

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

Securities Code: 4390
June 10, 2022

To Our Shareholders:

4-1-1 Tsukiji, Chuo-ku, Tokyo
IPS, Inc.
President/CEO Koji Miyashita

Notice of the 31st Annual General Meeting of Shareholders

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

You are cordially invited to attend the 31st Annual General Meeting of Shareholders of IPS, Inc. (the "Company"). The meeting will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights so that your vote will arrive by 6 p.m. on Monday, June 27, 2022 (JST). You can exercise your voting rights either by indicating your vote for or against the proposals on the enclosed Voting Rights Exercise Form or by entering your vote for or against the proposals on the voting website (<https://soukai.mizuho-tb.co.jp/>) designated by the Company.

1. Date and Time Tuesday, June 28, 2022, 10 a.m. (Reception opens at 9 a.m. (JST))
2. Venue Yaesu First Financial Building, 1-3-7 Yaesu, Chuo-ku, Tokyo
BELLESALLE Yaesu 2nd Floor ROOM C
3. Purposes of the Meeting
Matters to be reported: Report on the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements, as well as the audit results of the Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board for the 31st Fiscal Year (from April 1, 2021 to March 31, 2022)

Matters to be resolved:
Proposal No. 1: Dividends of Surplus
Proposal No. 2: Amendment to the Articles of Incorporation
Proposal No. 3: Election of Six Directors
Proposal No. 4: Provision of Retirement Benefits for Retiring Directors

When attending the meeting on the day, please submit the attached voting right exercise form to the venue reception desk.

- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, and the Consolidated Financial Statements require revisions, such revisions will be posted on the Company's website (<https://ipsism.co.jp/ir/meeting/>).
- You can view the General Meeting of Shareholders through a livestream on the Internet. Please visit the "IR" page of the Company's website to view the livestream.
<https://ipsism.co.jp/ir/>
Opening date and time: Tuesday, June 28, 2022, 10 a.m. (JST) (scheduled)

Guidance on the Exercise of Voting Rights, etc.

- Web disclosure matters
Of the documents to be provided with this Notice, "Notes to the Consolidated Financial Statements" and "Notes to the Non-consolidated Financial Statements" are posted on the Company's website (<https://ipsism.co.jp/ir/meeting/>) in accordance with laws and regulations and Article 15 of the Articles of Incorporation and are therefore not included in this notice.

- Handling of duplicate exercise of voting rights in writing and via the Internet
If you exercise your voting rights both in writing and via the Internet, the exercise of your voting rights via the Internet will be treated as valid.

- Handling of duplicate exercise of voting rights via the Internet
If you exercise your voting rights more than once via the Internet, the last vote will be treated as valid.

- Exercise of voting rights via the Internet
Please refer to the "Instructions for the Exercise of Voting Rights" and "Instructions for the Exercise of Voting Rights via the Internet, Etc." described on the following pages.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Dividends of Surplus

The Company's basic policy for return to shareholders is to continue to pay appropriate dividends reflecting the results of operations achieved while securing internal reserves necessary for future business development and enhancing its financial strength. Based on this policy, the Company proposes to pay dividends of surplus for the fiscal year under review as follows.

- (1) Type of dividend
To be paid in cash.
- (2) Matters concerning the allotment of dividend property and the total amount thereof
25 yen per share of common stock of the Company. Total amount: 310,252,625 yen
- (3) Effective date of dividends of surplus
June 29, 2022

Proposal No. 2: Amendment to the Articles of Incorporation

1. Reason for the proposal

(1) The provisions of Article 2 of the current Article of Incorporation shall be reorganized and consolidated to clarify the scope of their business purpose corresponding to future social change and expansion of business activities.

(2) Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Company Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposed to make the following changes to the current Article of Incorporation in preparation for the introduction of the system for providing information materials for the shareholders' meeting in electronic format.

① Article 15, paragraph 1 in "Proposed Amendments" below will stipulate that the Company shall take measures for providing information that constitutes the content of reference materials for the shareholders' meeting in electronic format.

② Article 15, paragraph 2 in "Proposed Amendment" below will establish the provision to make it possible to limit the items to be stated in the paper-based document to be delivered to shareholders who requested.

③ Since the provisions for Internet Disclosure and Deemed Provision of Reference Materials for the Shareholders' Meeting (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.

④ Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

(3) Other parts of the current Article of Incorporation shall be reviewed overall, such as clarifying the number of substitute Auditors and unifying the numbers into half-width characters.

2. Description of the amendment

(The underlines indicate the amended parts.)

Current Articles	Proposed Amendment
<p style="text-align: center;">Chapter <u>1</u> General Provisions</p> <p>(Trade name) Article <u>1</u> The name of the Company is Kabushiki Kaisha <u>I P S</u> and written in English as <u>I P S</u>, Inc.</p> <p>(Purpose) Article <u>2</u> The Company operates the following businesses:</p> <p><u>(1) Business related to advertising</u> <u>(2) Advertising agency business</u> <u>(3) Information processing service business and information provision service business</u> <u>(4) Buying and selling of communications equipment, broadcasting equipment and other equipment, brokerage of sales and leasing business</u> <u>(5) Procedures for telephone subscription</u> <u>(6) Import and export of telephone equipment and stone</u> <u>(7) Telecommunications business</u> <u>(8) Import, export and sale of foodstuffs</u></p>	<p style="text-align: center;">Chapter <u>1</u> General Provisions</p> <p>Article <u>1</u> (Trade Name) The name of the Company is Kabushiki Kaisha <u>IPS</u> and written in English as <u>IPS</u>, Inc.</p> <p>Article <u>2</u> (Purpose) The Company operates the following businesses, <u>either through the Company itself, or through other companies (including foreign companies) and partnerships (including foreign partnerships) in which the Company holds shares or interests and controls or manages the businesses of said entities.</u></p> <p>(Changed and moved to (12)) (Deleted) (Changed and moved to (2)) (Changed and moved to (3)) (Changed) (Changed and moved to (4)) (1) Telecommunications business (Changed and moved to (10))</p>

