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Securities code: 2163

April 4, 2023

(Start date of electronic provision measures April 3, 2023)

**To Our Shareholders:**

SEKIGUCHI Sozo

President and CEO

**Artner Co., Ltd.**

5-2, Nishidaimotsucho, Amagasaki, Hyogo

(Headquarters Sumitomo Nakanoshima Building 2F,

Nakanoshima 3-2-18, Kita-ku, Osaka City)

## **Notice of Convocation for the 61st Ordinary General Meeting of Shareholders**

You are hereby notified that the 61st Ordinary General Meeting of Shareholders (“the Meeting”) of Artner Co., Ltd. (“the Company”) will be held on Thursday, April 27, 2023, as described below.

In convening this Ordinary General Meeting of Shareholders, information contained in the Reference Materials for the General Meeting of Shareholders, etc. (items to be electronically provided), is provided electronically and has been posted on the following internet websites. Please access any of those websites to review the information.

The Company’s website: <https://www.artner.co.jp/ir/library/meetings>

Website on which the materials for the Company's Ordinary General Meeting of Shareholders are posted: <https://d.sokai.jp/2163/teiji/>

Tokyo Stock Exchange, Inc.'s website (Listed Company Search):

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

Please go to the Tokyo Stock Exchange, Inc.'s website (Listed Company Search) above, enter the stock (company) name or stock code, search, select “Basic information” and then “Documents for public inspection/PR information” to access the information.

**If you are unable to attend the Meeting, you may exercise your voting rights by either of the following methods. If you wish to exercise your voting rights after examining the attached reference materials for the Meeting, please do so by 5:30 p.m. on Wednesday, April 26, 2023 (JST).**

**Instructions for exercising voting rights in writing (by postal mail)**

Please indicate your approval or disapproval of the proposals in the enclosed form and return it by postal mail by no later than the above-mentioned deadline.

**Instructions for exercising voting rights via the Internet**

When exercising your voting rights via the Internet, please read the "Guide to Exercising Your Voting Rights via the Internet" and enter your approval or disapproval of the proposals by no later than the above-mentioned deadline.

**1.Time:** Thursday, April 27, 2023 10:00 a.m. (Reception starts at 9:00 a.m.)

**2.Place:** 3-1-1 Umeda, Kita-ku, Osaka Houou no ma (room), 20F, Hotel Granvia Osaka

**3.Purpose of meeting:**

**Matters to be reported on:**

Business report and financial statements for 61st Period (February 1, 2022, to January 31, 2023)

**Proposals:**

**Item No. 1:** Payment of dividends of surplus

**Item No. 2:** Partial amendment to Articles of Incorporation

**Item No. 3:** Election of five Directors who are not members of the Audit and Supervisory Committee

**Item No. 4:** Election of three Directors who are members of the Audit and Supervisory Committee

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If you attend the Meeting in person, please sign and submit the form for exercising voting rights enclosed herewith to the receptionist at the venue.

Should it become necessary to revise any of the items for which measures for providing information in electronic format are taken, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the websites on which the items have been posted.

## **Measures to Prevent COVID-19 Infection**

### **To Our Shareholders**

- We urge our shareholders considering attending the General Meeting of Shareholders to carefully consider whether or not to attend the Meeting, taking care of your physical condition up to the day of the Meeting, and ensuring your fitness to attend on the day.

### **To Our Shareholders Attending the Meeting**

- Please cooperate with the measures by bringing and wearing your mask as well as using the hand sanitizer provided at the venue.  
- We will check the body temperature of every attending shareholder at the entrance to the meeting venue. An attending shareholder who is found to have a fever or who looks sick may be stopped and asked to refrain from entering.

### **Measures Taken by the Company**

- There will be fewer seats available at the Meeting than before due to the need to provide sufficient space between seats. Admission to the Meeting may be limited.  
- We will run the Meeting smoothly and efficiently to keep it shorter than usual.  
- Directors as well as administrative and operational staff will wear masks during the Meeting.  
- Depending on how the COVID-19 situation will develop by the time of the Meeting, we might change the procedure for the Meeting, including the above-mentioned measures. If significant changes should arise, we will post an update on the Company's website (<https://www.artner.co.jp>). Please check the website before you attend the Meeting.

