

**[Translation for Reference Purposes Only]**

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Securities code: 6058

(Mailing Date) May 10, 2023

(Electronic Provision Measures Commencement Date) May 9, 2023

To Our Shareholders

Keiji Nishie, Chairman and Representative Director

**VECTOR INC.**

4-15-1 Akasaka, Minato-ku, Tokyo 107-0052, Japan

**Notice of Convocation of the 31st Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 31st Ordinary General Meeting of Shareholders of VECTOR INC. (the “Company”) to be held as described below.

In lieu of attending the meeting in person, you may exercise your voting rights in writing (postal mail) or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 6:00 p.m., Monday, May 29, 2023 (Japan Standard Time).

**1. Date and time of the meeting:** Tuesday, May 30, 2023 at 10:00 a.m. (Japan Standard Time)

**2. Place of the meeting:** The Company’s studio, 18F Akasaka Garden City, 4-15-1 Akasaka, Minato-ku, Tokyo

**3. Purpose of the meeting**

**Matters to be reported:**

1. Reports on the business, the consolidated financial statements, and the results of the audit of consolidated financial statements by the accounting auditor and the Board of Auditors for the 31st business term (March 1, 2022 to February 28, 2023)
2. Report on the non-consolidated financial statements for the 31st business term (March 1, 2022 to February 28, 2023)

**Matters to be resolved:**

**Proposal No. 1:** Appropriation of retained earnings

**Proposal No. 2:** Election of nine (9) directors

**Proposal No. 3:** Election of three (3) auditors

**Proposal No. 4:** Election of one (1) substitute auditor

- If you will be attending in person, please bring the shareholder voting form to the venue and turn it in.
- For this General Meeting of Shareholders, regardless of whether a written request has been made, a paper document stating the matters subject to measures for electronic provision will be sent to all shareholders uniformly. However, the following matters subject to measures for electronic provision will not be stated in the paper document in accordance with laws and regulations and Article 14 of the Company’s Articles of Incorporation.
  - Status of stock acquisition rights
  - Systems for ensuring appropriateness of operations and their operational status
  - Basic policy on control of the Company
  - Statement of changes in consolidated equity/Notes to the consolidated financial statements
  - Statement of changes in non-consolidated equity/Notes to the non-consolidated financial statements

Accordingly, the business report, consolidated financial statements and non-consolidated financial statements provided in the document are among the documents that were audited by the accounting auditor in preparing the accounting auditor’s report and the auditor in preparing the auditor’s report.

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## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1: Appropriation of retained earnings

Year-end dividend

With regard to the year-end dividend, the following appropriation of retained earnings is proposed, with consideration given to the business results of the fiscal year under review, future business development, the Company's financial situation, and other factors.

1. Category of dividend assets

Cash

2. Matters relating to the allocation of dividend assets and the total amount of such allocation

Dividend per share of the Company's common stock: 19 yen

Total amount of dividends: 905,806,741 yen

3. Date on which the dividends of surplus will take effect

May 31, 2023

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**Proposal No. 2: Election of nine (9) directors**

At the conclusion of this General Meeting of Shareholders, the terms of office of all nine (9) directors will expire. The Company therefore proposes the election of nine (9) directors.

The candidates for director are as follows:

Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.	
1	Keiji Nishie (September 14, 1968)	Mar. 1993	Established VECTOR INC. and became President and CEO	18,780,600
		Jan. 2011	Chairman of Weiku Gonggong Guanxi Zixun (Shanghai) Co., Ltd.	
		June 2012	Director of Vector Group International Limited (current position)	
		Mar. 2014 May 2014	Representative Director of Vector Group Ltd. Representative Director of VECTOR GROUP COMPANY LIMITED (current position)	
		May 2020 Mar. 2021 Mar. 2022	Chairman of VECTOR INC.(current position) Representative Director of LONGBREATH ONLINE STUDIO, Inc. (current position) Chairman and Representative Director of VECTOR INC. (current position)	
		[Important Concurrent Occupations or Positions] · Director of Vector Group International Limited · Representative Director of VECTOR GROUP COMPANY LIMITED · Representative Director of LONGBREATH ONLINE STUDIO		
		[Reasons for Presenting as Candidate for Director] Mr. Keiji Nishie is the Company's founder and has guided the Group's growth since its founding through his incomparable foresight and executive ability and his strong leadership. The Company has determined that his deep knowledge, rich track record, and experience as well as his prominence in the industry and strong network will help the Group achieve further growth and increase its corporate value and has thus presented him to the shareholders as a candidate for director.		
2	Hajime Hasegawa (April 26, 1971)	Mar. 1993	Participated in the establishment of VECTOR INC. as a founding member	583,300
		Apr. 1995	Joined the Ministry of Posts and Telecommunications (now Japan Post Holdings Co., Ltd.)	
		Apr. 1997	Joined VECTOR INC.	
		May 2001	Director of VECTOR INC.	
		May 2004	Established Vector Standard, Inc. (now ANTIL, Inc.) and became Representative Director	
		Sept. 2015	Chairman of Weiku Gonggong Guanxi Zixun (Shanghai) Co., Ltd. (current position)	
		May 2017	Director of PR TIMES, Inc.	
		Nov. 2018	Representative Director of Direct Tech, Inc.	
		May 2020	Representative Director of VECTOR INC.	
		Mar. 2022	Executive Vice President of VECTOR INC. (current position)	
		[Important Concurrent Occupations or Positions] · Chairman of Weiku Gonggong Guanxi Zixun (Shanghai) Co., Ltd.		
		[Reasons for Presenting as Candidate for Director] Since participating in the Company's establishment in 1993, Mr. Hajime Hasegawa has continued to put together a track record in the domain of business development, including overseas. He has demonstrated leadership in the Group's operational management and has consistently played an important role in all aspects of the Group's growth. The Company expects that he will continue to make a significant contribution to further growth of the Group and improvement of its corporate value in various ways, including new businesses and operations of the Group, and has thus presented him to the shareholders as a candidate for director.		

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
3	Saori Kiryu (June 15, 1975)	Apr. 1998      Joined VECTOR INC.	927,600
		June 2003      Director of VECTOR INC.	
		May 2004      Established Vector Communication, Inc. (now Platinum, Inc.) and became President (current position)	
Mar. 2022      Executive Vice President of VECTOR INC. (current position)			
[Important Concurrent Occupations or Positions] · Representative Director of Platinum Inc.			
[Reasons for Presenting as Candidate for Director] Since joining the Company in 1998, Ms. Saori Kiryu has demonstrated strong executive abilities and leadership and has consistently played an important role in the growth process from the launch of marketing services to their establishment as important businesses, including the Group's strategic PR. With her prominence in the industry and extensive personal network and her leadership in the SDG and ESG initiatives of the Group, the Company expects that she will continue to make a significant contribution to further growth of the Group and improvement of its corporate value, and has thus presented her to the shareholders as a candidate for director.			
4	Yosuke Goto (September 10, 1984)	Apr. 2007      Joined SOFTBRAIN Co., Ltd.	2,500
		Jan. 2015      Joined VOYAGE GROUP, Inc. (now CARTA HOLDINGS, Inc.)	
		June 2019      Joined VECTOR INC.	
Mar. 2020      Director of ASHITA-TEAM Co., Ltd.(current position)			
May 2020      Director of VECTOR INC.			
May 2021      Representative Director of 100Capital (current position)			
Mar. 2022      Director and CFO of VECTOR INC. (current position)			
Feb. 2023      Auditor of Vitabrid Japan (current position)			
[Important Concurrent Occupations or Positions] · Director of ASHITA-TEAM Co., Ltd. · Representative Director of 100Capital · Auditor of Vitabrid Japan			
[Reasons for Presenting as Candidate for Director] Mr. Yosuke Goto joined the Company in 2019 and has demonstrated leadership and achieved results in strengthening the Group's management structure and improving its financial standing. He also has abundant experience and a solid track record in business administration from before joining the Company. The Company expects that he will continue to make a significant contribution to healthy growth of the Group and improvement of its corporate value, including strengthening of corporate governance, as the officer in charge of business administration, and has thus presented him to the shareholders as a candidate for director.			