Current Articles	Proposed Amendment
<p><u>(9) Telecommunications Service Utilization Broadcasting Business based on the Telecommunications Service Utilization Broadcasting Law</u> and customer management service for broadcasting companies.</p> <p><u>(10) Worker dispatch business</u></p> <p><u>(11) Training for nurses and caregivers</u></p> <p><u>(12) Mail order business and mail order business contract</u></p> <p><u>(13) Telephone answering business and consulting related to this</u></p> <p><u>(14) Paid employment placement business</u></p> <p><u>(15) Housework service business</u> (Changed and moved from (3))</p> <p>(Changed and moved from (4))</p> <p>(Changed and moved from (6))</p> <p>(Changed and moved from (13))</p> <p>(Changed and moved from (9))</p> <p>(Moved from (10))</p> <p>(Changed and moved from (14))</p> <p>(Changed and moved from (8))</p> <p>(Changed and moved from (12))</p> <p>(Changed and moved from (1))</p> <p><u>(16) Management of language schools and other classrooms, and planning, production and sales of teaching materials</u></p> <p><u>(17) Sales promotion support business and agency business</u></p> <p><u>(18) Market research and commercialization support services for domestic and foreign enterprises and administrative organizations</u></p> <p><u>(19) All business related to the preceding items</u></p> <p>(Location of Head Office) Article <u>3</u> (Omit)</p>	<p>(Changed and moved to (7))</p> <p>(Moved to (8))</p> <p>(Deleted)</p> <p>(Changed and moved to (11))</p> <p>(Change and moved to (6))</p> <p>(Changed and moved to (9))</p> <p>(Deleted)</p> <p><u>(2) Information processing / information provision service</u></p> <p><u>(3) Import, export, sale and rental of communications equipment, broadcasting equipment and other equipment</u></p> <p><u>(4) Import, export, sale and rental of telephone equipment</u></p> <p><u>(5) Telephone subscription application agency</u></p> <p><u>(6) Telephone answering business and consulting therefor</u></p> <p><u>(7) Broadcasting business and customer management services for broadcasting companies</u></p> <p><u>(8) Worker dispatch business</u></p> <p><u>(9) Employment placement services</u></p> <p><u>(10) Import, export and sale of foodstuffs</u></p> <p><u>(11) Mail order business</u></p> <p><u>(12) Advertising business</u></p> <p><u>(13) Management of language schools and various other schools, and planning, preparation and sales of teaching materials</u></p> <p>(Deleted)</p> <p><u>(14) Market research and entrepreneurship support business</u></p> <p><u>(15) (Same as current)</u></p> <p>Article <u>3</u> (Location of Head Office) (Same as current)</p>

Current Articles	Proposed Amendment
<p>(Organizational Bodies) Article <u>4</u> <u>In addition to the General Meeting of Shareholders and Directors</u>, the Company will have the following organizational bodies. (Moved from Article) (Moved from Article) <u>(1)</u> Board of Directors <u>(2)</u> Corporate Auditors <u>(3)</u> Board of Corporate Auditors <u>(4)</u> Accounting Auditors</p> <p>Article <u>5</u> (Omit)</p> <p style="text-align: center;">Chapter <u>2</u> Shares</p> <p>(Total Number of Shares) Article <u>6</u> The total number of Shares authorized to be issued by the Company shall be <u>3 9 , 9 6 0 , 0 0 0</u> shares.</p> <p>(Acquisition of <u>own</u> shares) Article <u>7</u> The Company may acquire <u>its own</u> shares based on a resolution of the Board of Directors <u>pursuant to the provisions of Article 1 6 5 , Paragraph 2 of the Companies Act</u>.</p> <p>(Number of Shares per unit) Article <u>8</u> The number of shares constituting one unit of the Company shall be <u>1 0 0</u> shares.</p> <p>(Rights of Shares constituting less than one unit) Article <u>9</u> Shareholders of the Company may <u>not exercise any rights other than those listed below</u> with respect to shares less than constituting less than one unit held by said shareholders. <u>(1)</u> Rights listed in each item of Article 189, Paragraph <u>2</u> of the Companies Act <u>(2)</u> Right to <u>make a request under</u> Article 166, Paragraph <u>1</u> of the Companies Act <u>(3)</u> Right to receive an allotment of offered shares and <u>an allotment of</u> offered stock acquisition rights in accordance with the number of shares held by said shareholders</p>	<p>Article <u>4</u> (Organizational Bodies) The Company will have the following organizational bodies. <u>(1)</u> <u>General Meeting of Shareholders</u> <u>(2)</u> <u>Directors</u> <u>(3)</u> Board of Directors <u>(4)</u> Corporate Auditors <u>(5)</u> Board of Corporate Auditors <u>(6)</u> Accounting Auditors</p> <p>Article <u>5</u> (Same as current)</p> <p style="text-align: center;">Chapter <u>2</u> Shares</p> <p>Article <u>6</u> (Total Number of Shares) The total number of Shares authorized to be issued by the Company shall be <u>39,960,000</u> shares.</p> <p>Article <u>7</u> (Acquisition of <u>Treasury</u> Shares) The Company may acquire shares <u>of the Company</u> based on a resolution of the Board of Directors.</p> <p>Article <u>8</u> (Number of Shares per unit) The number of shares constituting one unit of the Company shall be <u>100</u> shares.</p> <p>Article <u>9</u> (Rights of Shares constituting less than one unit) Shareholders of the Company may exercise <u>only the following</u> rights with respect to shares constituting less than one unit held by said shareholders. <u>(1)</u> Rights listed in each item of Article 189, Paragraph <u>2</u> of the Companies Act <u>(2)</u> Rights <u>referred to in</u> Article 166, Paragraph <u>1</u> of the Companies Act <u>(3)</u> Right to receive an allotment of offered shares and offered stock acquisition rights in accordance with the number of shares held by said shareholders</p>

