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(Securities Code: 4809)

December 1, 2022

To Shareholders:

2-5-1, Atago, Minato-ku, Tokyo

Paraca Inc.

So Naito, Representative Director

## NOTICE OF THE 26TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 26th Annual General Meeting of Shareholders of Paraca Inc. (the “Company”). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights.

[Exercising Voting Rights in Writing]

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it arrives by 6 p.m. on Thursday, December 15, 2022.

[Exercising Voting Rights via the Internet]

Please refer to the “Guide to Exercising Voting Rights via the Internet” and follow the instructions on the screen to indicate your approval or disapproval of the proposals by 6 p.m. on Thursday, December 15, 2022.

1. Date and Time: Friday, December 16, 2022 at 10 a.m.
2. Place: Tokyo Midtown Conference Room 7, Midtown Tower 4F  
9-7-1, Akasaka, Minato-ku, Tokyo
3. Meeting Agenda:  
Matters to be reported: The Business Report and Non-consolidated Financial Statements for the Company’s 26th Fiscal Year (October 1, 2021 to September 30, 2022)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Partial Amendments to the Articles of Incorporation

Proposal 3: Election of Three (3) Audit & Supervisory Board Members

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

End

\*Information regarding measures against COVID-19

- If you plan to attend the meeting, please take care of your health and make sure you are in good condition on the day of the meeting.
- The business briefing session will be canceled.
- We may ask you to check your body temperature and wear a mask at the entrance of the venue.
- To secure enough space between the seats at the venue, we may allow entry on a first-come, first-served basis and limit the number of people entering the venue.

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Should the Reference Documents for the General Meeting of Shareholders, the Business Report, and the Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.paraca.co.jp/>).

Among the documents to be provided with this notice, "Company Structure and Policy" of the Business Report and "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" of the Non-consolidated Financial Statements are provided on the Company's website (<https://www.paraca.co.jp/>) in accordance with laws and regulations and Article 12 of the Articles of Incorporation and not provided in the documents provided with this notice. The Non-consolidated Financial Statements provided with this notice are part of documents audited at the time of preparation of the Accounting Audit Report by Accounting Auditors and the Audit Report by the Audit & Supervisory Board.

## Reference Documents for the General Meeting of Shareholders

### Proposals and reference matters

#### Proposal 1: Appropriation of Surplus

The Company has set a basic policy to distribute profits to shareholders while balancing it with reinvestment based on the capital efficiency, financial soundness, and investment environment, in order to achieve sustainable growth and improve corporate value in the medium-to-long term. Under such policy, the Company proposes to pay the following year-end dividends as follows.

(1) Type of dividend property

Cash

(2) Allotment of dividend property to shareholders and the total amount

62 yen per common share of Company stock

Total amount: 635,414,564 yen

(3) Effective date of dividends of surplus

December 19, 2022

## Proposal 2: Partial Amendments to the Articles of Incorporation

### 1. Reasons for the proposal

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) were enforced on September 1, 2022, and a system for electronic provision of materials for the general meeting of shareholders was introduced. Accordingly, the Company proposes to make the following amendments to its Articles of Incorporation.

- (1) Article 12 (Measures, etc. for Electronic Provision), paragraph 1 will be newly established in accordance with the obligation to stipulate measures for electronic provision of information contained in the reference documents for the general meeting of shareholders, etc. in the Articles of Incorporation.
- (2) Article 12 (Measures, etc. for Electronic Provision), paragraph 2 will be newly established to limit the scope of matters to be stated in paper documents delivered to shareholders who request their delivery, among the matters included in the reference documents for the general meeting of shareholders, etc. to be provided electronically, to the scope stipulated by the ordinances of the Ministry of Justice.
- (3) The provisions of Article 12 (Online 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 after the introduction of the system for electronic provision of materials for the general meeting of shareholders and will be deleted.
- (4) Supplementary provisions will be provided regarding the effective date, etc. of the aforementioned deletion of provisions. These supplementary provisions will be deleted after their expiration date.

2. Details of the amendments

Details of the amendments are as follows.

