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Securities Code 6879
June 13, 2022

To all Shareholders

1-14-2 Kaigan Minato-ku, Tokyo
IMAGICA GROUP, Inc.
Representative Director,
President and Chief Executive Officer Nobuo Fuse

Convening Notice of the 49th Ordinary General Meeting of Shareholders

We would like to express our sincere gratitude for your continued support.

We would like to inform you that the 49th Ordinary General Meeting of Shareholders of this company will be held as follows.

From the perspective of preventing the spread of the new coronavirus and for the sake of the safety of shareholders, we request that shareholders exercise their voting rights in advance by mail or the Internet etc.

Please refer to the reference documents below for the general meeting of shareholders, and following the instructions, please exercise your voting rights by 6:00 pm (the end of business hours) on Monday, June 27, 2022.

In addition, please make your own decision whether or not to visit the venue, considering the infection situation and putting safety (of the shareholders) first. The general meeting of shareholders will be broadcast live, so please consider attending the live meeting.

Please be sure to wear a mask when you come to the general meeting of shareholders. In addition, we may determine that it is necessary to take other measures to ensure the safety of shareholders and to prevent the spread of infection at the general meeting of shareholders. We appreciate your cooperation.

Please note that on the day of the general meeting of shareholders, management staff will also measure the temperature of attendees, wear masks, and take measures to prevent infection such as providing sanitizer.

Best regards

Details

1. Day and time June 28, 2022 (Tuesday) 10 a.m. (Reception opens 9 a.m.)
2. Location 14th Floor "Tempei" room
Bayside Hotel Azure Takeshiba
1-11-2, Kaigan, Minato-ku, Tokyo
3. Meeting objectives
 1. For the 49th Period (From April 1, 2021 to March 31, 2022): Business report, consolidated financial statements, and consolidated financial statement audit results report by the Accounting Auditor and the Audit and Supervisory Committee
 2. For the 49th Period (From April 1, 2021 to March 31, 2022): Financial statements report

Resolutions

- | | |
|----------------|--|
| Proposal No. 1 | Partial amendment of articles of incorporation |
| Proposal No. 2 | Appointment of 5 directors (excludes directors who are members of the Audit and Supervisory Committee) |

- ◎ When attending the General Meeting of Shareholders, please submit the enclosed Voting Rights Exercise Form to the reception desk at the venue. In addition, please bring this convening notice.
- ◎ Since our company has the following items on our website on the Internet (<https://www.imagicagroup.co.jp/ir/library/stockholders-meeting.html>), based on the provisions of the law and of Article 15 of our Articles of Incorporation, these items are not included as attachments to this convening notice.
 - (1) Consolidated note table for consolidated financial statements
 - (2) Individual note tables for financial statements
- ◎ If the need to revise contents of reference documents, business reports, consolidated financial statements or financial statements arises by the day before the General Meeting of Shareholders, the revisions will be posted on the company's website (<https://www.imagicagroup.co.jp/ir/library/stockholders-meeting.html>).

Reference Documents for General Meeting of Shareholders

Proposals and reference items

Proposal No. 1

Partial amendment of Articles of Incorporation

1. Reason for proposal

The "Law to partially revise the Companies Act" (2019 Law No. 70) revised provisions stipulated in the proviso of Article 1 of the Supplementary Provisions come into effect on September 1, 2022, so the Articles of Incorporation of the Company will therefore be amended as follows in order to prepare for the introduction of the electronic provision system for materials for the general meeting of shareholders.

- (1) Proposal for change: Article 15 Paragraph 1 stipulates that electronic provision measures will be taken for the information that is contained in the reference documents for general meetings of shareholders.
- (2) Proposal for change: Article 15 Paragraph 2 provides provisions to limit the scope of matters to be stated in the documents to be delivered to the shareholders who have requested the issuance of such documents.
- (3) Provisions for providing reference documents for general meetings of shareholders (current Articles of Incorporation Article 15) will no longer be needed, given that these will be disclosed via the internet, so they will therefore be deleted.
- (4) Accompanying the above new and deleted provisions, supplementary provisions regarding the effective date etc. are established.

2. Details of Changes

The details of the changes are as follows. (The underlined parts are the changed parts.)