Current Articles	Proposed Amendment
<p>(Shareholder Registry Administrator) Article <u>1 0</u> (Omit) <u>2</u> (Omit) <u>3</u> <u>Creation</u> and maintenance of the shareholder registry and share option registry of the Company, and <u>other business relating to the Shareholder Registers and Share Option Register, shall</u> be entrusted to the shareholder registry administrator, and <u>the Company shall not implement these activities.</u></p> <p>(Share Handling Regulations) Article <u>1 1</u> The handling of and fees related to the shares of the Company shall be in accordance with applicable laws and regulations, these Articles of Incorporation and the Share Handling Regulations determined by the Board of Directors.</p> <p>Chapter <u>3</u> General Meeting of Shareholders</p> <p>(Convocation) Article <u>1 2</u> An Ordinary General Meeting of Shareholders of the Company shall be convened in June of every year, and an Extraordinary General Meeting of Shareholders <u>shall</u> be convened <u>from time to time,</u> whenever necessary.</p> <p>(Record Date of Ordinary General Meeting of Shareholders) Article <u>1 3</u> The record date for exercising voting rights at the Ordinary General Meeting of Shareholders of the Company shall be March <u>3 1</u> of each year.</p> <p>(Convener and Chair) Article <u>1 4</u> (Omit) <u>2</u> If the President is unable to act as chairman due to an accident or other reason, another director <u>of the Company shall take its place in the order previously determined</u> by the board of directors.</p>	<p>Article <u>10</u> (Shareholder Registry Administrator.) <u>1</u> (Same as current) <u>2</u> (Same as current) <u>3</u> <u>Preparation</u> and maintenance of the shareholder registry and share option registry of the Company and <u>related affairs will</u> be entrusted to the shareholder registry administrator and will not be handled by the Company.</p> <p>Article <u>11</u> (Share Handling Regulations) The handling of and fees related to the shares of the Company shall be in accordance with applicable laws and regulations, these Articles of Incorporation and the Share Handling Regulations determined by the Board of Directors.</p> <p>Chapter <u>3</u> General Meeting of Shareholders</p> <p>Article <u>12</u> (Convocation) <u>1</u> An Ordinary General Meeting of Shareholders of the Company shall be convened in June of every year, and an Extraordinary General Meeting of Shareholders <u>may</u> be convened whenever <u>deemed</u> necessary.</p> <p>Article <u>13</u> (Record Date of Ordinary General Meeting of Shareholders) The record date for exercising voting rights at the Ordinary General Meeting of Shareholders of the Company shall be March <u>31</u> of each year.</p> <p>Article <u>14</u> (Convener and Chair) <u>1</u> (Same as current) <u>2</u> If the President is unable to act as chairman due to an accident or other reason, another director <u>will act on his or her behalf</u> in the order <u>predetermined</u> by the board of directors.</p>

Current Articles	Proposed Amendment
<p><u>(Disclosure on the Internet of reference documents of the General Meeting of Shareholders)</u> <u>Article 1 5 In convening a General Meeting of Shareholders, the Company may deem to have provide information on matters to be described or indicated in reference documents for the General Meeting of Shareholders, business reports, Financial Statements, and Consolidated Financial Statements to Shareholders, in accordance with Ministry of Justice Order, by disclosing the said information to Shareholders on the Internet.</u></p> <p>(Newly established)</p> <p>(Method of Adopting Resolutions) <u>Article 1 6 (Omit)</u> <u>2 Unless otherwise provided in these Articles of Incorporation, the resolution stipulated in Article 3 0 9, Paragraph 2 of the Companies Act shall be adopted by two-thirds or more of the votes cast by shareholders who may exercise their voting rights at the relevant General Meeting of Shareholders with the attendance of shareholders holding at least one-third of the votes of shareholders entitled to vote at such shareholders meeting.</u></p> <p>(Exercise of Voting Rights by Proxy) <u>Article 1 7 (Omit)</u> <u>2 Shareholders or proxies must submit to the Company a document evidencing the authority of proxy for each General Meeting of Shareholders.</u></p>	<p>(Deleted)</p> <p>Article 15 (<u>Electronic Provision Method</u>) <u>1 When convening the General Meeting of Shareholders, the Company will provide the information contained in the reference documents for the said meeting electronically.</u> <u>2 The Company need not provide all or any part of the information specified by the Ordinance of the Ministry of Justice of the matters that may be provided electronically in the documents to be delivered to the shareholders who request the issuance of paper documents by the record date of voting rights.</u></p> <p>Article 16 (<u>Method of Adopting Resolutions</u>) <u>1 (Same as current)</u> <u>2 Unless otherwise provided in these Articles of Incorporation, the resolution stipulated in Article 309, Paragraph 2 of the Companies Act shall be adopted by two-thirds or more of the votes cast by shareholders who may exercise their voting rights at the relevant General Meeting of Shareholders with the attendance of shareholders holding at least one-third of the votes of shareholders entitled to vote at such shareholders meeting.</u></p> <p>Article 17 (<u>Exercise of Voting Rights by Proxy</u>) <u>1 (Same as current)</u> <u>2 Shareholders or proxies must submit a document certifying the right of representation to the Company at each meeting.</u></p>

