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(Securities Code: 2410)

November 25, 2022

To our shareholders:

Hiromi Tada,
Chairman and CEO
Career Design Center Co., Ltd.
21-20 Akasaka 3-chome, Minato-ku, Tokyo

Notice of the 31st Annual General Meeting of Shareholders

We are pleased to announce the 31st Annual General Meeting of Shareholders of Career Design Center Co., Ltd. (the “Company”), which will be held as indicated below.

In order to prevent the spread of infections with the novel coronavirus disease (COVID-19), on the day of the meeting, we will shorten the explanation of the matters to be reported more than usual with seats being placed with sufficient space from each other. We request shareholders to exercise their voting rights in advance in writing or via the internet, etc. if at all possible, and that shareholders who will attend the meeting consider measures such as wearing face masks.

If you wish to exercise your voting rights in advance in writing or via the internet, etc., please review the Reference Documents for General Meeting of Shareholders mentioned below and exercise your voting rights by 5:45 p.m. on Thursday, December 15, 2022 (JST), following the instructions provided below.

We would like to thank you all for your understanding as these measures are taken out of consideration for the health of our shareholders.

- 1. Date and Time:** Friday, December 16, 2022, at 11:00 a.m. (Reception starts at 10:30 a.m.) (JST)
- 2. Venue:** Banquet Room Orizuru Sho, The Main Bldg. Arcade Floor/B1 Floor, Hotel New Otani
4-1 Kioi-cho, Chiyoda-ku, Tokyo

The provision of gifts and other items to attendees has been cancelled once again this fiscal year from the perspective of preventing the spread of infection. Thank you for your understanding.

3. Purpose of the Meeting

Matters to be reported

1. The Business Report for the 31st fiscal year (from October 1, 2021 to September 30, 2022)
2. The Non-consolidated Financial Statements for the 31st fiscal year (from October 1, 2021 to September 30, 2022)

Matters to be resolved

- | | |
|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Amendment to the Articles of Incorporation |
| Proposal No. 3 | Election of Eight Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| Proposal No. 4 | Election of Financial Auditor |

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1. When you attend the meeting, you are kindly requested to present the enclosed voting form at the reception.
The reception desk opens at 10:30 a.m. on the day.
 2. If any amendments are made to the Reference Documents for General Meeting of Shareholders, the Business Report, and Non-consolidated Financial Statements, such amendments will be posted on the Company’s website (URL: <https://cdc.type.jp/ir/>; Japanese only).
 3. Please be aware that in consideration of the impact of COVID-19, there will be no souvenirs at this year’s general meeting of shareholders.

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company recognizes the return of profit to its shareholders as an important issue, and it maintains a basic policy of distributing profits in line with the operating results, while comprehensively considering the necessity of enhancing internal reserves, the Company's financial position and other factors.

For the fiscal year under review, the Company proposes to pay a year-end dividend as follows, by comprehensively considering the business performance, financial position, etc. of the Company during the fiscal year:

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and aggregate amount thereof
The Company proposes to pay a dividend of ¥45 per common share of the Company. (of which, an ordinary dividend is ¥40 and a special dividend is ¥5)
In this event, the total dividends will be ¥248,218,290.
- (3) Effective date of dividends of surplus
The effective date of dividends will be December 19, 2022.

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reason for proposal

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) went into effect on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in accordance with the introduction of the system for providing informational materials for the General Meeting of Shareholders in electronic format.

- (1) Article 14 (Measures, etc. for Providing Information in Electronic Format), paragraph 1 in “Proposed Amendments” below shall be newly established, as the Articles of Incorporation are required to stipulate that the Company shall take measures for providing information that constitutes the content of Reference Documents for General Meeting of Shareholders, etc. in electronic format.
- (2) Article 14 (Measures, etc. for Providing Information in Electronic Format), paragraph 2 in “Proposed Amendments” below shall be newly established to allow the Company to limit the scope of items to be included in the paper-based documents to be delivered to shareholders who have requested delivery of paper-based documents, among the items for which the measures for providing information that constitutes the content of Reference Documents for General Meeting of Shareholders, etc. in electronic format is taken, to the scope specified by the Ministry of Justice Order.
- (3) If the system for providing informational materials for the General Meeting of Shareholders in electronic format is introduced, Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation will no longer be required, so they will be deleted.
- (4) Supplementary Provisions concerning the effect of the provisions to be deleted above are to be established. These Supplementary Provisions shall be deleted after the expiration date.