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
5	Takashi Nishiki (Apr. 8, 1968) External Director	<p>Apr. 1993      Joined Mitsui Fudosan Co., Ltd.</p> <p>Oct. 1997      Joined Credit Suisse First Boston Securities (Japan) Ltd. (Tokyo branch) (now Credit Suisse Securities (Japan) Limited)</p> <p>Sept. 2001     COO of Colony Capital Asia Pacific Pte. Ltd. (Tokyo Branch)</p> <p>Sept. 2003     Representative Director of Round Hill Capital Partners KK</p> <p>Nov. 2007     Representative Director of Prudential Real Estate Investors Japan</p> <p>Oct. 2010     General Manager of CarVal Investors Pte. Ltd. (Tokyo Branch)</p> <p>Jan. 2014     Founded Stream Capital Partners Japan KK and became Representative Director</p> <p>Sept. 2014     Audit and Supervisory Board Member of Adventure, Inc.</p> <p>May 2015     External Director of the Company (current position)</p> <p>Nov. 2015     Audit and Supervisory Board Member of RPA Holdings, Inc.</p> <p>Dec. 2016     Director of Aucfan Co., Ltd.</p> <p>May 2018     Director of RPA Holdings, Inc. (current position)</p>	—
<p>[Important Concurrent Occupations or Positions]</p> <p>· Director of RPA Holdings, Inc.</p>			
<p>[Reasons for Presenting as Candidate for External Director and Outline of Expected Role]</p> <p>The Company selected Mr. Takashi Nishiki as a candidate for external director because he has deep insight and a wealth of experience in the fields of management and investment cultivated primarily at an investment firm, and by utilizing this knowledge and experience in the Company's management and supervising the execution of duties by directors and other officers from an independent standpoint, the Company expects that he will help strengthen the governance function of the Board of Directors.</p> <p>As of the conclusion of this General Meeting of Shareholders, Mr. Takashi Nishiki will have served for eight (8) years as External Director of the Company.</p>			

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
6	Kota Matsuda (Dec. 3, 1968) External Director	<p>Apr. 1990      Joined The Sanwa Bank, Ltd. (now MUFG Bank, Ltd.)</p> <p>May 1998      Founded Tully's Coffee Japan Co., Ltd. and appointed CEO</p> <p>May 2009      Founded Eggs'n Things International Holdings Pte. Ltd. and appointed President (current position)</p> <p>July 2010      Elected as a member of the House of Councilors of the Diet (Tokyo electoral district)</p> <p>Jan. 2015      Formed a political party "The Assembly to Energize Japan" and appointed Representative</p> <p>Mar. 2017      Director of Mediaflag Inc. (now Impact HD Inc.) (current position)</p> <p>May 2018      External Director of the Company (current position)</p> <p>Feb. 2019      Founded Eggs'n Things Japan Holdings G.K. (now KooJoo Co., Ltd.) and appointed CEO (current position)</p>	—
<p>[Important Concurrent Occupations or Positions]</p> <ul style="list-style-type: none"> <li>· President of Eggs'n Things International Holdings Pte. Ltd.</li> <li>· Director of Impact HD Inc.</li> <li>· CEO of KooJoo Co., Ltd.</li> </ul>			
<p>[Reasons for Presenting as Candidate for External Director and Outline of Expected Role]</p> <p>The Company selected Mr. Kota Matsuda as a candidate for external director because he has been instrumental in the growth and listing of a company as its representative and possesses abundant knowledge and experience in a wide range of fields, including involvement in national policy as a member of the House of Councilors of the Diet and a party representative. The Company expects that he will help strengthen the governance function of the Board of Directors by utilizing this knowledge and experience in the Company's management and supervising the execution of duties by Directors and other officers from an independent standpoint.</p> <p>As of the conclusion of this General Meeting of Shareholders, Mr. Kota Matsuda will have served for five (5) years as External Director of the Company.</p>			