Current Articles	Proposed Amendment
<p>Chapter <u>4</u> Directors and Board of Directors</p> <p>Article <u>1 9</u> The number of Directors of the Company shall be no more than <u>1 0</u>.</p> <p>(Election of Directors) Article <u>2 0</u> (Omit) <u>2</u> (Omit) <u>3</u> The <u>Company</u> shall not <u>take the way of Cumulative Vote for the resolution of the election of Directors</u>.</p> <p>(Term of Office) Article <u>2 1</u> The term of office of Directors <u>continue until the conclusion</u> of the Ordinary General Meeting of Shareholders for the <u>last business year which ends</u> within <u>1</u> year after their election.</p> <p>(Representative Director and Senior Director) Article <u>2 2</u> (Omit) <u>2</u> By a resolution, the Board of Directors may select a Chairman <u>of the Board and</u> a President and <u>Chief Executive Officer, and a certain number of</u> Vice Presidents & Senior Managing Directors and Managing Directors.</p> <p>(Newly established)</p> <p>(Convocation of Board of Directors' Meetings and Chair) Article <u>2 3</u> (Omit) <u>2</u> If the President and <u>Chief Executive Officer</u> is unable to serve, another Director <u>of the Company shall take its place</u> in the order <u>previously determined by</u> the Board of Directors.</p> <p>(Notice of Convening Board of Directors' Meetings) Article <u>2 4</u> Notice of Meetings of the Board of Directors will be issued to each Director and Corporate Auditor <u>3</u> days before the date of the meeting. In case of urgency, this period may be shortened. <u>2</u> (Omit)</p>	<p>Chapter <u>4</u> Directors and Board of Directors</p> <p>Article <u>19</u> (Same as current) The number of Directors of the Company shall be no more than <u>10</u>.</p> <p>Article <u>20</u> (Election of Directors) <u>1</u> (Same as current) <u>2</u> (Same as current) <u>3</u> The <u>resolution to elect Directors</u> shall not <u>be conducted by cumulative voting</u>.</p> <p>Article <u>21</u> (Term of Office) The term of office of Directors <u>shall expire at the close</u> of the Ordinary General Meeting of Shareholders for the business year <u>ending</u> within <u>1</u> year after their election.</p> <p>Article <u>22</u> (Representative Director and Senior Directors) <u>1</u> (Same as current) <u>2</u> By a resolution, the Board of Directors may select a Chairman, a President and <u>one or more</u> Vice Presidents, Senior Managing Directors and Managing Directors. <u>3</u> The President shall be selected from among the Representative Directors.</p> <p>Article <u>23</u> (Convocation of Board of Directors' Meetings and Chair) <u>1</u> (Same as current) <u>2</u> If the President is unable <u>to act as chairman due to an accident or other reason</u>, another Director <u>will act on his or her behalf</u> in the order <u>predetermined in the rules of</u> the Board of Directors.</p> <p>Article <u>24</u> (Notice of Convening Board of Directors' Meetings) <u>1</u> Notice of Meetings of the Board of Directors will be issued to each Director and Corporate Auditor <u>3</u> days before the date of the meeting. In case of urgency, this period may be shortened. <u>2</u> (Same as current)</p>

Current Articles	Proposed Amendment
<p>(Resolutions of the Board of Directors)</p> <p>Article <u>2 5</u> (Omit) <u>2</u> When all Directors <u>manifest their intention to agree to a proposal with respect to a matter which is the purpose of the resolution at the Board of Directors meeting in writing or in an electronic or magnetic record, such proposal shall be deemed to have been passed by its resolution at the Board of Directors meeting. This, however, shall not apply in cases where a Company Auditor states objections to such proposal.</u></p> <p>(Minutes of Board of Directors' Meetings)</p> <p>Article <u>2 6</u> The minutes of the Board of Directors <u>meeting</u> will be prepared in writing or in an electronic format <u>as prescribed by law</u>, and the Directors and Corporate Auditors who attended will sign or seal the minutes or electronically sign them.</p> <p><u>2</u> <u>Minutes of paragraph 2 of the preceding article shall be made in writing or in the form of electronic or magnetic records as prescribed by law.</u></p> <p>(Regulations of Board of Directors)</p> <p>Article <u>2 7</u> Matters concerning the Board of Directors shall be governed by laws and regulations, these Articles of Incorporation and the rules of the Board of Directors.</p> <p>(Rewards)</p> <p>Article <u>2 8</u> <u>The financial</u> benefits to be received from the Company as <u>a consideration for the execution of the duties, such as remunerations and bonuses, (hereinafter in this Chapter referred to as "Remunerations") for Directors</u> will be determined by a resolution of the General Meeting of Shareholders.</p>	<p>Article <u>25</u> (Resolutions of the Board of Directors)</p> <p><u>1</u> (Same as current) <u>2</u> When all Directors <u>who may vote on a resolution of the Board of Directors have expressed their consent to the said resolution in writing or by electronic means, the Board of Directors will be deemed to have approved the resolution. The rule described above will not apply if an Auditor objects to the matter resolved.</u></p> <p>Article <u>26</u> (Minutes of Board of Directors' Meetings)</p> <p>The minutes of the Board of Directors <u>and the minutes set forth in paragraph 2 of the preceding Article</u> will be prepared in writing or in an electronic format, and the Directors and Corporate Auditors who attended will sign or seal the minutes or electronically sign them.</p> <p>(Consolidated with Article 26. 1)</p> <p>Article <u>27</u> (Regulations of Board of Directors)</p> <p>Matters concerning the Board of Directors shall be governed by laws and regulations, these Articles of Incorporation and the rules of the Board of Directors.</p> <p>Article <u>28</u> (Rewards)</p> <p><u>Property</u> benefits ("<u>rewards, etc.</u>") to be received from the Company as <u>compensation for Directors, bonuses and other compensation for the execution of Directors' duties</u> will be determined by a resolution of the General Meeting of Shareholders.</p>

