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(Securities Code: 4777)

June 8, 2023

Satoru Kikugawa,
Representative Director & Group CEO
GALA INCORPORATED
6-12-18, Jingumae, Shibuya-ku, Tokyo

CONVOCAATION NOTICE OF THE 30TH ANNUAL MEETING OF SHAREHOLDERS

Dear Shareholders:

Notice is hereby given that the 30th Annual Meeting of Shareholders will be held as follows:

The Meeting will be held as a shareholders meeting without a designated location (Fully Online Shareholders Meeting) in accordance with Article 66, Paragraph 1 of the Industrial Competitiveness Enhancement Act and Article 12, Paragraph 2 of the Company's Articles of Incorporation.

If you are unable to attend the Meeting, you can exercise your voting rights by using any of the following methods no later than 6:00 p.m., Friday, June 23, 2023 (JST).

[Voting in writing (by mail)]

Please exercise your voting rights by sending back the enclosed voting form expressing your approval or disapproval of the proposals such that it arrives at the Company by the above deadline.

[Voting via the Internet]

Please exercise your voting rights by accessing the voting website designated by the Company (<https://www.web54.net>) by using the voting code and password printed on the enclosed voting form, and entering your approval or disapproval of each proposal following the instructions on your screen by the above deadline.

1. Date and Time: Saturday, June 24, 2023, at 10:00 a.m. (JST)
(Login available from 9:30 a.m.)
2. Venue: Meeting of Shareholders without a designated location (Fully Online Shareholders Meeting)
In the event that the Meeting of Shareholders cannot be held on the above date and time due to communication failure or other reasons, the Meeting of Shareholders will be postponed to Friday, June 30, 2023, at 10:00 a.m. This Meeting of Shareholders will be held only on the Internet, so there will be no venue for you to attend the meeting. For details on how to attend and vote at this Meeting of Shareholders, please refer to "How to Attend and Exercise Voting Rights at the Fully Online Shareholders Meetings and How to Attend the Online Business Briefing Session" on page 4.
3. Agenda for the Meeting:
Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 30th fiscal year (from April 1, 2022 to March 31, 2023), and the Audit Results of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. The Non-Consolidated Financial Statements for the 30th fiscal year (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

- Proposal No.1. Partial Amendment to the Articles of Incorporation (Increase in the Number of Directors)
- Proposal No.2. Partial Amendment to the Articles of Incorporation (Change of Fiscal Year)
- Proposal No.3. Election of One Director
- Proposal No.4. Election of Two Corporate Auditors

4. Matters Resolved for Convocation (Guidance for the Exercise of Voting Rights)

- (1) The method of communication used to send and receive information on the proceedings of this Meeting of Shareholders shall be via the Internet.
- (2) In the event that your approval or disapproval of each proposal is not indicated on the voting form, it shall be considered as an indication of approval.
- (3) When voting rights are exercised via the internet more than once, the last vote shall be deemed effective.
- (4) When voting rights are exercised in duplicate, both in writing and via the Internet, the vote via the Internet shall be deemed effective.
- (5) If you exercised your voting rights in advance in writing or via the Internet and attend the Meeting of Shareholders online and exercise your voting rights in duplicate, the vote exercised at the Meeting of Shareholders will be deemed effective. If you do not exercise your voting rights at the Meeting of Shareholders, the details of your vote exercised in writing or via the Internet in advance will be deemed effective. If you do not exercise your voting rights in advance and attend the Fully Online Shareholders Meeting on the day of the meeting, but the Company is unable to confirm the result of your exercise of voting rights on the day of the meeting, your vote will be treated as an abstention.
- (6) If you wish to exercise your voting rights by proxy, one other shareholder with voting rights may attend the meeting as your proxy. However, please note that you will be required to submit a written document certifying your proxy's authority. Then, please attend the meeting after following the procedures described on page 4, "How to Attend and Exercise Voting Rights at the Fully Online Shareholders Meetings and How to Attend the Online Business Briefing Session."

Submission deadline: Wednesday, June 21, 2023, 6:00 p.m. (must arrive by this date)

- (7) Summary of the contents of the policy regarding measures to prevent communication problems, and how shareholders who have problems using the Internet can attend the meeting
Please refer to "How to Attend and Exercise Voting Rights at the Fully Online Shareholders Meetings and How to Attend the Online Business Briefing Session" on pages 4 and below.