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
7	Ryuichi Tomimura (February 17, 1959) External Director	<p>Oct. 1983      Joined IBM Japan, Ltd.</p> <p>Oct. 1991      Joined Recruit Co., Ltd.</p> <p>Jan. 1994      Managing Director of Pricewaterhouse Consultant</p> <p>Oct. 2002      Vice President of IBM Business Consulting Services KK (in charge of Asia-Pacific business consulting service strategy, marketing and operations)</p> <p>Feb. 2004      Representative Director and Senior Executive Vice President of JAPAN TELECOM CO., LTD. (now SoftBank Corp.)</p> <p>June 2006      Vice President of JAPAN TELECOM CO., LTD.</p> <p>Oct. 2006      Representative Director of RHJ International Japan, Inc. (formerly Ripplewood Japan)</p> <p>May 2008      Director and partner in charge of corporate staff at SIGMAXYZ Inc.</p> <p>Apr. 2010      Executive Vice President and Director of SIGMAXYZ Inc.</p> <p>Aug. 2012      Director of Plan • Do • See Inc.</p> <p>June 2015      Director of Shinsei Bank, Limited</p> <p>June 2016      Executive Vice President and Representative Director of SIGMAXYZ Inc.</p> <p>June 2018      President, Representative Director and COO of SIGMAXYZ Inc.</p> <p>Mar. 2019      President and Representative Director of SIGMAXYZ Inc.(current position)</p> <p>May 2020      External Director of the Company (current position)</p>	—
[Important Concurrent Occupations or Positions] · President and Representative Director of SIGMAXYZ Inc.			
<p>[Reasons for Presenting as Candidate for External Director and Outline of Expected Role]</p> <p>Mr. Ryuichi Tomimura has abundant experience as a manager and consultant and possesses knowledge related to a wide range of fields, including information systems. At SIGMAXYZ Inc., he serves as President and Representative Director and has driven its growth. The Company selected him as a candidate for external director because he has abundant experience and extensive knowledge as a manager, and by utilizing this knowledge and experience in the Company's management and supervising the execution of duties by directors and other officers from an independent standpoint, the Company expects that he will help strengthen the governance function of the Board of Directors.</p> <p>As of the conclusion of this General Meeting of Shareholders, Mr. Ryuichi Tomimura will have served for three (3) years as External Director of the Company.</p>			

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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
8	Michimasa Naka (August 14, 1964) External Director	<p>Apr. 1989      Joined Solomon Brothers Asia, Ltd. (now Citigroup Global Markets Japan Inc.)</p> <p>Dec. 2004      Managing Executive Officer and Joint General Manager of the Debt Capital Markets Division of Nikko Citigroup Securities Co., Ltd. (now Citigroup Global Markets Japan Inc.)</p> <p>June 2008      Managing Executive Officer and General Manager of the Markets and Sales Division of Nikko Citigroup Securities Co., Ltd.</p> <p>Oct. 2009      Director of Citigroup Global Markets Japan Inc.</p> <p>Dec. 2009      Director and Deputy President of Citigroup Global Markets Japan Inc.</p> <p>Dec. 2010      Established StormHarbour Japan Ltd. and appointed CEO and Representative Director</p> <p>Mar. 2011      Auditor of GLM. Co., Ltd.</p> <p>July 2014      Director of Asuka Asset Management Co., Ltd.</p> <p>Sept. 2014      Director of istyle Inc. (current position)</p> <p>Oct. 2014      Chairman and Director of StormHarbour Japan Ltd.</p> <p>Nov. 2014      Director of Geniee, Inc.</p> <p>July 2015      Director of Prevent SAST Insurance Co., Ltd. (now MIKATA Small Amount Short Term Insurance Co., Ltd.) (current position)</p> <p>July 2016      Established Boardwalk Capital Inc. and appointed Representative Director (current position)</p> <p>June 2017      Established Accelerator Inc. and appointed Representative Director (current position)</p> <p>Mar. 2019      Director of Vision Inc. (current position)</p> <p>May 2020      External Director of the Company (current position)</p>	5,200
<p>[Important Concurrent Occupations or Positions]</p> <ul style="list-style-type: none"> <li>· Director of Vision Inc.</li> <li>· President and Representative Director of Accelerator Inc.</li> <li>· President and Representative Director of Boardwalk Capital Inc.</li> <li>· Director of MIKATA Small Amount Short Term Insurance Co., Ltd.</li> <li>· Director of istyle Inc.</li> </ul>			
<p>[Reasons for Presenting as Candidate for External Director and Outline of Expected Role]</p> <p>Mr. Michimasa Naka has experience on the global stage in the field of money and finance. At Boardwalk Capital Inc., which he built himself, he also put together a track record of start-up support. The Company selected him as a candidate for external director because he has abundant experience and extensive knowledge as a manager, and by utilizing this knowledge and experience in the Company's management and supervising the execution of duties by directors and other officers from an independent standpoint, the Company expects that he will help strengthen the governance function of the Board of Directors.</p> <p>As of the conclusion of this General Meeting of Shareholders, Mr. Michimasa Naka will have served for three (3) years as External Director of the Company.</p>			