Current Articles	Proposed Amendment
<p>(Exemption from Liability of Directors)</p> <p>Article <u>2 9</u> The Company may exempt Directors (including former directors) from liability for damages due to neglect of duties by resolution of the Board of Directors pursuant to the provisions of Article <u>4 2 6</u>, Paragraph <u>1</u> of the Companies Act.</p> <p><u>2</u> If non-executive Directors acted in good faith and without gross negligence in performing their duties, the Company may conclude contracts with such Directors to limit their liability under Article <u>4 2 3</u>, Paragraph <u>1</u> of the Companies Act to the amount provided therein.</p> <p>Chapter <u>5</u> Corporate Auditors and Board of Corporate Auditors (Number of Company Auditors) Article <u>3 0</u> The number of Corporate Auditors of the Company shall be <u>3</u> or more. (Changed and moved from Article 32.1)</p> <p>(Appointment Method) Article <u>3 1</u> Corporate Auditor shall be appointed by the resolution at the General Meeting of Shareholders.</p> <p><u>2</u> The resolution for the election of Corporate Auditor shall be passed by a majority of the votes of the Shareholders present at the meeting where the Shareholders holding a majority of one third or more of the votes of the Shareholders entitled to vote at such Shareholders meeting are present. (Changed and moved from Article 32.3)</p>	<p>Article <u>29</u> (Exemption from Liability of Directors)</p> <p><u>1</u> The Company may exempt Directors (including former directors) from liability for damages due to neglect of duties by resolution of the Board of Directors pursuant to the provisions of Article <u>426</u>, Paragraph <u>1</u> of the Companies Act.</p> <p><u>2</u> If non-executive Directors acted in good faith and without gross negligence in performing their duties, the Company may conclude contracts with such Directors to limit their liability under Article <u>423</u>, Paragraph <u>1</u> of the Companies Act to the amount provided therein.</p> <p>Chapter <u>5</u> Corporate Auditors and Board of Corporate Auditors Article <u>30</u> (Number of Corporate Auditors)</p> <p><u>1</u> The number of Corporate Auditors of the Company shall be <u>3</u> or more.</p> <p><u>2</u> <u>The Company may appoint up to 2 substitute Corporate Auditors in case the number of Corporate Auditors stipulated by law is insufficient.</u></p> <p>Article <u>31</u> (Appointment Method)</p> <p><u>1</u> <u>Article 20, Paragraphs 1 and 2 shall apply mutatis mutandis to the appointment of Corporate Auditors and substitute Corporate Auditors.</u></p> <p>(Deleted)</p> <p><u>2</u> <u>A resolution to appoint a substitute Corporate Auditor shall be effective until the commencement of the Ordinary General Meeting of Shareholders for the final business year ending within 4 years after the appointment.</u></p>

Current Articles	Proposed Amendment
<p><u>(Election of Substitute Corporate Auditor)</u> <u>Article 3 2 Substitute Corporate Auditor may be elected by way of precaution against the cases where there is a vacancy which results in a shortfall in the number of Corporate Auditors prescribed in laws and regulations or these Articles of Incorporation.</u> <u>2 The provisions of Article 3 1 Paragraph 2 apply mutatis mutandis to the method of election of Substitute Corporate Auditor.</u> <u>3 The resolution concerning the election of Substitute Corporate Auditor shall be effective until the start of the Ordinary General Meeting of Shareholders for the last business year which ends within 4 years from the time of its election.</u></p>	<p>(Changed and moved to Article 30.2)</p> <p>(Consolidated with Article 31.1)</p> <p>(Changed and moved to Article 31.2)</p>
<p>(Term of Office) Article <u>3 3</u> The term of office of Corporate Auditors shall be until the conclusion of the Ordinary General Meeting of Shareholders for the final business year ending within <u>4</u> years after their appointment.</p>	<p>Article <u>32</u> (Term of Office) <u>1</u> The term of office of Corporate Auditors shall be until the conclusion of the Ordinary General Meeting of Shareholders for the final business year ending within <u>4</u> years after their appointment.</p>
<p><u>2</u> (Omit)</p>	<p><u>2</u> (Same as current)</p>
<p>Article <u>3 4</u> to <u>3 5</u> (Omit)</p>	<p>Article <u>33</u> to <u>34</u> (Same as current)</p>
<p>(Resolution of Board of Corporate Auditors) Article <u>3 6</u> Resolution at the Board of Corporate Auditors <u>meeting is passed</u> by a majority of the Corporate Auditors.</p>	<p>Article <u>35</u> (Resolution of Board of Corporate Auditors) Resolutions <u>of</u> the Board of Corporate Auditors <u>shall be adopted</u> by a majority of the Corporate Auditors.</p>
<p>(Minutes of the Board of Corporate Auditors) Article <u>3 7</u> The minutes of meetings of the Board of Corporate Auditors will be prepared in writing or electronic format <u>as prescribed by law</u>, the Corporate Auditors who attended will sign or seal the minutes or electronically sign them.</p>	<p>Article <u>36</u> (Minutes of the Board of Corporate Auditors) The minutes of meetings of the Board of Corporate Auditors will be prepared in writing or electronic format, and the Corporate Auditors who attended will sign or seal the minutes or electronically sign them.</p>
<p>(Rules of the Board of Corporate Auditors) Article <u>3 8</u> Matters concerning the Board of Corporate Auditors shall be governed by <u>the regulations of the Board of Corporate Auditors determined by the Board of Corporate Auditors, in addition to laws and regulations, and these Articles of Incorporation.</u></p>	<p>Article <u>37</u> (Rules of the Board of Corporate Auditors) Matters concerning the Board of Corporate Auditors shall be governed by <u>laws and regulations, these Articles of Incorporation and the rules of the Board of Corporate Auditors established by the Board of Corporate Auditors.</u></p>