Current Articles of Incorporation	Proposed change
<p><u>(Internet disclosure of reference documents etc.)</u> <u>Article 15 By disclosing said information on the Internet, the Company can be considered to have provided shareholders with information related to matters to be stated or displayed in the reference documents, financial statements, consolidated financial statements, and business reports for the general meeting of shareholders on the Internet in accordance with the provisions of Ministry of Justice ordinances.</u></p>	(Delete)

Current Articles of Incorporation	Proposed change
(New)	<p><u>(Electronic information provision measures etc.)</u></p> <p><u>Article 15 When convening a general meeting of shareholders, the Company shall take measures for electronically providing the information contained in the reference documents for the general meeting of shareholders.</u></p> <p><u>(2) Of the matters for which electronic provision measures are taken, the company may omit all or part of those matters specified by Ministry of Justice ordinances from the documents to be delivered to those shareholders who have requested the issuance in writing by the record date of voting rights.</u></p>
(New)	<p><u>(Supplementary provisions)</u></p> <p><u>Article 2 The deletion of Article 15 of the Articles of Incorporation from before the revision (Disclosure of reference documents on the Internet) and the enactment of the new revised Article 15 of the Articles of Incorporation (Measures for electronic provision etc.) take effect from the date on which the partial revision of the Companies Act (2019, Law No. 70) by the provision of Article 1 of the Supplementary Provisions is implemented (hereinafter, the "implementation date").</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Articles of Incorporation Article 15 from before the revision shall still be in effect for any general meeting of shareholders held within 6 months from the implementation date.</u></p> <p><u>3. This Article shall be deleted after 6 months have passed from the enforcement date or after 3 months have passed from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>



The terms of all four directors (excluding directors who are Audit and Supervisory Committee members; the same applies below in this proposal) expire at the end of this general meeting. Therefore, we request the appointment of five directors.

Candidates were decided by the Board of Directors after receiving a report from the Personnel Advisory Committee.

In addition, this proposal has been examined by the Audit and Supervisory Committee, which has concluded that there are no special matters requiring its opinion.


The candidates for directors are as follows.

Candidate Number	Full Name		Position in our company	Attendance at Board of Directors meetings
1	Fumio Nagase	Re-appointment	Chairman and Representative Director	13 /13 (100%)
2	Nobuo Fuse	Re-appointment	Representative Director, President and Chief Executive Officer	13 /13 (100%)
3	Masakazu Morita	Re-appointment	Director and Managing Executive Officer	13 /13 (100%)
4	Shunjiro Nagase	New Appointment	Operating officer	0/0 (- %)
5	Atsuko Murakami	Re-Appointment	Outside	Outside director 13 /13 (100%)

Candidate Number	Name (Birthday)	Biography, position, assignment, and status of important concurrent positions	Number of company shares held
1	 <p>Re-appointment Fumio Nagase (December 8, 1950)</p>	<p>1973 April Joined Mitsubishi Corporation 1980 August Joined Toyo Genzosyo Corp. 1983 June Director of the same company 1990 June IMAGICA Corp. Representative Director and Vice President 1992 June President & Representative Director, of the same company 2002 April President & Representative Director, Imagica Robot Holdings Inc. (former company) 2009 June Chairman & Representative Director, Imagica Robot Holdings Inc. 2011 April Chairman & Representative Director, Imagica Robot Holdings Inc. (now IMAGICA GROUP Inc., current position)</p> <p>Important concurrent positions: Representative Director of Creato Holdings Ltd. Representative Director of Creato Ltd.</p>	402,927 shares
<p>Reasons for being a candidate for director: Having abundant experience and wide-ranging insight as a manager, this candidate has demonstrated his ability in active exchanges in financial circles as the top of the company's management team, and has held a series of posts managing the company's main businesses, therefore he has the experience and ability suitable for the Chairman of the Board of Directors. As the Meeting Chairman of the Board of Directors, he has provided appropriate management, and has therefore been nominated as a candidate for Director.</p>			
2	 <p>Re-appointment Nobuo Fuse (October 3, 1958)</p>	<p>1982 April Joined J. Osawa Group Co., Ltd. 1984 May Joined PHOTRON LIMITED 1999 June Director of same company 2004 July Director and Managing Executive Officer of the same company 2012 April Representative Director & CEO of the same company 2016 June Director, Imagica Robot Holdings Inc. (now IMAGICA GROUP Inc.) 2019 April Chairman of the Board, PHOTRON LIMITED 2019 April Representative Director, President & CEO, IMAGICA GROUP Inc. (current position)</p> <p>Important concurrent positions: None</p>	42,089 shares
<p>Reasons for being a candidate for Director: Since he took office as the president of PHOTRON LIMITED in 2012 (the control company for Imaging Systems & Solutions business segment, which is our main business segment), both sales and profits of the company have grown in a stable manner every year. On April 1, 2019, he was appointed Representative Director, President & CEO, IMAGICA GROUP Inc., given his abundant experience and knowledge in the group's businesses. Since taking office, he has demonstrated leadership in the company's top management, has fulfilled his responsibilities as the CEO of the group's management, and has therefore been nominated as a candidate for Director.</p>			