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Candidate Number	Name Date of birth	Career Summary, Position, Business Responsibility and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
9	Yasunobu Nose (April 15, 1958) External Director	<p>Sept. 1984      Joined Daiwa Securities Co., Ltd. (now Daiwa Securities Group Inc.)</p> <p>July 1988        Joined Transportation Group Japan</p> <p>Jan. 1990        Representative in Japan at Transportation Group Japan</p> <p>May 1993        Joined Deutsche Bank Group, Japan (Tokyo Branch)</p> <p>Aug. 1997        Joined Union Bank of Switzerland (Tokyo Branch)</p> <p>Aug. 1999        Joined Lehman Brothers Japan Inc. (Tokyo Branch)</p> <p>Jan. 2005        Managing Director and Head of Global Structured Finance Group in Japan at Lehman Brothers Japan Inc.</p> <p>Oct. 2005        Head of Investment Banking Division of FinTech Global Incorporated</p> <p>Dec. 2005        Managing Director, Head of Investment Banking Division of FinTech Global Incorporated</p> <p>Apr. 2007        Managing Director, Head of Corporate Strategy &amp; Planning Division of FinTech Global Incorporated</p> <p>Apr. 2008        Executive Vice President, Head of Corporate Strategy &amp; Planning Division and Management Planning Department of FinTech Global Incorporated</p> <p>Apr. 2009        Executive Vice President of FinTech Global Incorporated</p> <p>Jan. 2016        Advisor of Gracchus &amp; Associates, Inc. (current position)</p> <p>May 2020        External Director of the Company (current position)</p> <p>Aug. 2020        Representative Director of Meditally Japan Co., Ltd.</p>	—
[Important Concurrent Occupations or Positions] · Advisor of Gracchus & Associates, Inc.			
[Reasons for Presenting as Candidate for External Director and Outline of Expected Role] Mr. Yasunobu Nose has experience on the global stage in the field of money and finance and has served as Executive Vice President of FinTech Global Incorporated, a listed company. The Company selected him as a candidate for external director because he has abundant experience and extensive knowledge as a manager, and by utilizing this knowledge and experience in the Company's management and supervising the execution of duties by directors and other officers from an independent standpoint, the Company expects that he will help strengthen the governance function of the Board of Directors.  As of the conclusion of this General Meeting of Shareholders, Mr. Yasunobu Nose will have served for three (3) years as External Director of the Company.			

(Notes) 1. There are no special interests between the Company and the candidates.

2. Mr. Takashi Nishiki, Mr. Kota Matsuda, Mr. Ryuichi Tomimura, Mr. Michimasa Naka, and Mr. Yasunobu Nose are candidates for external director.
3. The Company has entered into limited liability contracts, as stipulated in Article 427, Paragraph 1 of the Companies Act, with Mr. Takashi Nishiki, Mr. Kota Matsuda, Mr. Ryuichi Tomimura, Mr. Michimasa Naka, and Mr. Yasunobu Nose, which limit their liability pursuant to Article 423, Paragraph 1 of the said act. Their liability under these contracts is the minimum liability amount set forth in Article 425, Paragraph 1 of the said act. If their re-elections are approved, the Company intends to continue the said contracts.
4. The Company has taken out directors and officers liability insurance, which covers the liability borne by the insured directors and officers in the course of performance of their duties or for their liability arising from claims in pursuit of that liability.