(Cautions and Requests)

- After the "Fully-Online Shareholders Meeting", the "Online Business Briefing Session" will be held on the day of the meeting, and you are cordially invited to attend the session. For details on how to attend the "Online Business Briefing Session," please refer to "How to Attend and Exercise Voting Rights at the Fully Online Shareholders Meetings and How to Attend the Online Business Briefing Session" on page 4.

(Notice)

- The following matters, among the documents to be provided in this Notice of Convocation, are posted on the Company's website (<http://www.gala.jp/ir/shareholder/meeting.html>) in accordance with laws and regulations and Article 18 of the Company's Articles of Incorporation.
 - (i) "Systems to ensure the appropriateness of business operations and the status of operation of such systems" in the Business Report
 - (ii) "Consolidated Statement of Changes in Net Assets" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - (iii) "Statement of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" in the non-consolidated financial statements.

- The above item (i) is included in the Business Report which was audited by the Corporate Auditors in the preparation of the Audit Report. The above items (ii) and (iii) are included in the Consolidated Financial Statements and the Non-Consolidated Financial Statements audited by the Accounting Auditor and the Corporate Auditors in the preparation of the Audit Report.
- If any revisions are made to the Reference Documents for the 30th Annual Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-Consolidated Financial Statements, they will be posted on the Company's website (<http://www.gala.jp/ir/shareholder/meeting.html>).

How to Attend and Exercise Voting Rights at the Fully Online Shareholders Meetings and How to Attend the Online Business Briefing Session

1. What is a Fully Online Shareholders Meeting?

A fully online shareholders meeting is a shareholders meeting in which directors, shareholders, and others "attend" the shareholders meeting (as prescribed by the Companies Act) through the Internet or other means, without holding a real shareholders meeting (a shareholders meeting held at a physical location).

This Meeting of Shareholders will be held as a fully online shareholders meeting, so shareholders who apply in advance to attend the meeting online and attend the meeting online on the day of the meeting can ask questions and exercise their voting rights while watching the live webcast.

*The fully online shareholders meeting corresponds to the "virtual-only shareholders meeting" in the "Implementation Guide for Hybrid Virtual Shareholders' Meetings (February 26, 2020)" by the Ministry of Economy, Trade and Industry.

2. How to Pre-Register for the Fully Online Shareholders Meeting

This Meeting of Shareholders will be held via Zoom video webinar. Shareholders who wish to attend the meeting are required to pre-register for the fully online meeting by following the instructions below:

- (1) Obtain a Zoom account.
- (2) Download the Zoom client or Zoom mobile app for the meeting.
- (3) Apply for the Online Shareholders Meeting by sending an e-mail with the required information and the attachment of a screen capture of the voting form to the e-mail address (sokai@gala.jp) by 11:59 p.m., Wednesday, June 21, 2023.
- (4) Shareholders whose identities have been verified can apply for the Zoom video webinar via the URL that will be replied to the above application e-mail (application deadline: 3:00 p.m., Thursday, June 22, 2023.)

3. How to Attend the Fully Online Shareholders Meeting

After you have applied for the Zoom video webinar described in the above 2, "How to Pre-Register for the Fully Online Shareholders Meeting," you will receive an e-mail with the information you need to attend the online shareholders' meeting as soon as the webinar registration is confirmed by the Secretariat (including the URL, webinar ID, PW, etc. to access the meeting on the day of the meeting).

By clicking the access URL for the day, the Zoom client or Zoom mobile app will be launched and you will be asked to log in to the webinar (*).

Logging in for the online shareholder meeting on the day of the meeting will be available from 9:30 a.m. From the time of admission until the start of the Meeting of Shareholders (10:00 a.m.), you will be placed on standby after admission, so please wait until the meeting starts.

(*) If the Zoom client or Zoom mobile app does not start up, please enter your webinar ID and PW directly into the Zoom client or Zoom mobile app and log in.