2. Details of the amendments

The details of the amendments are as follows:

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>When the Company convenes a General Meeting of Shareholders, if it discloses information that is to be stated or presented in the Reference Documents for General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>Article 14 (Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>(i) When the Company convenes a General Meeting of Shareholders, it shall take measures for providing information that constitutes the content of Reference Documents for General Meeting of Shareholders, etc. in electronic format.</u></p> <p><u>(ii) Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>Supplementary Provisions</p> <p>Article 1 (Transitional Measures Regarding Exemption of Audit & Supervisory Board Members From Liability)</p> <p>Article 40 of the Articles of Incorporation, as in effect before the amendments effective by the resolution of the 30th Annual General Meeting of Shareholders, is still in effect only as regards the exemption of outside Audit & Supervisory Board Member (including former outside Audit & Supervisory Board Members) from liability for conducts falling under Article 423, paragraph (1) of the Companies Act which carried out before the conclusion of said Annual General Meeting of Shareholders.</p> <p>(Newly established)</p>	<p>Supplementary Provisions</p> <p>Article 1 (Unchanged)</p> <p><u>Article 2 (Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <p>(i) <u>Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective for any General Meeting of Shareholders held on a date within six months from September 1, 2022.</u></p> <p>(ii) <u>This Article shall be deleted on the date when six months have elapsed from September 1, 2022, or three months have elapsed from the date of the General Meeting of Shareholders in the preceding paragraph, whichever is later.</u></p>

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

The terms of office of all eight Directors will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of eight Directors (excluding, however, Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal). This proposal has passed through deliberation and reporting by the Nomination and Remuneration Committee whose majority is comprised of independent outside Directors. The Company's Audit and Supervisory Committee has no matters of special note to report.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibility in the Company	
1	Hiromi Tada	Chairman and CEO	Reelection
2	Tomohiko Kawakami	Senior Managing Director in charge of Tenshoku Agent Business Unit	Reelection
3	Mitsuteru Nakamura	Senior Managing Director in charge of IT Worker Dispatch Business Unit	Reelection
4	Yusuke Kayama	Managing Director in charge of Media Information Business Unit	Reelection
5	Yutaka Nishiyama	Managing Director in charge of Corporate Planning	Reelection
6	Shinichi Ozawa	Director in charge of Personnel Labor Management	Reelection
7	Yoshiyuki Wada	Outside Director	Reelection Outside Independent
8	Tetsuo Saitou	Outside Director	Reelection Outside Independent

Reelection : Candidate for Director to be reelected

Outside : Candidate for outside Director

Independent : Independent officer registered with the securities exchange

Candidate No. 1
Hiromi Tada

Reelection

Member of Nomination and Remuneration Committee

Date of birth

July 2, 1947

Number of the Company's shares owned

1,176,234

Attendance at Board of Directors meetings

14/14

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

January 1977	Joined Japan Recruit Center Co., Ltd. (currently Recruit Holdings Co., Ltd.)
August 1986	Director of Japan Recruit Center Co., Ltd.
July 1993	CEO upon establishment of the Company
October 2006	Chairman and CEO of the Company (current position)
October 2013	Director of Career Design IT Partners Co., Ltd.
March 2018	Chairman of Career Design IT Partners Co., Ltd.

Reasons for nomination as candidate for Director

He is the founder of the Company and has extensive knowledge of corporate management, and based on his performance as the Company's CEO, the Company renominates him as a candidate for Director.