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If the candidates are elected as directors, they will become insureds under the policy. In addition, the policy will be renewed with the same conditions when it comes up for renewal.

5. The Company has registered Mr. Takashi Nishiki, Mr. Kota Matsuda, Mr. Ryuichi Tomimura, Mr. Michimasa Naka, and Mr. Yasunobu Nose as independent officers under the provisions of the Tokyo Stock Exchange. If they are re-elected, the Company intends to maintain their registration as independent officers.

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**Proposal No. 3:** Election of three (3) auditors

At the conclusion of this General Meeting of Shareholders, the terms of office of all three (3) auditors will expire. The Company therefore proposes the election of three (3) auditors. The consent of the Board of Auditors has been obtained for this proposal.

The candidates for auditor are as follows:

Candidate Number	Name Date of birth	Career Summary, Position and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
1	Kazutora Mori September 14, 1945	Apr. 1969      Joined Sanyu Agency Co., Ltd. (now ADK Communications Inc.)	—
		July 2004      General Manager of Sales Division, K.K.Sanyu Agency	
		May 2016      Full-time Auditor of VECTOR INC. (current position)	
[Important Concurrent Occupations or Positions] · Not applicable			
[Reasons for Presenting as Candidate for Auditor] Mr. Kazutora Mori has abundant experience and broad knowledge related to the advertising industry and the Company expects that he will be able to reflect this in his role as auditor and therefore proposes his election.			
2	Koonsun Hyun June 8, 1966 External Auditor	Mar. 1992      Joined Legal Training and Research Institute under the Supreme Court	—
		Apr. 1994      Joined Mitsui & Yasuda Law Firm	
		July 1997      Joined Morgan Stanley Securities Co., Ltd.	
		Mar. 2003      Joined Nishimura & Asahi Law Firm	
		Feb. 2004      Joined Merrill Lynch Japan Securities Co., Ltd.	
		Mar. 2005      Opened Minato International Law Office and appointed as Managing Partner (current position)	
		Mar. 2007      Joined Lehman Brothers Japan Inc.	
		May 2015      External Auditor of VECTOR INC. (current position)	
		Oct. 2022      Director of B Holdings Corporation (current position)	
[Important Concurrent Occupations or Positions] · Managing Partner of Minato International Law Office · Director of B Holdings Corporation			
[Reasons for Presenting as Candidate for External Auditor] Mr. Koonsun Hyun has specialized knowledge and broad experience as a lawyer. The Company expects that he will be able to utilize his expertise and insight to fulfill his duties appropriately as external auditor and contribute to the strengthening of the Company's auditing system and corporate governance, and therefore proposes his election.			

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Candidate Number	Name Date of birth	Career Summary, Position and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
3	Satoshi Yaginuma March 6, 1967 External Auditor	Apr. 1990 Joined KOKUSAI Securities Co., Ltd. (now Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)	—
		June 1995 Joined MEX Co., Ltd.	
		May 1997 Joined FORVAL CORPORATION	
		Sept. 2000 Joined SOFTBRAIN Co., Ltd.	
		July 2005 Executive Officer of SOFTBRAIN Co., Ltd.	
		Sept. 2006 Director of Seer Insight Security Co., Ltd.	
		Feb. 2008 Director of REALIT Co., Ltd.	
		Jan. 2011 Joined Fidec Corp. (now Accretive Co., Ltd.)	
		Mar. 2012 Standing Auditor of SOFTBRAIN Co., Ltd. (current position)	
		May 2020 External Auditor of VECTOR INC. (current position)	
		[Important Concurrent Occupations or Positions] · Standing Auditor of SOFTBRAIN Co., Ltd.	
		[Reasons for Presenting as Candidate for External Auditor] Mr. Satoshi Yaginuma has extensive experience as a corporate officer in charge of management departments and as a full-time auditor. The Company expects that he will be able to utilize his expertise and insight to fulfill his duties appropriately as external auditor and contribute to the strengthening of the Company's auditing system and corporate governance, and therefore proposes his election.	