## Reference Materials for the General Meeting of Shareholders

### Proposals and supplementary information

#### Item No. 1: Payment of dividends of surplus

In consideration of the Company's policy of returning profits to shareholders, and including a commemorative dividend of ¥17 to celebrate the Company's 60th anniversary of establishment and the 15th anniversary of listing on JASDAQ (now Prime Market), the Company proposes to pay a year-end dividend of ¥40 per share.

If approved, the annual dividend for the fiscal year ended January 31, 2023 (the 61st Period), will amount to ¥60.00 per share, including the interim dividend of ¥20.00 paid earlier. This will be an increase of ¥25.50 from the fiscal year ended January 31, 2022.

Matters concerning the proposed year-end dividend

(1) Type of assets to be distributed to shareholders

Cash

(2) Matters concerning the allocation of assets to be distributed to shareholders and the total amount thereof

A cash dividend of ¥40 per common share of the Company will be paid (an ordinary dividend of ¥23 and a commemorative dividend of ¥17). The total amount of dividends to be paid will be ¥425,021,760.

(3) Effective date of payment of dividend

April 28, 2023

**Item No. 2: Partial amendment to Articles of Incorporation**

1. Reason for the proposal

This proposal is to change the Location of the Head Office in Article 3 of the current Articles of Incorporation from Amagasaki City, Hyogo Prefecture to Osaka City in order to align the location of the registered head office with the location of the office having substantial headquarters functions.

2. Details of amendments

The details of the proposed amendments are as follows.

(The underlined sections indicate amended content.)

Current Articles of Incorporation	Proposed amendments
<p>(Location of the Head Office) Article 3 The head office of the Company shall be situated in <u>Amagasaki City, Hyogo Prefecture</u>.</p> <p>Supplementary Provisions (Transitional measures regarding release from liability of Auditors) 1 to 2 (Text omitted)</p> <p>(New)</p>	<p>(Location of the Head Office) Article 3 The head office of the Company shall be situated in <u>Osaka City</u>.</p> <p>Supplementary Provisions (Transitional measures regarding release from liability of Auditors) 1 to 2 (No change)</p> <p><u>(Effective Date)</u> <u>The amendment to Article 3 (Location of the Head Office) of the Articles of Incorporation shall come into effect on September 18, 2023. This supplementary provision (Effective Date) shall be deleted after the effective date of the change of the location of the head office.</u></p>

**Item No. 3:** Election of five Directors who are not members of the Audit and Supervisory Committee

The terms of office of all five current Directors (excluding Directors who are members of the Audit and Supervisory Committee; hereinafter the same in this item), are to expire at the conclusion of this Ordinary General Meeting of Shareholders.

Therefore, the Company hereby proposes to appoint five Directors for a new term.

Furthermore, concerning this item, the Audit and Supervisory Committee of the Company has determined that all candidates are well qualified for the position.

The candidates are as follows:

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility held in the Company (Material concurrent position(s) currently held outside the Company)	No. of the Company's shares owned
1	SEKIGUCHI Sozo (Born December 31, 1964)	June 1983      Joined MEITEC CORPORATION	7,601 shares
		April 1988      Joined Osaka Technology Center Co., Ltd. (previous name of the Company)	
		March 1993      Appointed Director; Head of the Business Planning Office	
		February 1998      Appointed Director; Vice President	
		February 2002      Appointed President and CEO (current)	
		February 2012      Appointed Head of the Hyper Artner Business Division	
<p>(Reasons for nominating him as candidate for Director)</p> <p>Mr. SEKIGUCHI Sozo has served as President and CEO of the Company since 2002. He has demonstrated strong leadership in corporate and business management by drawing on a wealth of experience he has gained through his previously-held positions as Head of the Business Planning Dept., Head of the Business Division, and Executive Vice President. He has been renominated as a candidate for Director, as he has a wealth of experience and deep insight regarding the Company's business, and as he is expected to contribute to the further growth of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility held in the Company (Material concurrent position(s) currently held outside the Company)	No. of the Company's shares owned	
2	HARIGAE Tomonori (Born May 24, 1954)	April 1978	Joined Toyobo Interior Co., Ltd.	142,827 shares
		March 1982	Joined Osaka Technology Center Co., Ltd. (previous name of the Company)	
		March 1990	Appointed Head of the Kanto Business Dept.	
		March 1991	Appointed Director	
		March 1993	Appointed Managing Director; Head of the General Affairs Dept.	
		February 2007	Appointed Managing Director; Head of the Management Division	
		May 2008	Appointed Director; Head of the Management Division (current)	
<p>(Reasons for nominating him as candidate for Director)</p> <p>Mr. HARIGAE Tomonori has leveraged his wealth of knowledge and experience in general affairs, human resources, and accounting to head the Management Division of the Company for many years as a member of the management team.</p> <p>He has been renominated as a candidate for Director, as he is well versed in the Company's day-to-day operations and has a wealth of management experience, and as he is expected to contribute to the further growth of the Company.</p>				
3	OKUSAKA Kazuya (Born September 3, 1955)	April 1978	Joined Osaka Technology Center Co., Ltd. (previous name of the Company)	142,458 shares
		October 1993	Appointed Head of the No.3 Business Dept.	
		February 2002	Appointed Standing Auditor	
		April 2004	Appointed Managing Director; Head of the Human Resources Dept.	
		February 2007	Appointed Managing Director; Head of the Human Resources Division	
		April 2007	Appointed Managing Director; Head of the Business Management Division	
		March 2009	Appointed Managing Director; Head of the Technology Development Division	
		February 2010	Appointed Managing Director; Head of the Business Promotion Division	
		February 2011	Appointed Managing Director; Head of the Engineer Business Division	
		April 2011	Appointed Director; Head of the Engineer Business Division	
		February 2013	Appointed Director; Head of the Human Resources Business Division	
		February 2016	Appointed Director; Head of the Engineer Business Division (current)	
<p>(Reasons for nominating him as candidate for Director)</p> <p>After joining the Company as an engineer, Mr. OKUSAKA Kazuya served as a standing auditor and has played a leading role in talent development and business development for many years as a member of the management team.</p> <p>He has been renominated as a candidate for Director, as he is well versed in the Company's day-to-day operations and has a wealth of management experience, and as he is expected to contribute to the further growth of the Company.</p>				

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility held in the Company (Material concurrent position(s) currently held outside the Company)	No. of the Company's shares owned	
4	SATO So (Born August 14, 1973)	April 1998	Joined Nihon Bayer Agrochem (now Bayer Crop Science)	3,360 shares
		June 2004	Joined Aon Affinity	
			Joined Artner Co., Ltd.	
		April 2007	Appointed Head of the Corporate Planning and Strategy Division	
		February 2013	Appointed Head of the Corporate Planning and Strategy Division; Head of the Engineer Agency Business Division	
		April 2015	Appointed Director; Head of the Corporate Planning and Strategy Division; Head of the Engineer Agency Business Division	
		February 2016	Appointed Director; Head of the Corporate Planning and Strategy Division	
	February 2022	Appointed Director; Head of the Corporate Planning and Strategy Division; Head of the Engineer Agency Business Division (current)		
<p>(Reasons for nominating him as candidate for Director)</p> <p>Mr. SATO So had a career in chemical manufacturing and finance prior to joining the Company. At the Company, he has headed the Corporate Planning and Strategy Division and played a key role in corporate planning as a member of the management team. He has been renominated as a candidate for Director, as he is expected to continue to play a key role in various aspects of corporate and business management, and to contribute to the further growth of the Company.</p>				
5	EGAMI Yoji (Born September 26, 1958)	April 1981	Joined Osaka Technology Center Co., Ltd. (previous name of the Company)	66,270 shares
		February 2007	Appointed Head of the Technology Development Dept. of the Human Resources Division	
		April 2007	Appointed Director; Head of the Human Resources Division	
		February 2010	Appointed Director; Head of the Business Promotion Division	
		February 2011	Appointed Director; Head of the Human Resources Business Division	
		February 2013	Appointed Director; Head of the Engineer Business Division	
		February 2016	Appointed Director; Head of the Human Resources Business Division	
	February 2022	Appointed Director; Head of the Technology Development Division (current)		
<p>(Reasons for nominating him as candidate for Director)</p> <p>After joining the Company as an engineer, Mr. EGAMI Yoji has played a leading role in talent development and recruiting for many years as a member of the management team. He has been renominated as a candidate for Director, as he is well versed in the Company's day-to-day operations and has a wealth of management experience, and as he is expected to contribute to the further growth of the Company.</p>				



(Notes)

1. The Company has no conflicts of interest with any of these candidates.
2. The Company has a directors and officers liability insurance (D&O Insurance) policy in place, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the policy is scheduled to be renewed in May 2023. All the candidates referred to in this item are already insured under the said insurance policy and will continue to be insured after their appointments.