Candidate Number	Family name (Birthday)	Biography, position, assignment, and status of important concurrent positions	Number of company shares held
3	 <p data-bbox="308 757 499 790">Re-appointment</p> <p data-bbox="308 797 499 824">Masakazu Morita</p> <p data-bbox="292 846 515 880">(February 14, 1962)</p>	<p data-bbox="539 230 1217 297">1984 April Joined Matsushita Electric Industrial Co., Ltd (now Panasonic Corporation)</p> <p data-bbox="539 297 1217 365">1994 July CFO, Panasonic Energy (Shanghai) Co., Ltd.</p> <p data-bbox="539 365 1217 432">2001 November Vice President & CFO, Panasonic Energy Corporation of America</p> <p data-bbox="539 432 1217 533">2004 January Accounting Group Manager, Matsushita Battery Industry Co., Ltd. (current Panasonic Corporation)</p> <p data-bbox="539 533 1217 600">2008 November Accounting Group Manager, Lighting Company, Panasonic Corporation</p> <p data-bbox="539 600 1217 701">2011 April Head of Business Management Office, Accounting Group, of the same company</p> <p data-bbox="539 701 1217 768">2013 June Director, Head of Accounting, SANYO Electric Co., Ltd.</p> <p data-bbox="539 768 1217 880">2016 April Joined Imagica Robot Holdings Inc. (now IMAGICA GROUP Inc.) as Executive Officer</p> <p data-bbox="539 880 1217 947">2017 June Director & Executive Officer, of the company</p> <p data-bbox="539 947 1217 1048">2019 April Director and Managing Executive Officer, IMAGICA GROUP Inc. (current position)</p> <p data-bbox="539 1048 1217 1115">2020 October Manager, Pixelogic Media Partners LLC (current position)</p> <p data-bbox="539 1126 1217 1193">(Important concurrent positions) Manager, Pixelogic Media Partners LLC</p>	24,417 shares
<p data-bbox="292 1193 770 1227">Reasons for being a candidate for Director</p> <p data-bbox="292 1227 1436 1426">He has abundant experience in his previous jobs and after joining this company, he has contributed to improving the corporate value of the entire group. Also, as group CFO, he has been responsible for the management plan, finance, and accounting of this corporate group, including for overseas. Based on his high level of expertise in finance and accounting and his high level of insight into management, he was selected as a candidate for Director because he was judged to be an appropriate person for the realization of sustainable corporate value improvement.</p>			

Candidate Number	Family name (Birthday)	Biography, position, assignment, and status of important concurrent positions	Number of company shares held
4	 New appointment Shunjiro Nagase (March 20, 1978)	2001 July Joined Future System Consulting Co., Ltd. 2005 April Established Maestro Service Co., Ltd. 2012 May Joined Imagica Robot Holdings Inc.(former company) 2016 April Director, SDI Media Group, Inc. 2017 April SDI Business Management Department Manager at Imagica Robot Holdings Inc. (former company) 2018 April Manager at the Global Corporate Strategy Department of the same company 2019 April Executive Officer, IMAGICA GROUP Inc. (current position) 2021 April Manager, Pixelogic Media Partners LLC (current position) Director, PPC Creative Limited	—
		2022 April Representative Director, President, ROBOT COMMUNICATIONS INC. (current position) President & CEO, IMAGICA LIVE Corporation (current position) Important concurrent positions: Representative Director, President, ROBOT COMMUNICATIONS INC. President & CEO, IMAGICA LIVE Corporation Manager, Pixelogic Media Partners LLC	
Reasons for being a candidate for Director Since 2019, as an Executive Officer in charge of global business, he has strengthened cooperation between our company and our overseas subsidiaries and contributed to the expansion of global E2E services. Also, since April of this year, as the Representative Director, President of ROBOT COMMUNICATIONS INC. a major subsidiary of the Group, he has also been in charge of strategic planning and promotion for Content Creation business segment. He has made decisions on important measures in the Mid-term plan and is expected to contribute to improving the corporate value of the entire Group, and has therefore been nominated as a candidate for Director.			