(Amendments are underlined)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Online Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc.)</u></p> <p><u>Article 12</u> <u>The Company, when convening a general meeting of shareholders, may deem that it has provided shareholders with information that should be described or presented in the reference documents for general meetings of shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements by disclosing such information through the Internet, in accordance with ordinances of the Ministry of Justice.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>(Measures, etc. for Electronic Provision)</u></p> <p><u>Article 12</u> <u>The Company, when convening a general meeting of shareholders, shall provide information contained in the reference documents for the general meeting of shareholders in electronic format.</u></p> <p><u>2</u> <u>The Company shall not be required to describe all or a part of matters to be provided electronically which are stipulated by ordinances of the Ministry of Justice, in paper documents delivered to shareholders who request such delivery by the record date for exercising the voting rights.</u></p>
(Newly established)	<p><u>(Supplementary provisions)</u></p> <p><u>(Transitional measures for electronic provision of materials for the general meeting of shareholders)</u></p>
(Newly established)	<p><u>Article 1</u> <u>Article 12 (Online Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc.) will remain effective for the general meeting of shareholders to be held within six months from September 1, 2022.</u></p> <p><u>2</u> <u>The provisions of this Article will be deleted on the day when six months have passed from September 1, 2022 or when three months have passed from the date of the general meeting of shareholders described in the preceding paragraph, whichever is later.</u></p>



Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions, and positions at the Company	Number of shares of the Company held
2	[Reappointment] [Outside] [Independent] Shusuke Endo (November 6, 1964)	<p>Apr. 1989      Joined Ota Showa Audit Corporation (present Ernst &amp; Young ShinNihon LLC)</p> <p>Aug. 1991      Registered as Certified Public Accountant</p> <p>Oct. 1993      Joined Business Brain Showa-Ota Inc.</p> <p>Apr. 1997      Established Endo Certified Public Accountant Office; Representative</p> <p>Feb. 2002      Representative Director and President, Elzeus Co., Ltd. (present)</p> <p>June 2013      Partner, Shinjyuku Audit Corporation</p> <p>Dec. 2014      Audit &amp; Supervisory Board Member, the Company (present)</p> <p>Jan. 2020      Representative Director and President, Logicost Inc. (present)</p>	4,000 shares
(Significant concurrent positions)			
<p>Representative Director and President, Elzeus Co., Ltd.</p> <p>Representative Director and President, Logicost Inc.</p>			
(Reasons for nomination as candidate for Outside Audit & Supervisory Board Member)			
<p>Mr. Endo currently advises the Company to ensure validity and appropriateness of decision-making at the Board of Directors and Audit &amp; Supervisory Board from the professional viewpoint as Certified Public Accountant. The Company therefore proposes his reappointment as Audit &amp; Supervisory Board Member.</p>			



Candidate No.	Name (Date of birth)	Career summary, significant concurrent positions, and positions at the Company	Number of shares of the Company held
3	[Reappointment] [Outside] [Independent] Hayao Hora (November 1, 1947)	<p>July 1971      Joined Ministry of Transport</p> <p>July 2001      Director-General, Road Transport Bureau, Ministry of Land, Infrastructure, Transport and Tourism</p> <p>July 2003      Vice-Minister, Ministry of Land, Infrastructure, Transport and Tourism</p> <p>Aug. 2005      Left Ministry of Land, Infrastructure, Transport and Tourism</p> <p>Oct. 2007      Full-time Adviser, All Nippon Airways Co., Ltd. (present ANA Holdings Inc.)</p> <p>June 2011      Representative Director, Senior Executive Vice President, All Nippon Airways Co., Ltd. (present ANA Holdings Inc.)</p> <p>Apr. 2014      Full-time Adviser, ANA Holdings Inc.</p> <p>Dec. 2018      Audit &amp; Supervisory Board Member, the Company (present)</p> <p>Feb. 2020      Representative Director, President and Executive Officer, Skymark Airlines Inc. (present)</p>	1,200 shares
(Significant concurrent positions) Representative Director, President and Executive Officer, Skymark Airlines Inc.			
(Reasons for nomination as candidate for Outside Audit & Supervisory Board Member) Mr. Hora has served many years at the Ministry of Land, Infrastructure, Transport and Tourism and, after retirement, worked as executive at business companies. He possesses rich experience and extensive insight. He currently advises the Company to ensure validity and appropriateness of decision-making at the Board of Directors and Audit & Supervisory Board. The Company therefore proposes his reappointment as Audit & Supervisory Board Member.			

- (Notes)
1. Mr. Shusuke Endo and Mr. Hayao Hora are candidates for Outside Audit & Supervisory Board Members.
  2. There is no special interest between each candidate and the Company.
  3. The Company has entered into a limited liability agreement with Mr. Satoru Hirotsawa, Mr. Shusuke Endo, and Mr. Hayao Hora to limit their liabilities for damages under Article 423, paragraph 1 of the Companies Act to the minimum liability amount specified in Article 425, paragraph 1 of the Companies Act. If their reappointment is approved, the Company plans to renew the limited liability agreement.
  4. Mr. Shusuke Endo is currently Outside Audit & Supervisory Board Member at the Company, and his term of office will be eight (8) years at the conclusion of this Annual General Meeting of Shareholders.