- Ratio of insurance premiums borne by the insured party

The premiums shall be fully paid by the Company, including the premiums for special clauses. Therefore, no portion of the premiums shall be borne by the insured party.

- Outline of insurable contingencies subject to coverage

This policy, together with the special clauses, will cover damages that may arise when an insured Director assumes liabilities as a result of the execution of his duties or due to claims brought against him for being held responsible for the consequences of his action. However, the policy has an exclusion that the insurance company contends precludes coverage, such as liabilities incurred as a result of an unlawful act that an insured individual willfully and knowingly commits.

3. The number of the Company's shares owned by candidates includes equities held by the Artner Officer Stocks Society.

**Item No. 4:** Election of three Directors who are members of the Audit and Supervisory Committee

The terms of office of all three current Directors who are members of the Audit and Supervisory Committee, are to expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company hereby proposes to appoint three Directors who are members of the Audit and Supervisory Committee for a new term.

The Audit and Supervisory Committee has granted its consent to this item. The candidates to be Directors who are members of the Audit and Supervisory Committee are as follows:

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility held in the Company (Material concurrent position(s) currently held outside the Company)	No. of the Company's shares owned
1	TERAMURA Yasuhiko (Born November 22, 1955)	April 1978	Joined The Bank of Yokohama, Ltd.
		December 1997	Appointed New York Branch Manager
		April 2003	Appointed Executive Officer; Head of the Financial Markets Dept.
		April 2006	Appointed Managing Executive Officer
		June 2006	Joined Kyodo Shiryō Co., Ltd. (now Feed One Co., Ltd.) as Part-time Auditor
		November 2007	Joined Mabuchi Corporation as Managing Director
		November 2008	Appointed Senior Managing Director
		June 2011	Joined Sagami Transportation & Warehouse Co., Ltd. as Outside Director
		November 2018	Joined Multitrans, Ltd. as CEO
		April 2021	Joined Artner Co., Ltd. as Outside Director and standing member of the Audit and Supervisory Committee (current)
(Reasons for nominating him as a candidate for Outside Director, and an outline of expected role to play) Mr. TERAMURA Yasuhiko has been nominated as a candidate for Outside Director as he has a wealth of experience and expertise gained from years of service in key roles and positions at financial institutions, and as he is expected to deliver well-rounded judgments based on his unique career and provide impartial and objective oversight.			1,671 shares

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility held in the Company (Material concurrent position(s) currently held outside the Company)	No. of the Company's shares owned	
2	MORII Shinichiro (Born November 28, 1953)	March 1976	Joined Takara Standard Co., Ltd.	671 shares
		May 2006	Appointed Kansai Direct Demand Branch President	
		April 2011	Appointed Executive Officer; Kansai Direct Demand Branch President	
		April 2013	Appointed Managing Executive Officer; Kansai Direct Demand Branch President	
		April 2019	Appointed Managing Executive Officer; Kansai Direct Demand Branch Manager and Chubu Direct Demand Branch Manager	
		June 2020	Appointed Advisor	
		April 2021	Joined Artner Co., Ltd. as Outside Director and member of the Audit and Supervisory Committee (current)	
<p>(Reasons for nominating him as a candidate for Outside Director, and an outline of expected role to play)</p> <p>Mr. MORII Shinichiro has been nominated as a candidate for Outside Director as he has a wealth of experience and expertise gained from his career in key positions held at Takara Standard Co., Ltd., and as he is expected to deliver well-rounded judgments based on his unique career and provide impartial and objective oversight. Although he does not have previous experience of being directly responsible for corporate management, the Company has determined that he is well qualified to carry out the duties of an Outside Director properly for the reasons mentioned above.</p>				
3	NOMURA Ryuichiro (Born February 18, 1956)	April 1978	Joined Yasuda Trust & Banking Co., Ltd. (now Mizuho Trust & Banking Co., Ltd.)	111 shares
		May 1999	Appointed Kinshicho Branch Manager	
		April 2002	Appointed Hiroshima Branch Manager	
		April 2004	Appointed Head of the Securities Agency Sales Dept.	
		October 2005	Appointed Head of the Solution Sales Dept.	
		April 2007	Appointed Executive Officer; Head of the Solution Sales Dept.	
		April 2008	Joined Mizuho Realty Co., Ltd. as Senior Managing Executive Officer	
		September 2016	Joined Taiyo House Co., Ltd. as Vice President	
		March 2020	Joined Nihon Unist Inc. as Advisor	
		August 2020	Joined Marubeni Private Reit Inc. as Executive Officer	
July 2022	Joined Artner Co., Ltd. as Outside Director and member of the Audit and Supervisory Committee (current)			
<p>(Reasons for nominating him as a candidate for Outside Director, and an outline of expected role to play)</p> <p>Mr. NOMURA Ryuichiro has been nominated as a candidate for Outside Director as he has a wealth of experience and expertise gained from years of service in key roles and positions at financial institutions and in corporate management, and as he is expected to deliver well-rounded judgments based on his unique career and provide impartial and objective oversight.</p>				

