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(Stock Exchange Code 3913)

March 8, 2023

(Date of commencing electronic provision: March 1, 2023)

To our shareholders

2-3-1 Shinkawa, Chuo-ku, Tokyo

sMedio, Inc.

President: Sadanori Iwamoto

NOTICE OF THE 16TH ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 16th Annual Shareholders' Meeting of the Company will be held as specified below.

The Company has provided materials for this Annual Shareholders' Meeting electronically on the following website as "Notice of the 16th Annual Shareholders' Meeting" to include the matters to be provided electronically.

Access the following website, select "IR information" and then "Disclosure information list" to find the matters.

The Company's website

<https://www.smedio.co.jp/en/index.html>

In addition to the above, the matters to be provided electronically are also available on the following website.

Enter "sMedio" in "Issue name (company name)" or "3913 (in half-width characters)" in the stock exchange "Code," select "Basic information," and then "Documents for public inspection/PR information" to find the matters.

Tokyo Stock Exchange Listed Company Search

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

To prevent the spread of the new coronavirus infection, we kindly urge you to please refrain from attending the meeting if it is at all possible. Instead of attending the Meeting in person, you may exercise your voting rights in writing. After reviewing the Documents for Reference for the Annual Shareholders' Meeting included in the matters to be provided electronically, please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it to the Company so that it arrives no later than 6:30 p.m. on Wednesday, March 22, 2023, Japan time.

Notice of Meeting

- 1. Date:** Thursday, March 23, 2023 at 10:00 a.m. Japan time
(Reception starts at 9:30 a.m. Japan time)
- 2. Place:** Conference Room 701 (7F) at Tekko Kaikan
3-2-10 Nihonbashi-Kayabacho, Chuo-ku, Tokyo, Japan
- 3. Objectives of Meeting:**
(Matters to Report)
 1. Business Report, Consolidated Financial Statements for the Company's 16th period (January 1, 2022 to December 31, 2022) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 16th period (January 1, 2022 to December 31, 2022)
(Proposals)
 1. Election of Three (3) Directors
 2. Election of Three (3) Auditors

1. When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
2. If no approval or disapproval is made on the Voting Rights Exercise Form for any of the proposals, it will be treated as an indication of approval.
3. The following matters are not included in the written documents sent to shareholders who have requested the delivery thereof, pursuant the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company. Therefore, such documents are a part of the documents audited by the Auditors and the Accounting Auditor in preparing the Audit Report.

[Business Report]

1. Matters regarding the current status of the Company Group ((1) Business progress and the results thereof, (4) Problems to be dealt with, (5) Status of property and profits and losses, (7) Principal content of business undertakings, (8) Important business offices, (9) Status of employees, (10) Major lenders and the amount of borrowings, (11) Other important matters regarding the current status of the Company), 2. Matters regarding the Company's shares, 3. Matters regarding the Company's share options, etc., 4. Matters regarding the Company's officers ((2) Matters regarding liability limitation agreements, (3) Matters regarding indemnity agreements, (4) Matters regarding directors' and officers' liability insurance agreements), 5. Matters related to the Accounting Auditor, ((4) Matters regarding liability limitation agreements), 6. Systems to ensure proper business activities and the outline of the operation of the systems, 7. Basic policy regarding control of the Company

[Consolidated Financial Statements]

Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Equity, and Notes to the Consolidated Financial Statements

[Non-consolidated Financial Statements]

Non-consolidated Balance Sheet, Non-consolidated Statement of Income, Non-consolidated Statement of Changes in Equity, and Notes to the Non-consolidated Financial Statements

[Audit Report]

Accounting audit report on Consolidated Financial Statements, accounting audit report on Non-consolidated Financial Statements, and audit report of the Board of Auditors

4. Should the matters to be provided electronically be revised, the revised version will be posted on the relevant websites.
5. No souvenir will be made available to the attending shareholders. We sincerely request your understanding and acceptance.

Documents for Reference for the Annual Shareholders' Meeting

Proposals and References

Proposal 1: Election of Three (3) Directors

The terms of office of all four (4) Directors will expire at the conclusion of this year's Annual Shareholders' Meeting. Accordingly, the election of three (3) Directors, including one (1) new appointment, is proposed.