Current Articles	Proposed Amendment
<p>Article <u>3 9</u> (Omit)</p> <p>(Exemption from Liability of Corporate Auditors)</p> <p>Article <u>4 0</u> The Company may exempt Corporate Auditors (including former Corporate Auditors) from liability for damages due to neglect of duties by resolution of the Board of Directors, pursuant to the provisions of Article <u>4 2 6</u>, Paragraph <u>1</u> of the Companies Act.</p> <p><u>2</u> If Corporate Auditors acted in good faith and without gross negligence in performing their duties, the Company may conclude contracts with such Corporate Auditors to limit their liability under Article <u>4 2 3</u>, Paragraph <u>1</u> of the Companies Act to the amount provided therein.</p>	<p>Article <u>38</u> (Same as current)</p> <p>Article <u>39</u> (Exemption from Liability of Corporate Auditors)</p> <p><u>1</u> The Company may exempt Corporate Auditors (including former Corporate Auditors) from liability for damages due to neglect of duties by resolution of the Board of Directors, pursuant to the provisions of Article <u>426</u>, Paragraph <u>1</u> of the Companies Act.</p> <p><u>2</u> If Corporate Auditors acted in good faith and without gross negligence in performing their duties, the Company may conclude contracts with such Corporate Auditors to limit their liability under Article <u>423</u>, Paragraph <u>1</u> of the Companies Act to the amount provided therein.</p>
<p>Chapter <u>6</u> Financial Auditor</p>	<p>Chapter <u>6</u> Accounting Auditors</p>
<p>Article <u>4 1</u> (Omit)</p> <p>(Term of Office of Accounting Auditors)</p> <p>Article <u>4 2</u> The term of office of the Accounting Auditors <u>continue</u> until the conclusion of the Ordinary General Meeting of Shareholders for the <u>last business year which ends within 1</u> year after their appointment.</p> <p><u>2</u> If no resolution providing otherwise is passed at the <u>ordinary</u> General Meeting of Shareholders set forth in the preceding paragraph, the Accounting Auditors shall be deemed to have been reappointed at <u>such ordinary</u> General Meeting of Shareholders.</p>	<p>Article <u>40</u> (Same as current)</p> <p>Article <u>41</u> (Term of Office of Accounting Auditors)</p> <p><u>1</u> The term of office of the Accounting Auditors <u>will be</u> until the conclusion of the Ordinary General Meeting of Shareholders for the <u>business year ending within 1</u> year after their appointment.</p> <p><u>2</u> If no resolution providing otherwise is passed at the General Meeting of Shareholders set forth in the preceding paragraph, the Accounting Auditors shall be deemed to have been reappointed at <u>that</u> General Meeting of Shareholders.</p>
<p>(Accounting Auditors' Remuneration, etc.)</p>	<p>Article <u>42</u> (Accounting Auditors' Remuneration, etc.)</p>
<p>Article <u>4 3</u> Compensation, etc. for the Accounting Auditors shall be determined by the <u>Representative Director</u> with the consent of the Board of Corporate Auditors.</p>	<p>Compensation, etc. for the Accounting Auditors shall be determined by the <u>President</u> with the consent of the Board of Corporate Auditors.</p>
<p>Chapter <u>7</u> Account</p>	<p>Chapter <u>7</u> Account</p>
<p>(Business Year)</p> <p>Article <u>4 4</u> The business year of the Company shall be from April <u>1st</u> of a given year until March <u>3 1st</u> of the following year.</p>	<p>Article <u>43</u> (Business Year)</p> <p>The business year of the Company shall be from April <u>1st</u> of a given year until March <u>31st</u> of the following year.</p>