(Notes)

1. The Company has no conflicts of interest with any of these candidates.
2. Mr. TERAMURA Yasuhiko, Mr. MORII Shinichiro, and Mr. NOMURA Ryuichiro are candidates for Outside Directors.
3. The Company has designated Mr. TERAMURA Yasuhiko, Mr. MORII Shinichiro, and Mr. NOMURA Ryuichiro as Independent Directors as defined by the Tokyo Stock Exchange and has submitted notification of the designation to the same Exchange. They are expected to remain as Independent Directors if their elections are approved.
4. Mr. TERAMURA Yasuhiko and Mr. MORII Shinichiro are currently Outside Directors who are members of the Audit and Supervisory Committee. As of the conclusion of this Ordinary General Meeting of Shareholders, their terms in office will be two years.
5. Mr. NOMURA Ryuichiro is currently an Outside Director who is a member of the Audit and Supervisory Committee. As of the conclusion of this Ordinary General Meeting of Shareholders, his term in office will be nine months.
6. The Company has entered into agreements with Mr. TERAMURA Yasuhiko, Mr. MORII Shinichiro, and Mr. NOMURA Ryuichiro to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the Act, and the maximum amount of liability for damages under the said agreements is the minimum liability amount allowed under laws and regulations.  
The Company intends to extend these agreements with these persons if their appointments are approved.
7. The Company has a directors and officers liability insurance (D&O Insurance) policy in place, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the policy is scheduled to be renewed in May 2023. All the candidates referred to in this item are already insured under the said insurance policy and will continue to be insured after their appointments.
  - Ratio of insurance premiums borne by the insured party  
The premiums shall be fully paid by the Company, including the premiums for special clauses. Therefore, no portion of the premiums shall be borne by the insured party.
  - Outline of insurable contingencies subject to coverage  
This policy, together with the special clauses, will cover damages that may arise when an insured Director assumes liabilities as a result of the execution of his duties or due to claims brought against him for being held responsible for the consequences of his action. However, the policy has an exclusion that the insurance company contends precludes coverage, such as liabilities incurred as a result of an unlawful act that an insured individual willfully and knowingly commits.
8. The number of the Company's shares owned by candidates includes equities held by the Artner Officer Stocks Society.

**Note: Composition of the Board of Directors upon approval of Item Nos. 3 and 4**

If Item No. 3: Election of five Directors who are not members of the Audit and Supervisory Committee and Item No. 4: Election of three Directors who are members of the Audit and Supervisory Committee are approved as proposed, the composition of the Board of Directors will be as follows:

Name	Positions and areas of responsibility	Corporate management	Business strategy	Recruitment and development	Sales	Finance and accounting	Governance
SEKIGUCHI Sozo	President and CEO	●	●	●	●	●	
HARIGAE Tomonori	Director Head of the Management Division	●		●	●	●	
OKUSAKA Kazuya	Director Head of the Engineer Business Division	●		●	●		
SATO So	Director Head of the Corporate Planning and Strategy Division; Head of the Engineer Agency Business Division	●	●	●		●	
EGAMI Yoji	Director Head of the Technology Development Division	●		●	●		
TERAMURA Yasuhiko	Outside Director and standing member of the Audit and Supervisory Committee	●				●	●
MORII Shinichiro	Outside Director and member of the Audit and Supervisory Committee				●		●
NOMURA Ryuichiro	Outside Director and member of the Audit and Supervisory Committee	●			●	●	●

Note: The table above does not represent all the experience and expertise possessed by each candidate for Director.