Candidate Number	Family name (Birthday)	Biography, position, assignment, and status of important concurrent positions	Number of company shares held
5	 <p>Re-appointment Outside Atsuko Murakami (September 23, 1958)</p>	<p>1981 April Joined Yasuda Trust & Banking Co., Ltd. (Current Mizuho Trust & Banking Co., Ltd.)</p> <p>1991 April Joined the Finance Dept. of the Sony Corporation (Current Sony Group Corporation)</p> <p>2000 May Joined Monex, Inc. CFO</p> <p>2003 November Joined the Finance Dept. of the Sony Corporation (Current Sony Group Corporation)</p> <p>2014 April VP, Senior General Manager, Finance Dept. of the same company</p> <p>2016 June Corporate Executive, Finance, of the same company</p> <p>2019 May Senior Vice President in charge of Finance Project, of the same company</p> <p>2020 June Outside Director of IMAGICA GROUP Inc. (current position)</p> <p>2021 June Executive officer and CFO, H.U. Group Holdings, Inc. (current position)</p> <p>Director, SRL, Inc. (current position)</p> <p>Director, Fujirebio Holdings, Inc. (current position)</p> <p>Director, Fujirebio Inc. (current position)</p> <p>Director, H.U. Frontier, Inc. (current position)</p> <p>Important concurrent positions: Executive Officer and CFO, H.U. Group Holdings, Inc. Director, SRL, Inc. Director, Fujirebio Holdings Inc. Director, Fujirebio Inc. Director, H.U. Frontier, Inc.</p>	1,127 shares
<p>Reasons for being a candidate for Director: With a wealth of experience as a finance manager at various companies including Sony (Co, Ltd), she has a high level of financial insight into Japanese companies that promote global business. She was selected as an Outside Director candidate because it is expected that she will be able to supervise important decisions in the management of the company from an objective standpoint independent of the business executives.</p>			

Notes

1. No special interests exist between any of the candidates and our company.
2. The number of our shares owned shows the number of real shares, including each individual's holdings in the Imagica Group executive shareholding association.
3. Candidate for Director Atsuko Murakami is a candidate for Outside Director.
4. Atsuko Murakami, a candidate for Director, is currently an Outside Director of this company. A contract has been established between her and this company based on the stipulations of Article 427 Paragraph 1 of the Companies Act with the liability limited to the minimum liability limit stipulated in Article 425 Paragraph 1 of that act concerning liability for damages under Article 423 Paragraph 1 of that act. Plans are to continue that contract if she takes the position of a director. Her term of office as an Outside Director of the company

will be two years from the conclusion of the General Shareholders Meeting.

In addition, the company will designate her as an independent officer based on the provisions of the Tokyo Stock Exchange and report this to that exchange. If she is reappointed, plans are for her to continue to be an independent officer.

5. Our company has a contract with an insurance company for executive liability insurance as stipulated in Article 430-3 Paragraph 1 of the Companies Act. This insurance contract pays for damages, dispute costs etc. incurred to the insured due to a claim for compensation for damage arising from actions (or lack of action) taken by the insured as a Director in the course of their duties. It should be noted that by excluding cover for damages to a director who themselves committed bribery or other criminal acts or who intentionally committed illegal acts, we have taken measures to prevent impairment in the appropriateness of the execution of duties by directors. Each candidate who becomes a Director will become an insured person under the insurance contract and plans are to renew the insurance contract during their terms of office.

6. In order to ensure the diversity of the Board of Directors and to have it fulfill its roles and responsibilities effectively, the Company uses certain criteria for selecting directors, including highly specialized knowledge and abundant experience in each specialized field in addition to excellent character and insight.

If Proposal No. 2 of this general meeting of shareholders is approved as originally proposed, the skills of each director, including the incumbent director, will be as follows.

Full Name		Corporate Management	Financial accounting	Legal affairs Risk management	Global experience	Diversity	Personnel work	M&A/ Business revitalization	Sales/ Marketing	Imaging Business
Director	Fumio Nagase	●			●			●	●	●
	Nobuo Fuse	●							●	●
	Masakazu Morita	●	●		●		●	●		●
	Shunjiro Nagase	●			●			●	●	●
	Atsuko Murakami	●	●		●	●				●
Director /Audit and Supervisory Committee Member	Jun Ando	●	●				●			●
	Osamu Chiba			●					●	
	Taketo Yamakawa	●			●			●	●	

END