Candidate No. 2
Tomohiko Kawakami

Reelection

Date of birth

September 21, 1970

Number of the Company's shares owned

72,569

Attendance at Board of Directors meetings

14/14

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

April 1994	Joined Daiwa House Industry Co., Ltd.
February 1998	Joined the Company
July 2002	General Manager of Sales Department of the Company
November 2002	Deputy General Manager of Career Sales Bureau of the Company
September 2003	General Manager of Career Sales Bureau of the Company
January 2005	Director, General Manager of Sales Division of the Company
October 2005	Managing Director, General Manager of Sales Division of the Company
October 2006	Senior Managing Director, General Manager of Career Information Business Unit of the Company
December 2008	Senior Managing Director, General Manager of Career Information Business Unit and General Manager of Recruiting Agency Business Unit of the Company
October 2009	Representative Director and Vice President, General Manager of Career Information Business Unit and General Manager of Recruiting Agency Business Unit of the Company
April 2010	Representative Director and Vice President, General Manager of Career Information Business Unit of the Company
October 2010	Representative Director and Vice President, General Manager of Recruiting Agency Business Unit and General Manager of IT Worker Dispatch Business Unit of the Company
October 2011	Representative Director and Vice President, General Manager of IT Worker Dispatch Business Unit of the Company
October 2013	Representative Director and Vice President of the Company CEO of Career Design IT Partners Co., Ltd.
January 2014	Director of the Company
September 2018	Director in charge of Media Sales Division of the Company
August 2019	Director in charge of Tenshoku Agent Business Unit of the Company
October 2019	Senior Managing Director in charge of Tenshoku Agent Business Unit of the Company (current position)

Reasons for nomination as candidate for Director

As a Director of the Company, he contributes to the Company's performance in the Company's Tenshoku Agent Business Unit. Therefore, the Company renominates him as a candidate for Director.

Candidate No. 3
Mitsuteru Nakamura

Reelection

Date of birth

April 2, 1973

Number of the Company's shares owned

6,572

Attendance at Board of Directors meetings

13/14

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

April 1996	Joined Sekisui House, Ltd.
April 1999	Joined the Company
April 2008	General Manager of Fair Promotion Department of the Company
July 2012	General Manager of Fair Promotion Department and General Manager of New Graduate Media Sales Department of the Company
July 2014	General Manager of Fair Promotion Bureau, and General Manager of New Graduate Media Sales Bureau of the Company
January 2016	General Manager of Business Promotion Bureau of Career Design IT Partners Co., Ltd.
March 2018	Director, in charge of Business Management of Career Design IT Partners Co., Ltd.
January 2020	Managing Director, in charge of Business Management of Career Design IT Partners Co., Ltd.
December 2020	Director of the Company
October 2021	Managing Director in charge of IT Worker Dispatch Business Unit of the Company
October 2022	Senior Managing Director in charge of IT Worker Dispatch Business Unit of the Company (current position)

Reasons for nomination as candidate for Director

As a Director of the Company, he contributes to the Company's performance in the Company's IT Worker Dispatch Business Unit. Therefore, the Company renominates him as a candidate for Director.

Candidate No. 4
Yusuke Kayama

Reelection

Date of birth

April 28, 1978

Number of the Company's shares owned

6,375

Attendance at Board of Directors meetings

13/14

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

April 2001	Joined Kinki Nippon Tourist Co., Ltd.
October 2002	Joined the Company
October 2008	General Manager of Career Sales Department of the Company
October 2012	General Manager of Career Sales Bureau of the Company
July 2013	General Manager of Career Sales Administration Bureau of the Company
October 2013	General Manager of Career Sales Division of the Company
December 2014	Director, General Manager of Career Sales Division of the Company
October 2015	Director, General Manager of Media Sales Division of the Company
October 2020	Managing Director in charge of Media Information Business Unit of the Company (current position)

Reasons for nomination as candidate for Director

As a Director of the Company, he contributes to the Company's performance in the Company's Media Information Business Unit. Therefore, the Company renominates him as a candidate for Director.

Candidate No. 5
Yutaka Nishiyama

Reelection

Date of birth

December 24, 1982

Number of the Company's shares owned

15,776

Attendance at Board of Directors meetings

14/14

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

April 2005	Joined the Company
October 2011	General Manager of Corporate Planning Department of the Company
October 2012	General Manager of Corporate Planning Division of the Company
December 2012	Director, General Manager of Corporate Planning Bureau of the Company
December 2016	Director of Career Design IT Partners Co., Ltd.
October 2020	Director in charge of Corporate Planning of the Company
October 2021	Managing Director in charge of Corporate Planning of the Company (current position)

Reasons for nomination as candidate for Director

As a Director of the Company, he is involved in the administration of the Company and contributes to the Company's performance. Therefore, the Company renominates him as a candidate for Director.