Current Articles	Proposed Amendment
<p>(Distribution of Surplus) Article <u>4 5</u> Dividends representing surplus will be paid to shareholders or registered share pledgees listed or recorded in the final shareholder registry on March <u>3 1</u> of each year.</p> <p>(Interim Dividends) Article <u>4 6</u> By resolution of the Board of Directors, the Company may pay interim dividends to shareholders or registered share pledgees listed or recorded in the final shareholder registry on September <u>3 0</u> of each year.</p> <p>(Exclusion Period for Dividends of Surplus) Article <u>4 7</u> If the dividend representing surplus is not received even after <u>3</u> years have passed from the payment due date, the Company will be exempted from the obligation to pay said dividend.</p> <p><u>2</u> (Omit)</p> <p>(Newly established)</p>	<p>Article <u>44</u> (Distribution of Surplus) Dividends representing surplus will be paid to shareholders or registered share pledgees listed or recorded in the final shareholder registry on March <u>31</u> of each year.</p> <p>Article <u>45</u> (Interim Dividends) By resolution of the Board of Directors, the Company may pay interim dividends to shareholders or registered share pledgees listed or recorded in the final shareholder registry on September <u>30</u> of each year.</p> <p>Article <u>46</u> (Exclusion Period for Dividends of Surplus) <u>1</u> If the dividend representing surplus is not received even after <u>3</u> years have passed from the payment due date, the Company will be exempted from the obligation to pay said dividend. <u>2</u> (Same as current)</p> <p>(Supplementary provision) <u>1.</u> <u>The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders, etc.) of the current Articles of Incorporation and its replacement by Article 15 (Electronic Provision Method) will become effective as of the date of enforcement of the amended provisions of the Supplementary Provisions to Amendment of the Companies Act (Act No. 70 of 2019) (hereinafter, the "Effective Date").</u> <u>2.</u> <u>Notwithstanding the provisions of the preceding paragraph, Article 15 of the current Articles of Incorporation shall still be effective for a General Meeting of Shareholders which is held within 6 months from the Effective Date.</u> <u>3.</u> <u>This Supplementary Provision shall be deleted after 6 months have passed from the Effective Date or 3 months have passed from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposal No. 3: Election of Six Directors

The terms of office of all six Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of six Directors is proposed.

The candidates for Directors are as follows:

Candidate No.	Name Date of birth	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1.	Koji Miyashita February 3, 1965	<p>May 1985 Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)</p> <p>Oct. 1991 Assumed the position of President/CEO upon the establishment of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Shinagawa Lasik & Aesthetics Center Corporation (Director) InfiniVAN, Inc. (Director) ISMO Pte. Ltd. (Director and Chief Executive Officer)</p>	4,955,000
		<p>Reasons for nomination as a candidate for Director</p> <p>The Company proposes the election of Mr. Miyashita as Director because he has been in charge of the Company group's business as President/CEO for many years.</p>	
2.	Masako Uemori July 4, 1969	<p>June 1994 Joined the Company, Section Manager of Sales Promotion Department</p> <p>Sept. 2001 Department Manager of Sales Promotion Department</p> <p>Sept. 2007 Director</p> <p>June 2018 Senior Managing Director (current position) (Currently, Senior Managing Director and Unit Director of Business Promotion Unit of the Company)</p> <p>(Significant concurrent positions outside the Company) Shinagawa Lasik & Aesthetics Center Corporation (President)</p>	195,000
		<p>Reasons for nomination as a candidate for Director</p> <p>The Company proposes the election of Ms. Uemori as Director because she has contributed to the business expansion of the Company group by mainly overseeing the business activities of overseas subsidiaries as Senior Managing Director of the Company.</p>	
3.	Shigeki Nakahara November 9, 1959	<p>Apr. 1983 Joined Mitsui & Co., Ltd.</p> <p>Sept. 2014 Supervisor of Kyushu Chemical Products</p> <p>May 2016 Director of Nisso BASF Agro Co., Ltd.</p> <p>Nov. 2019 Mitsui & Co., Ltd.</p> <p>Mar. 2020 Deputy Unit Director of Administration Unit of the Company</p> <p>May 2020 Department Manager of Administration Department</p> <p>June 2020 Director (current position)</p> <p>Feb. 2021 Unit Director of Administration Unit (current position)</p> <p>Apr. 2022 Deputy Unit Director of Business Promotion Unit (current position) (Currently, Director, Unit Director of Administration Unit, and Deputy Unit Director of Business Promotion Unit of the Company)</p> <p>(Significant concurrent positions outside the Company) KEYSQUARE, INC. (President) InfiniVAN, Inc. (Director)</p>	0
		<p>Reasons for nomination as a candidate for Director</p> <p>The Company proposes the election of Mr. Nakahara as Director because he is in charge of the administration area as Unit Director of the Administration Unit of the Company.</p>	

Candidate No.	Name Date of birth	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4.	Kazutaka Muraguchi November 20, 1958 *Candidate for Outside Director	<p>Apr. 1984 Joined Japan Associated Finance Co., Ltd. (currently JAFCO Group Co., Ltd.)</p> <p>July 1998 Established Nippon Technology Venture Partners. Representative Director (current position)</p> <p>Mar. 2007 Director of Water Direct Co., Ltd. (currently Premium Water Holdings Co., Ltd.) (current position)</p> <p>June 2012 Outside Director of Plat'Home Co., Ltd. (current position)</p> <p>June 2015 Audit & Supervisory Board Member of the Company (retired in Oct. 2017)</p> <p>June 2017 Outside Director of Dentas Co., Ltd. (current position)</p> <p>Nov. 2017 Outside Director of BroadBand Tower, Inc.</p> <p>Nov. 2018 Outside Director of JESCO Holdings, Inc. (current position)</p> <p>Jan. 2019 Director of BroadBand Tower, Inc. (current position)</p> <p>June 2021 Outside Director of LAC Co., Ltd. (current position)</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director of Nippon Technology Venture Partners Director of Premium Water Holdings Co., Ltd. Outside Director of Plat'Home Co., Ltd. Outside Director of Dentas Co., Ltd. Director of BroadBand Tower, Inc. Outside Director of JESCO Holdings, Inc. Outside Director of LAC Co., Ltd.</p>	2,000
<p>Reasons for nomination as a candidate for Outside Director and expected roles, etc.</p> <p>Mr. Muraguchi worked for JAFCO Group Co., Ltd., the largest venture capital firm, and is Representative Director of Nippon Technology Venture Partners, an independent venture capital firm. He has a wealth of experience and knowledge related to the listing of shares of many companies. Therefore, the Company proposes his election as Outside Director to utilize his experience and knowledge in the management of the Company. It is expected that he will continue to use his knowledge to make appropriate recommendations for the Company's overall business operations.</p> <p>In addition, in the election of Outside Directors, the Company has determined that they will be able to secure sufficient independence to perform their duties as Outside Directors from positions independent from the management of the Company. This determination was made based on their career and relationship with the Company.</p>			