5. Mr. Hayato Hora is currently Outside Audit & Supervisory Board Member at the Company, and his term of office will be four (4) years at the conclusion of this Annual General Meeting of Shareholders.
6. The Company has registered Mr. Shusuke Endo and Mr. Hayato Hora with the Tokyo Stock Exchange as independent officers specified by the exchange.
7. The Company has entered into a directors' and officers' liability insurance contract pursuant to provisions of Article 430-3, paragraph 1 of the Companies Act with an insurance company and shall cover liabilities for damages, costs of lawsuits, etc. incurred by the insured due to claims for damages arising from acts done by the insured, including Audit & Supervisory Board Members of the Company, as part of their duties (excluding criminal acts, etc.) with the insurance contract. If the candidates are appointed as Audit & Supervisory Board Members, they will be included in the insured of the insurance contract. The Company plans to renew the insurance contract with the same details at the next renewal.

Proposal 4: Election of one (1) Substitute Audit & Supervisory Board Member

To prepare for the event that the number of Audit & Supervisory Board Members falls below the number required by laws and regulations, the Company proposes the election of one (1) Substitute Audit & Supervisory Board Member in advance under provisions of Article 329, paragraph 3 of the Companies Act.

The effectiveness of the election of Substitute Audit & Supervisory Board Member may be canceled based on resolution of the Board of Directors and with the consent of the Audit & Supervisory Board, provided that such cancellation occurs prior to the assumption of office. The candidate is as follows. The Company has obtained approval for this proposal from the Audit & Supervisory Board.

Name (Date of birth)	Career summary, significant concurrent positions, and positions at the Company	Number of shares of the Company held	
Kentaro Shibata (June 23, 1975)	Oct. 2001	Registered as attorney; T. Hasegawa & Co., Law Offices	—
	Oct. 2006	Nagashima Ohno & Tsunematsu	
	Feb. 2014	Established Shibata, Suzuki & Nakada; Partner (present)	
	Oct. 2015	Supervisory Director, LaSalle Logiport REIT (present)	
	Aug. 2017	Outside Director, Towa Engineering Corporation (present)	
	Mar. 2021	Outside Director, Ise Chemicals Corporation (present)	
(Significant concurrent positions)			
Attorney-at-Law, Shibata, Suzuki & Nakada Supervisory Director, LaSalle Logiport REIT Outside Director, Towa Engineering Corporation Outside Director, Ise Chemicals Corporation			
(Reasons for nomination as candidate for Substitute Audit & Supervisory Board Member)			
Mr. Shibata possesses rich experience and expert knowledge as attorney-at-law. The Company expects him to reflect them in audit of the Company as Outside Audit & Supervisory Board Member and proposes his election as Substitute Audit & Supervisory Board Member.			
Mr. Shibata has never been involved in corporate management except by serving as outside officer, but the Company judges that he can appropriately perform duties as Outside Audit & Supervisory Board Member for the above reasons.			

- (Notes)
1. Mr. Kentaro Shibata is a candidate for Substitute Audit & Supervisory Board Member.
  2. There is no special interest between Mr. Kentaro Shibata and the Company.
  3. If Mr. Kentaro Shibata is appointed as Audit & Supervisory Board Member, the Company plans to enter into a limited liability agreement with him to limit his liabilities for damages under Article 423, paragraph 1 of the Companies Act to the minimum liability amount specified in Article 425, paragraph 1 of the Companies Act.

4. Mr. Kentaro Shibata meets the requirements for independent officer specified by the Tokyo Stock Exchange. If Mr. Kentaro Shibata is appointed as Audit & Supervisory Board Member, the Company plans to register him as independent officer with the Tokyo Stock Exchange.
5. The Company has entered into a directors' and officers' liability insurance contract pursuant to provisions of Article 430-3, paragraph 1 of the Companies Act with an insurance company and shall cover liabilities for damages, costs of lawsuits, etc. incurred by the insured due to claims for damages arising from acts done by the insured, including Audit & Supervisory Board Members of the Company, as part of their duties (excluding criminal acts, etc.) with the insurance contract. If Mr. Kentaro Shibata is appointed as Audit & Supervisory Board Member, he will be included in the insured of the insurance contract. The Company plans to renew the insurance contract with the same details at the next renewal.

End