Candidate No. 6
Shinichi Ozawa

Reelection

Date of birth

January 2, 1979

Number of the Company's shares owned

5,418

Attendance at Board of Directors meetings

14/14

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

July 2001	Joined Hoxsinshohin Co., Ltd (currently Hoxsinbussan Co., Ltd)
August 2005	Joined RICOH ENGINEERING COMPANY, LTD. (currently RICOH CREATIVE SERVICE COMPANY, LTD.)
October 2006	Joined the Company
October 2012	General Manager of Personnel and General Affairs Department of the Company
October 2016	General Manager of Personnel and General Affairs Bureau of the Company
October 2019	Deputy General Manager of Personnel and General Affairs Bureau of the Company
December 2020	Director in charge of Personnel Labor Management of the Company (current position)

Reasons for nomination as candidate for Director

As a Director of the Company, he is involved in the administration of the Company and contributes to the Company's performance. Therefore, the Company nominates him as a candidate for Director.

Candidate No. 7
Yoshiyuki Wada

Reelection
Outside
Independent

Chairman of Nomination and Remuneration Committee

Date of birth

March 2, 1951

Number of the Company's shares owned

11,871

Attendance at Board of Directors meetings

14/14

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

April 1974	Joined Coopers & Lybrand Japan
June 1977	Joined Chuo Audit Corporation
September 1978	Registered as a certified public accountant
June 1988	Senior Partner of Chuo Audit Corporation
July 2000	General Manager of Business Development Division of ChuoAoyama Audit Corporation
May 2003	Executive Board Member in charge of business development of ChuoAoyama Audit Corporation
August 2007	Senior Partner of Grant Thornton Taiyo ASG (currently Grant Thornton Taiyo LLC)
September 2014	Audit & Supervisory Board Member of Zero Co., Ltd.
October 2014	Supervisory Director of Kenedix Retail REIT Corporation
June 2015	Director of Forval Telecom, Inc. (current position)
December 2015	Outside Director of the Company (current position)
June 2016	Director of VIVA HOME CORPORATION
August 2016	Representative of Wada Accounting Office (current position)
September 2017	Director of Zero Co., Ltd. (current position)
April 2021	Outside Audit & Supervisory Board Member of KURIBAYASHI STEAMSHIP Co., Ltd. (current position)

Reasons for nomination as candidate for outside Director and overview of expected roles

As a certified public accountant, he has extensive experience and knowledge based on his audits at an audit corporation and he is expected to enhance the Company's governance system and to provide advice on overall management. Therefore, the Company renominates him as a candidate for outside Director.

Candidate No. 8
Tetsuo Saitou

Reelection
Outside
Independent

Member of Nomination and Remuneration Committee

Date of birth

March 25, 1954

Number of the Company's shares owned

1,935

Attendance at Board of Directors meetings

14/14

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

April 1977	Joined Tokyo Stock Exchange (currently Japan Exchange Group, Inc.)
May 1997	Representative Director of Work Two Co., Ltd. (current position)
April 2006	Audit & Supervisory Board Member of Arax Co., Ltd. (current position)
May 2009	Audit & Supervisory Board Member of DD Holdings Co., Ltd. (current position)
June 2012	Audit & Supervisory Board Member of DM Solutions Co., Ltd. (current position)
December 2015	Outside Director of the Company (current position)
March 2016	Director of OTSUKA CORPORATION (current position)

Reasons for nomination as candidate for outside Director and overview of expected roles

In addition to serving as a listing examiner at Tokyo Stock Exchange, Inc., he has extensive experience related to operation of listed companies and he is expected to enhance the Company's governance system and to provide advice on overall management. Therefore, the Company renominates him as a candidate for outside Director.

- Notes:
1. The number of the Company's shares owned by each candidate indicates the number of shares owned as of the end of the fiscal year under review (September 30, 2022). Moreover, the number includes their shareholdings in the Career Design Center Officers' Shareholding Association.
 2. There is no special interest between any of the candidates and the Company.
 3. Yoshiyuki Wada and Tetsuo Saitou are candidates for outside Director.
 4. Yoshiyuki Wada and Tetsuo Saitou are currently outside Directors of the Company. At the conclusion of this meeting, their tenure as outside Directors will have been seven years.
 5. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Yoshiyuki Wada and Tetsuo Saitou to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If the reelection of Yoshiyuki Wada and Tetsuo Saitou is approved, the Company plans to renew the aforementioned agreements with them.
 6. The Company has submitted notifications to Tokyo Stock Exchange, Inc. that Yoshiyuki Wada and Tetsuo Saitou have been appointed as independent officers as provided for by the aforementioned exchange. If their reelections are approved, the Company plans for their appointment as independent officers to continue.
 7. The Company has entered into a directors and officers liability insurance policy with an insurance company, and each candidate, excluding outside Directors, is insured under the policy. In addition, the Company plans to renew the policy with the same terms when the policy is renewed.

