisory Committee Member)	Outside	Mizuno Takeo			●	●	●	●		
Director (Audit and Supervisory Committee Member)	Outside	Fujioka Hiroshi					●	●		

* Includes incumbent Directors other than candidates.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
1	<p>Katsune Hidekazu (September 14, 1962) Reelection</p> <p>Number of years in office 10 years Attendance at Board of Directors meetings 14/14</p>	<p>Apr. 1987 Joined the Company</p> <p>July 2009 Department Manager of Educational System Department</p> <p>June 2011 Department Manager of General Affairs Department</p> <p>June 2012 Director, and Department Manager of General Affairs Department</p> <p>July 2014 Director</p> <p>June 2015 Managing Director</p> <p>June 2018 Representative Director and Executive Managing Director</p> <p>June 2020 Representative Director and President (current position)</p>	38,900 shares	
<p>Reasons for nomination as a candidate for Director</p> <p>Since joining the Company, Katsune Hidekazu has been responsible for a wide range of practical business, mainly in the educational departments. After assuming the position of Director, in the administrative departments, he has forged many business and capital alliances with GAKKEN HOLDINGS CO., LTD. and other companies, and in the educational business, he has played a central role in efforts to expand the sales of "University Entrance Examination Web Application Service" and launch the examination portal site "UCARO®." He currently serves as the Representative Director and President of the Company. His broad business experience and insight will contribute to enhancing the corporate value of the Company over the medium to long term, and he serves as the core of the Company's management. Accordingly, the Company proposes his reelection as a Director.</p>				
2	<p>Moriwaki Hirofumi (January 18, 1966) Reelection</p> <p>Number of years in office 6 years Attendance at Board of Directors meetings 14/14</p>	<p>Apr. 1989 Joined the Company</p> <p>July 2012 Department Manager of General Affairs Department</p> <p>Apr. 2013 Department Manager of Business Development and Sales Promotion Department</p> <p>Apr. 2015 Department Manager of Business Development Department</p> <p>June 2016 Director</p> <p>June 2018 Managing Director (current position)</p> <p>June 2021 In charge of Network Systems and Information Management Department, Business Solutions Department and Securities Finance Solutions Department (current position)</p> <p>Significant concurrent positions outside the Company Representative Director and President of Fplus, Inc.</p>	26,600 shares	
<p>Reasons for nomination as a candidate for Director</p> <p>Since joining the Company, Moriwaki Hirofumi has experience in the business of many departments and was deeply involved in launching the medical-related business. After assuming the position of Director, in addition to medical-related work, various application development, and securities work, he has been in charge of network systems and information management utilizing his wealth of knowledge about IT. He is also the Representative Director and President of the Company's subsidiary Fplus, Inc. His broad business experience and insight will contribute to enhancing the corporate value of the Company over the medium to long term. Accordingly, the Company proposes his reelection as a Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
3	<p>Sakumoto Yoshiyuki (March 16, 1970) Reelection</p> <p>Number of years in office 4 years</p> <p>Attendance at Board of Directors meetings 14/14</p>	<p>Apr. 1992 Joined Takashimaya Company, Limited</p> <p>Mar. 2006 Joined the Company</p> <p>Apr. 2013 Department Manager of General Affairs Department</p> <p>July 2014 Department Manager of General Affairs Department, and Department Manager of Business Development Department</p> <p>July 2016 Department Manager of Planning and General Affairs Department</p> <p>June 2018 Director, and Department Manager of Planning and General Affairs Department</p> <p>June 2021 Managing Director (current position) In charge of Corporate Strategy Department, Pottos Product Marketing Department, Overall Management Administration of the ODK Group (incumbent)</p> <p>Significant concurrent positions outside the Company Director of Pottos, Inc. and Director of Fplus, Inc.</p>	23,700 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Since before joining the Company, Sakumoto Yoshiyuki has had knowledge and experience in human resources, business control, etc. After joining the Company, he has been involved in newly listing the Company and almost all collaborations and business and capital alliances, and has also been in charge of establishing the management foundation, including management strategies and corporate governance. He is responsible for preparing the Company's report on compliance with standards for maintaining listing upon selection for inclusion in the Tokyo Stock Exchange's Prime Market. In addition, he is a former Outside Director of Realglobe Inc., which is a business and capital alliance partner, and is well versed in management of startup companies. His broad business experience and insight from his master's degree will contribute to enhancing the corporate value of the Company over the medium to long term. Accordingly, the Company proposes his reelection as a Director.</p>			