4. How to Attend the Online Business Briefing Session

After the "Fully-Online Meeting of Shareholders", the "Online Business Briefing Session" will be held on the day of the meeting, so please continue to attend the meeting. Shareholders who wish to attend the "Online Business Briefing Session" are requested to attend the "Online Meeting of Shareholders" online and the "Online Business Briefing Session" held after the "Online Meeting of Shareholders" by referring to "How to Attend the Fully Online Shareholders' Meeting" in the above 2.

5. Handling Questions

Shareholders who attend the meeting online may raise their hands and ask questions by using the "raise your hand" function of the Zoom video webinar when the Chairman announces that the meeting is open for questions, motions, and any other comments regarding the deliberation of the meeting.

Please note the following points:

- If a question does not relate to the agenda of the 30th Annual Meeting of Shareholders, answering a question requires detailed investigation, a question is duplicative, answering a question may infringe on the rights or interests of customers, employees, or others, or a question is abusive and clearly intended to interfere with the operation of the 30th Annual Meeting of Shareholders, we may not take up the question or refrain from answering it.

6. Exercise of Voting Rights

Shareholders attending the meeting online may exercise their voting rights through the voting function of the Zoom video webinar by following the Chairman's instructions.

7. Submit Motions

If shareholders attending the meeting online wish to submit motions, they will be asked to raise their hands by using the Zoom video webinar's "raise your hand" function when the Chairman announces that the meeting will be open for questions and any comments on the deliberations, including motions. The shareholder nominated by the Chairman may submit a motion.

Please note that motions made at a timing or by a method other than those specified by the Chairman, or motions that cannot be determined whether or not they are motions, may not be taken up as motions. If a shareholder repeatedly submits a similar motion or a motion that is clearly unlawful, or makes any other motion that is deemed to interfere with the progress of the proceedings or the stable operation of the online shareholder meeting system, the communication of the shareholder in question may be forcibly blocked by order of the Chairman or by the discretion of the Secretariat under the Chairman's direction.

8. Summary of the Contents of the Policy on Measures to Prevent Communication Failures

We will ensure a sufficient system capacity so that the meeting is accessible to all shareholders who wish to attend.

The Company will take measures in advance to prepare for the occurrence of system failures, including the preparation of manuals to address communication failures.

In the event of a significant disruption to the proceedings of this Meeting of Shareholders due to a communication failure or other reasons, the Chairman may decide to postpone or continue this Meeting of Shareholders, and a resolution to that effect will be proposed at the beginning of this Meeting of Shareholders. In the event that the Chairman decides to postpone or continue the Meeting of Shareholders in accordance with such resolution, the postponed or continued shareholders meeting will be held on Friday, June 30, 2023, at 10:00 a.m. In such case, the Company will promptly announce such meeting on the Company's website (<http://www.gala.jp/>), and you are cordially invited to attend the postponed or continued meeting of the Shareholders' Meeting in accordance with the instructions on “How to Attend the Fully Online Shareholders Meeting” on the above 3.

9. How Shareholders Who Have Difficulty Using the Internet Can Participate (Outline of the Contents of the Policy Regarding Consideration of Securing Profits)

Shareholders who have difficulty in using the Internet are requested to exercise their voting rights in advance by mail (in writing). Please refer to page 1 for the method of exercise.

10. For Support Regarding This Matter

Please send all inquiries regarding this matter, including those regarding online shareholder meeting pre-registration, to the following e-mail address. Please note that we cannot respond to inquiries by telephone.

For inquiries regarding how to obtain a Zoom account, how to install the Zoom application, how to connect to Zoom, Zoom functions, etc., we can provide general instructions by e-mail, but we are

unable to provide instructions that correspond to the individual communication environment of each shareholder. We appreciate your understanding.

Inquiry e-mail address (sokai@gala.jp)

Please note that we will not be able to provide support for any problems that may arise on the day of the online shareholders meeting, such as inability to connect, delays, inability to hear voices, inability to speak, or inability to exercise voting rights due to problems with the shareholder's environment or other reasons. We will not be liable for any disadvantage incurred as a result of such problems.