Candidate No.	Name Date of birth	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5.	Akiko Yukimaru January 7, 1977 *Candidate for Outside Director	Apr. 2000 Joined the Legal Training and Research Institute of Japan (54th term) Oct. 2001 Judge of the Tokyo District Court July 2004 Sent to Georgetown's Law School for a year as an overseas research member of the Supreme Court of Japan Feb. 2008 Resigned as judge Registered as an attorney Yoshioka Tsuji Sogo Law Office Apr. 2019 Yokohama Sogo Law Office (current position) June 2021 Outside Director of the Company (current position) (Significant concurrent positions outside the Company) Yokohama Sogo Law Office	0
	<p>Reasons for nomination as a candidate for Outside Director and expected roles, etc.</p> <p>Ms. Yukimaru has a wealth of experience and legal knowledge cultivated over many years as a judge and attorney. Therefore, the Company proposes her election as Outside Director to utilize her experience and knowledge. It is expected that she will continue to use her knowledge to make appropriate recommendations for the Company's overall operations.</p> <p>In addition, in the election of Outside Directors, the Company has determined that they will be able to secure sufficient independence to perform their duties as Outside Directors from positions independent from the management of the Company. This determination was made based on their career and relationship with the Company. She has not been directly involved in company management. However, the Company believes that she is able to appropriately execute her duties as an Outside Director because she has a wealth of experience in the legal field and legal knowledge as described above.</p>		
6.	Masamitsu Kawabuchi November 22, 1972 *Newly appointed	Apr. 1996 Joined Showa Ota Audit Corporation (currently Ernst & Young ShinNihon LLC) Nov. 2001 Joined Mitsubishi Corporation Aug. 2006 Joined Morgan Stanley Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) Jan. 2013 Executive Director of Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. Aug. 2016 M&A Group Leader of Corporate Planning Department of Konica Minolta, Inc. Feb. 2022 Unit Director of Corporate Planning Unit of the Company (current position) (Currently, Unit Director of Corporate Planning Unit of the Company) (Significant concurrent positions outside the Company) None	0
	<p>Reasons for nomination as a candidate for Director</p> <p>The Company proposes the election of Mr. Kawabuchi as Director because he is in charge of the Corporate Planning, Accounting and Finance areas as Unit Director of the Corporate Planning Unit of the Company.</p>		

- Note
1. There is no special interest between any of the candidates and the Company.
 2. Mr. Muraguchi and Ms. Yukimaru are candidates for Outside Director. The term of office of Mr. Muraguchi and Ms. Yukimaru as Outside Directors of the Company will be one year at the conclusion of this General Meeting of Shareholders.
 3. The Company has entered into agreements with Mr. Muraguchi and Ms. Yukimaru to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The limit of liability for damages under such agreements is the minimum liability amount prescribed in Article 425, paragraph (1) of the Companies Act. If their election is approved, the Company plans to continue the above limited liability agreement with them.
 4. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Muraguchi and Ms. Yukimaru have been designated as independent officers based on the judgment that they are sufficiently independent to avoid a conflict of interest with general shareholders in light of the independence standards set by the Tokyo Stock Exchange.
 5. The Company has entered into a directors and officers liability insurance contract with an insurance company, under which the Company's directors and Audit & Supervisory Board Members are insured. The insurance contract shall cover the insured's losses, excluding claims for damages arising from willful misconduct or gross negligence, which are to be borne by the insured. If each candidate is elected as director and assumes office, they will be included as insured persons of such insurance policy. The Company plans to renew it with the same conditions the next time.

Skill matrix of each director candidate

Name	Position	Attribute		Experience, knowledge, etc. of each director					
		Gender	Independence	Company management	Finance	Legal/Risk	Digital/Technology	Sales/Marketing	Global perspective
Koji Miyashita	President/CEO	M		○			○	○	○
Masako Uemori	Senior Managing Director	F		○				○	○
Shigeki Nakahara	Director	M		○		○		○	○
Kazutaka Muraguchi	Outside Director	M	○	○	○				○
Akiko Yukimaru	Outside Director	F	○			○			
Masamitsu Kawabuchi	Director	M		○	○				○

- Note
1. The above "Position" is the one each candidate is expected to assume if elected at the General Meeting of Shareholders.
 2. The items checked do not represent the full knowledge or experience of each Director.
 3. M: male F: female

Proposal No. 4: Provision of Retirement Benefits for Retiring Directors

Yoshimitsu Ito will retire from the position of Director upon the expiration of his term of office at the conclusion of this General Meeting of Shareholders. The Company proposes that retirement benefits will be presented within a reasonable amount in accordance with certain standards set by the Company to reward him for his services during his term of office. The Company also requests that the Board of Directors be entrusted with deciding the specific amount, timing, and method of the presentation. The Company believes that retirement benefits for retiring Directors are reasonable because the amount prescribed in the regulations on retirement benefits for directors (and other officers) is allocated annually for the purpose of providing long-term incentives in accordance with the decision policy on the content of individual remuneration for Directors prescribed in advance by the Board of Directors of the Company and is paid in accordance with the regulations on retirement benefits for directors (and other officers).

Career summary of the retiring Director is as follows.

Name	Brief Personal History
Yoshimitsu Ito	June 2019 Director to the present day