The nominees for Directors are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Sadanori Iwamoto (May 31, 1971) [Reelected] [Years in office as Director] 13 years	<p>July 1996 Product Manager, Nichimen Electronics Parts, Inc. (currently E-Globaledge Corporation)</p> <p>June 2002 OEM Sales Senior Director, InterVideo Japan Inc. (currently Corel Japan Ltd.)</p> <p>February 2008 General Manager of Sales, VideACE, Inc. (currently sMedio, Inc.)</p> <p>March 2010 Director, General Manager of Sales & Marketing, sMedio, Inc.</p> <p>March 2015 Managing Director, sMedio, Inc.</p> <p>November 2016 Director, Taosoftware, Co., Ltd. (to present)</p> <p>February 2017 Representative Director and CEO, sMedio, Inc. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Director, sMedio Technology (Shanghai) Inc. • Director, sMedio America Inc. • Director, Taosoftware Co., Ltd. 	47,000
2	Yoji Ochiai (March 29, 1964) [Reelected] [Outside Director] [Independent Director] [Years in office as Director] 8 years	<p>April 1987 Joined the Legal Training and Research Institute, Supreme Court of Japan</p> <p>April 1989 Prosecutor of the Tokyo District Public Prosecutor's Office</p> <p>September 2000 Joined Yahoo Japan Corporation</p> <p>October 2000 Registered as an attorney-at-law (the Tokyo Bar Association)</p> <p>November 2001 Joined Yaesu Daiichi Law Office</p> <p>September 2008 Established Sengakujimae Law Office</p> <p>April 2010 Designated Professor, Law School, Tokai University</p> <p>December 2013 External Statutory Auditor, WebCrew Inc.</p> <p>March 2015 Outside Director, sMedio, Inc. (to present)</p> <p>April 2018 Representative, Takanawa Kyodo Law Office (to present)</p> <p>January 2020 Auditor, AS Japan Co., Ltd. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative, Takanawa Kyodo Law Office • Auditor, AS Japan Co., Ltd. <p>[Reasons for nomination as a candidate for Outside Director and expected roles] Based on his deep insight and extensive experience as an attorney-at-law and an External Statutory Auditor at other companies, Mr. Yoji Ochiai has been providing valuable opinions and suggestions, and is expected to contribute to strengthening the Company's corporate governance. Therefore, the Company nominated him again as a candidate for Outside Director. At the conclusion of this Annual Shareholders' Meeting, he will have been in office as an Outside Director of the Company for eight years.</p>	—

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Lee Hsin Hsin (June 26, 1965) [New appointment] [Outside Director] [Years in office as Director] —	<p>June 1987 Joined Manufacture Hanover Trust Bank, General Manager, Export Accounting Department, Taipei Office</p> <p>May 1990 Joined BankBoston, Manager, Correspondent Bank Department, Taipei Office</p> <p>June 1995 Joined Westdeutsche Landesbank Girozentrale, Assistant Office Manager, Taipei Office</p> <p>June 1999 Joined Macoto Bank, Taiwan, Deputy General Manager, International Finance Department</p> <p>August 2000 Joined Acer Capital Corporation, Finance Department and Assistant to the Chairman</p> <p>December 2004 Joined iD Branding Fund Inc.</p> <p>August 2007 Joined Egis Technology Inc.</p> <p>January 2009 Representative Director, SBI & CAPITAL 22 Management</p> <p>September 2009 Outside Director, sMedio, Inc.</p> <p>January 2013 Auditor, Thinktop Capital Management Inc.</p> <p>January 2014 Representative Director, Twenty-Second Century Capital Management and Advisory Inc. (to present)</p> <p>September 2016 Representative Director, Kiwi technology Inc. (Taiwan) (to present)</p> <p>January 2017 Director, Thinktop Capital Management Inc.</p> <p>March 2022 Representative Director, Thinktop Capital Management Inc. (to present)</p> <p>May 2022 Director, iCatch Technology, Inc. (to present)</p> <p>June 2022 Outside Director, Hiyes International Co., Ltd. (to present)</p> <p>January 2023 Representative Director and President, Kiwi technology Inc. (Japan) (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative Director, Kiwi technology Inc. (Taiwan) • Representative Director and President, Kiwi technology Inc. (Japan) • Representative Director, Twenty-Second Century Capital Management and Advisory Inc. • Representative Director, Thinktop Capital Management Inc. <p>[Reasons for nomination as a candidate for Outside Director and expected roles]</p> <p>Ms. Lee Hsin Hsin has experience in management of Kiwi technology Inc., as well as experience in several companies as an outside director. Utilizing her experience, she is expected to provide suggestions concerning all aspects of the Company's corporate management including its corporate governance, contribute to strengthening the Company's management system. Therefore, the Company nominated her as a candidate for Outside Director.</p>	—