4	<p>Yoshimura Mikio (May 2, 1965) Reelection</p> <p>Number of years in office 4 years</p> <p>Attendance at Board of Directors meetings 14/14</p>	<p>Apr. 1984 Joined MC-kikaku Co., Ltd.</p> <p>June 1988 Joined the Company</p> <p>July 2016 Department Manager of Educational System Department</p> <p>June 2018 Director, and Department Manager of Educational System Department</p> <p>July 2021 Director in charge of Educational Solutions Department (current position)</p> <p>Significant concurrent positions outside the Company Director of ECS, Inc.</p>	16,700 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Since joining the Company, Yoshimura Mikio has been in charge of sales and the practical business of development and operations of services for universities and general business companies. After assuming the position of Director, he has been involved in expanding the sales and services of "UCARO®," etc., providing the beta version of "cataro," a social media site for university students, and verification of AI-driven evaluation models, and he is promoting new developments in the current educational business. His broad business experience and insight will contribute to enhancing the corporate value of the Company over the medium to long term. Accordingly, the Company proposes his reelection as a Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
5	Otsuka Hiroshi (September 9, 1968) Reelection Number of years in office 2 years Attendance at Board of Directors meetings 14/14	Apr. 1991 Joined the Company July 2014 Department Manager of General Affairs Department, and Department Manager of Business Development Department Apr. 2015 Department Manager of General Affairs Department July 2016 Department Manager of Planning and General Affairs Department, and Department Manager of Securities Finance System Department July 2019 Department Manager of Planning and General Affairs Department June 2020 Director, and Department Manager of Planning and General Affairs Department July 2020 Director, and Department Manager of Human Resource and Finance Department (current position)	17,300 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Since joining the Company, Otsuka Hiroshi has been responsible for supporting various corporate actions of the Company in the administrative departments, mainly in accounting and finance, and he has played a central role in the development and strengthening of corporate governance. In addition, he has experience concurrently serving as Department Manager of Business Development Department and Department Manager of Securities Finance System Department. His wealth of business experience as Department Manager and considerable insight that goes beyond human resource and finance will contribute to enhancing the corporate value of the Company over the medium to long term. Accordingly, the Company proposes his reelection as a Director.</p>			
6	Kawaguchi Shinya (September 10, 1964) Reelection Outside Independent Number of years in office 9 years Attendance at Board of Directors meetings 14/14	Apr. 1995 Registered as attorney-at-law (Osaka Bar Association) Sept. 2005 Established Ace Law Office Partner (current position) June 2013 Director of the Company (current position) Significant concurrent positions outside the Company Partner of Ace Law Office	—
<p>Reasons for nomination as a candidate for outside Director and overview of the role expected</p> <p>Although Kawaguchi Shinya has no experience participating in corporate management other than serving as an outside director, he is well versed in corporate legal affairs based on his track record as an attorney-at-law. In addition, the Company expects him to contribute to securing soundness of decision-making by the Board of Directors in light of his experience of proactively making statements, etc. based on an objective and fair perspective from his consistently independent standpoint as an outside Director of the Company. The Company has determined that he will be able to perform his duties appropriately and effectively in corporate governance. Accordingly, the Company proposes his election as an outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Kawaguchi Shinya is a candidate for outside Director.
 3. At the conclusion of this meeting, Kawaguchi Shinya's tenure as outside Director of the Company will have been nine years.
 4. The Company has concluded a limited liability agreement with Kawaguchi Shinya pursuant to Article 427, paragraph (1) of the Companies Act. If the reelection of Mr. Kawaguchi is approved, the Company plans to renew the aforementioned agreement with him.
 5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act. If each candidate is elected and assumes the office as Director, each candidate will be included in the policy as an insured.
When the policy is renewed, the Company plans to renew the policy with the same details.
 6. The Company has submitted notification to the Tokyo Stock Exchange that Kawaguchi Shinya has been designated as an independent officer as provided for by the aforementioned exchange.