(Reference) Skills Matrix of the Board of Directors (at the conclusion of this General Meeting of Shareholders)
The following is a list of the abilities and experience possessed by the Company's Directors.

Name	Position in the Company		Independent officer	Nomination and Remuneration Committee	Skills (knowledge, experience and abilities)						
					Corporate management	Industry knowledge	Business	Human resources	Financial accounting	Risk management	ESG
Hiromi Tada	Chairman and CEO			●	●	●	●	●	●	●	●
Tomohiko Kawakami	Senior Managing Director				●	●	●				
Mitsuteru Nakamura	Senior Managing Director				●	●	●				
Yusuke Kayama	Managing Director					●	●				
Yutaka Nishiyama	Managing Director					●		●	●	●	
Shinichi Ozawa	Director					●		●	●		
Ryohei Kikuchi	Director	Full-Time Audit and Supervisory Committee Member				●			●	●	
Yoshiyuki Wada	Outside Director		●	● (Chairman)				●	●	●	
Tetsuo Saitou	Outside Director		●	●					●	●	
Takashi Sugawara	Outside Director	Audit and Supervisory Committee Member	●					●	●	●	
Haruhiko Minami	Outside Director	Audit and Supervisory Committee Member	●		●				●	●	

Skills	Corporate management	Knowledge, experience and abilities in corporate management
	Industry knowledge	Knowledge, experience and abilities related to human resources business
	Business	Knowledge, experience and abilities related to business operations
	Human resources	Knowledge, experience and abilities related to human resources and human resource development
	Financial accounting	Knowledge, experience and abilities related to finance, accounting and taxation
	Risk management	Knowledge, experience and abilities related to risk management and compliance
	ESG	Knowledge, experience and abilities related to ESG and sustainability

Proposal No. 4 Election of Financial Auditor

The term of office of Ernst & Young ShinNihon LLC, the Company's Financial Auditor, will expire at the conclusion of this Annual General Meeting of Shareholders, and the Company therefore requests your approval for the appointment of Grant Thornton Taiyo LLC as the new Financial Auditor based on the decision of the Audit and Supervisory Committee.

The reasons for the Audit and Supervisory Committee's selection of Grant Thornton Taiyo LLC as a candidate for Financial Auditor are that the firm has expertise, independence, economy, and audit quality as a Financial Auditor appropriate for the scale of the Company's business, has an appropriate audit plan and audit system, and has established a system to ensure that the financial audit is conducted appropriately and properly.

The candidate for Financial Auditor is as follows:

(As of September 30, 2022)

Name	Grant Thornton Taiyo LLC		
Location of office	Principal office	Akasaka K-tower 22F, 1-2-7 Motoakasaka, Minato-ku, Tokyo	
Summary	Number of employees	Senior Partners/Partners	92
		Specified Partners	4
		Certified Public Accountants	291
		Persons who passed the Certified Public Accountant Examination	259
		Other professionals	178
		Administrative staff	92
		Contract staff	195
		Total	1,111
		Number of companies involved in audits under the Financial Instruments and Exchange Act and the Companies Act	324
Company history	September 1971	Taiyo Audit Corporation established	
	October 1994	Joined Grant Thornton International Ltd.	
	January 2006	Merged with ASG Audit Corporation to form Grant Thornton Taiyo ASG	
	July 2008	Transitioned to a limited liability organization form and became Grant Thornton Taiyo ASG LLC	
	July 2012	Merged with Eisho Audit Corporation	
	October 2013	Merged with Kasumigaseki Audit Corporation	
	October 2014	Changed its name to Grant Thornton Taiyo LLC	
	July 2018	Merged with YUSEI Audit & Co.	