(Notes)

1. The Company has transactions such as sales, operation of sales promotion activities, and purchase of products in Japan, with Kiwi technology Inc. (Taiwan) and Kiwi technology Inc. (Japan), for which Ms. Lee Hsin Hsin serves as Representative Director. No special interests exist between the Company and other nominees.
2. Mr. Yoji Ochiai and Ms. Lee Hsin Hsin are nominees for Outside Directors.
3. Reasons for deeming nominees as capable of properly carrying out duties as Outside Directors
During his past eight years in office, Mr. Yoji Ochiai has fulfilled his duties as Outside Director using his experience and insights. Therefore, the Company deemed that he will continue to properly carry out his duties as an Outside Director if he is reelected.
Ms. Lee Hsin Hsin is expected to appropriately perform her duties as an Outside Director based on her management experience at Kiwi technology Inc. (Taiwan) and her experience as an (outside) director at several companies. Therefore, the Company deemed that she will adequately carry out her duties as Outside Director if she is elected. In addition, she served as Outside Director of the Company in the past.
4. If Ms. Lee Hsin Hsin, a candidate for Outside Director, is elected as Director and assumes office, the Company plans to enter into an agreement with her for the purpose of limiting her liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act. The maximum amount of the liability for damages under the agreement shall be the minimum liability amount as stipulated by Article 425, Paragraph 1 of the same Act.

5. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Yoji Ochiai for the purpose of limiting the liability for damages under Article 423, Paragraph 1 of the same Act. The maximum amount of the liability for damages under the agreement shall be the minimum liability amount as stipulated by Article 425, Paragraph 1 of the same Act. If he is reelected as Outside Director, the Company plans to continue the said agreement with him.
6. The Company has registered Mr. Yoji Ochiai as an independent director as stipulated in the rules set out by the Tokyo Stock Exchange, on which the Company is listed. If he is reelected, the Company will continue to appoint him as an independent director.
7. To secure outstanding talent and prevent hesitation in the execution of duties, the Company has entered into a Directors and Officers Liability Insurance contract, as summarized below, which is scheduled to be renewed in July 2023. If Mr. Sadanori Iwamoto and Mr. Yoji Ochiai are elected as Director and assume office, they will continue to be insured. If Ms. Lee Hsin Hsin is elected as Director and assumes office, she will be newly insured.
[Summary of the Insurance Contract]
 - 1) Actual share of insurance premium borne by the insured
The insurance premium, including the rider portion, is borne by the Company, and there is no actual insurance premium burden on the insured.
 - 2) Outline of insured events covered
The insurance, along with its riders, covers damages that may result from the execution by the insured Directors, etc., of duties for which they are liable, or from claims made against them in connection with the said liability. There are, however, certain exclusions that apply, including in cases of conducts that constitute an intentional breach of laws and regulations.
 - 3) Measures to ensure the appropriateness of duties of Directors, etc.
Deductibles are set out in the insurance contract, and damages up to the said deductible amounts shall not be covered by the insurance.

Proposal 2: Election of Three (3) Auditors

The terms of office of all three (3) Auditors will expire at the conclusion of this year's Annual Shareholders' Meeting. Accordingly, the election of three (3) Auditors, including one (1) new appointment, is proposed. The Board of Auditors has approved this proposal.