- (Notes)
- There are no special interests between the Company and the candidates.
  - Mr. Koonsun Hyun and Mr. Satoshi Yaginuma are candidates for external auditor.
  - Although Mr. Koonsun Hyun has no direct experience in the management of the Company, it has been deemed that he will be able to appropriately fulfill his duties as external auditor based on the "Reasons for Presenting as Candidate for Auditor" stated above, and therefore proposes his election.
  - Mr. Koonsun Hyun and Mr. Satoshi Yaginuma are both currently serving as External Auditor of the Company. However, their term of office will expire at the conclusion of this General Meeting of Shareholders, with Mr. Koonsun Hyun having served for eight years and Mr. Satoshi Yaginuma for three years.
  - The Company has entered into limited liability contracts, as stipulated in Article 427, Paragraph 1 of the Companies Act, with Mr. Koonsun Hyun and Mr. Satoshi Yaginuma, which limit their liability pursuant to Article 423, Paragraph 1 of the act. Their liability under these contracts is the minimum liability amount set forth in Article 425, Paragraph 1 of the Companies Act. If their re-elections are approved, the Company intends to continue the said contracts.
  - The Company has taken out directors and officers liability insurance, which covers the liability borne by the insured directors and officers in the course of performance of their duties or for their liability arising from claims in pursuit of that liability. If the candidates are elected as auditors, they will become insureds under the policy. In addition, the policy will be renewed with the same conditions when it comes up for renewal.
  - The Company has registered the candidates for external auditor as independent officers under the provisions of the Tokyo Stock Exchange. If they are re-elected, the Company intends to maintain their registration as independent officers.

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**Proposal No. 4:** Election of one (1) substitute auditor

To prepare for a contingency in which the Company does not have the number of corporate auditors required by laws and regulations, the Company proposes to elect a substitute auditor for full-time auditor Kazutora Mori in accordance with Article 329, Paragraph 3 of the Companies Act.

The effective term for election of this substitute auditor lasts until the start of the next Ordinary General Meeting of Shareholders, but with the consent of the Board of Auditors, the election may be revoked by resolution of the Board of Directors, provided this is done prior to the assumption of office. The consent of the Board of Auditors has been obtained for this proposal.

The candidate for substitute auditor is as follows:

Name Date of birth	Career Summary, Position and Status of Important Concurrent Occupations or Positions	Number of shares held in VECTOR INC.
Ryutaro Tawa (September 12, 1978)	Apr. 2002 Joined Asahi Arthur Andersen Ltd. (now PwC Consulting LLC)	3,600
	Dec. 2007 Joined Recruit HR Marketing Kansai Co., Ltd. (now Recruit Jobs Co., Ltd.)	
	Nov. 2009 Joined KPMG AZSA LLC	
	July 2018 Joined VECTOR INC.	
	Sept. 2019 Head of Internal Audit Department of the Company (current position) Auditor of IR Robotics Inc. Auditor of Vitabrid Japan Inc. Auditor of Brand Control Inc. Auditor of Direct Tech, Inc. (current position)	
	May 2021 Auditor of 100Capital Inc. (current position)	
	May 2022 Auditor of News Technology Inc. (current position) Auditor of Medical Technologies, Inc. (current position)	
	July 2022 Auditor of Geobeck Co., Ltd. (now CLOUD BEAUTY Inc.) (current position)	
	Nov. 2022 Auditor of amie Inc. (current position) Auditor of MasterVisions Inc. (current position)	
	Mar. 2023 Auditor of Tryhatch, Inc. (current position)	
	[Important Concurrent Occupations or Positions] · Auditor of Direct Tech, Inc. · Auditor of 100Capital Inc. · Auditor of News Technology Inc. · Auditor of Medical Technologies, Inc. · Auditor of CLOUD BEAUTY Inc. · Auditor of amie Inc. · Auditor of MasterVisions Inc. · Auditor of Tryhatch, Inc.	

(Notes) 1. There are no special interests between the Company and the candidate.

2. The Company has taken out directors and officers liability insurance, which covers the liability borne by the insured directors and officers in the course of performance of their duties or for their liability arising from claims in pursuit of that liability. If the candidate is elected as auditor, he will become an insured under the policy. In addition, the policy will be renewed with the same conditions when it comes up for renewal.