The nominees for Auditors are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Yuichiro Eto (June 16, 1964) [Reelected] [Outside Auditor] [Independent Auditor] [Years in office as Auditor] 4 years	<p>April 1989 Joined Asahi Shinwa & Corp. (currently KPMG AZSA LLC)</p> <p>March 1992 Registered as a Certified Public Accountant</p> <p>November 1999 Joined Century Ota Showa & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>July 2018 Representative, Eto CPA Firm (to present)</p> <p>March 2019 Auditor, sMedio, Inc. (to present)</p> <p>[Significant concurrent positions] • Representative, Eto CPA Firm</p> <p>[Reasons for nomination as a candidate for Outside Auditor] Mr. Yuichiro Eto has professional knowledge and experience as a certified public accountant and has been well-versed in accounting audit practice after introduction of the internal control audit system. He is expected to carry out his duties including ensuring the validity of audit as Outside Auditor to improve the governance of the Company from an objective standpoint as an accounting expert. Therefore, the Company nominated him as a candidate for Outside Auditor.</p>	—
2	Yoshiyuki Hongoh (January 5, 1973) [Reelected] [Outside Auditor] [Independent Auditor] [Years in office as Auditor] 13 years 6 months	<p>April 2000 Senior Manager, Legal Office, Hikari Tsushin Capital, Inc.</p> <p>October 2001 Senior Manager, Legal Office, SBI Holdings, Corp.</p> <p>August 2006 President, Indepa, Inc. (to present)</p> <p>September 2009 Outside Auditor, Rolltech Co. (currently sMedio, Inc.) (to present)</p> <p>[Significant concurrent positions] • President, Indepa, Inc.</p> <p>[Reasons for nomination as a candidate for Outside Auditor] Mr. Yoshiyuki Hongoh has extensive experience including serving as the President of Indepa, Inc. and as a director of other companies, as well as broad insight. He is expected to carry out his duties as Outside Auditor based on his experience and knowledge as a corporate manager to improve the governance of the Company. Therefore, the Company nominated him as a candidate for Outside Auditor.</p>	3,000
3	Yoshihiko Sugimoto (December 26, 1964) [New appointment] [Outside Auditor] [Independent Auditor] [Years in office as Auditor] —	<p>October 1989 Joined Ota Showa Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>August 1993 Registered as a Certified Public Accountant (to present)</p> <p>July 2015 Outside Director, MATSUMOTO INC. (to present)</p> <p>[Significant concurrent positions] • Representative, Sugimoto Certified Public Accountant Office • Outside Director, MATSUMOTO INC.</p> <p>[Reasons for nomination as a candidate for Outside Auditor and expected roles] Mr. Yoshihiko Sugimoto has professional knowledge and experience as a certified public accountant and also has insight and experience as an outside director of a listed company. He is expected to carry out his duties including ensuring the validity of audit as Outside Auditor to improve the governance of the Company from an objective standpoint as an accounting expert. Therefore, the Company nominated him as a candidate for Outside Auditor.</p>	—

(Notes)

1. No special interests exist between the Company and each nominee.
2. Mr. Yuichiro Eto, Mr. Yoshiyuki Hongoh, and Mr. Yoshihiko Sugimoto are nominees for Outside Auditors.

3. If Mr. Yoshihiko Sugimoto is elected as Auditor and assumes office, the Company plans to enter into an agreement with him for the purpose of limiting his liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 47, Paragraph 1 of the same Act. The maximum amount of the liability for damages under the agreement shall be the minimum liability amount as stipulated by Article 425, Paragraph 1 of the same Act.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Yuichiro Eto and Mr. Yoshiyuki Hongoh for the purpose of limiting the liability for damages under Article 423, Paragraph 1 of the same Act. The maximum amount of the liability for damages under the agreements shall be the minimum liability amount as stipulated by Article 425, Paragraph 1 of the same Act. If they are reelected as Auditors, the Company plans to continue the said agreements with them.
5. If Mr. Yoshihiko Sugimoto is elected as Auditor and assumes office, the Company plans to register him as an independent auditor as stipulated in the rules set out by the Tokyo Stock Exchange, on which the Company is listed.
6. The Company has registered Mr. Yuichiro Eto and Mr. Yoshiyuki Hongoh as independent auditors as stipulated in the rules set out by the Tokyo Stock Exchange, on which the Company is listed. If they are reelected, the Company will continue to appoint them as independent auditors.
7. To secure outstanding talent and prevent hesitation in the execution of duties, the Company has entered into a Directors and Officers Liability Insurance contract, as summarized below, which is scheduled to be renewed in July 2023. If Mr. Yuichiro Eto and Mr. Yoshiyuki Hongoh are elected as Director and assume office, they will continue to be insured. If Mr. Yoshihiko Sugimoto is elected as Auditor and assumes office, he will be newly insured.
[Summary of the Insurance Contract]
 - 1) Actual share of insurance premium borne by the insured
The insurance premium, including the rider portion, is borne by the Company, and there is no actual insurance premium burden on the insured.
 - 2) Outline of insured events covered
The insurance, along with its riders, covers damages that may result from the execution by the insured Directors, etc., of duties for which they are liable or from claims made against them in connection with the said liability. There are, however, certain exclusions that apply, including in cases of conducts that constitute an intentional breach of laws and regulations.
 - 3) Measures to ensure the appropriateness of duties of Directors, etc.
Deductibles are set out in the insurance contract, and damages up to the said deductible amounts shall not be covered by the insurance.