11. Other Notes Regarding Attendance at the Meeting of Shareholders

- (1) In case of communication failure or computer malfunction, we recommend that you exercise your voting rights in advance even if you attend this Meeting of Shareholders. Please refer to page 1 for instructions on how to exercise your voting rights in advance.
- (2) To attend the meeting online, you must (1) obtain a Zoom account and (2) access the meeting via the Zoom client (for PCs) or the Zoom mobile app (for smartphones or tablet devices). Therefore, you will need to do the following:
 - (i) Obtain a Zoom account.
 - (ii) Download the Zoom client or Zoom mobile appPlease note that you will not be able to attend the meeting by any method other than logging in with your Zoom account from the Zoom client or the Zoom mobile app (e.g., attending the meeting using only a browser without installing the app).
- (3) Expenses related to the use of the Internet (provider connection fees, communication fees, etc.) shall be borne by shareholders.
- (4) Any problems before or during the opening of this Meeting of Shareholders, or any changes in its operation will be posted on our website (<http://www.gala.jp/>) so please refer to it.

Reference Documents for the 30th Annual Meeting of Shareholders

Proposal No.1: Partial Amendment to the Articles of Incorporation (Increase in the Number of Directors)

1. Reasons for the proposal

The Company proposes to change Article 19 (Number of Directors) of the current Articles of Incorporation from no more than 10 to no more than 12 to enable an increase in the number of directors for the purpose of further strengthening and enhancing the management base, improving the independence and effectiveness of the Board of Directors, and strengthening the corporate governance system, as the scope of the business has expanded due to the new business of its subsidiary.

2. Details of the amendment

Details of the amendment are as follows:

(The amended parts are underlined)

Current Articles of Incorporation	Proposed Amendment
<p>Articles of Incorporation of Gala Inc.</p> <p>(Number of Directors)</p> <p>Article 19. The Company shall have no more than <u>ten (10)</u> directors.</p> <p>Amended <u>as of March 1, 2023</u></p>	<p>Articles of Incorporation of Gala Inc.</p> <p>(Number of Directors)</p> <p>Article 19. The Company shall have no more than <u>twelve (12)</u> directors.</p> <p>Amended <u>as of June 24, 2023</u></p>

Proposal No.2: Partial Amendment to the Articles of Incorporation (Change of Fiscal Year)

1. Reasons for the proposal

The fiscal year of the Company is one year from April 1 to March 31 of the following year while Megazone Cloud Corporation, the parent company of the Company, has a fiscal year ending December 31. The Company proposes to change its fiscal year to one year from January 1 to December 31 in order to unify the fiscal year with that of Megazone Cloud Corporation and thereby strengthen and improve the efficiency of its accounting and management systems.

In conjunction with the change in the fiscal year end, the Company also proposes to make necessary changes to Article 13 (Record Date of Annual Meeting of Shareholders), Article 44 (Fiscal Year), Article 45 (Record Date of Dividends from Surplus), and Article 46 (Interim Dividends) of the current Articles of Incorporation. In addition, the Company proposes to establish a new Supplementary Provision as a transitional measure.

2. Details of the amendment

Details of the amendment are as follows:

(The amended parts are underlined)

Current Articles of Incorporation	Proposed Amendment
<p>Articles of Incorporation of Gala Inc.</p> <p>(Record Date of Annual Meeting of Shareholders) Article 13. The record date for the voting rights at the annual meeting of shareholders of the Company shall be <u>March 31</u> of each year.</p> <p>(Fiscal Year) Article 44. The fiscal year of the Company shall be <u>from April 1 to March 31</u> of each year.</p> <p>(Record Date of Dividends from Surplus) Article 45. The record date for the year-end dividend of the Company shall be March 31 of each year.</p> <p>2. In addition to the preceding paragraph, the Company may declare dividends from surplus by fixing a record date.</p> <p>(Interim Dividends) Article 46. The Company may, by resolution of the Board of Directors, pay an interim</p>	<p>Articles of Incorporation of Gala Inc.</p> <p>(Record Date of Annual Meeting of Shareholders) Article 13. The record date for the voting rights at the annual meeting of shareholders of the Company shall be <u>December 31</u> of each year.</p> <p>(Fiscal Year) Article 44. The fiscal year of the Company shall be <u>from January 1 to December 31</u> of each year.</p> <p>(Record Date of Dividends from Surplus) Article 45. The record date for the year-end dividend of the Company shall be December 31 of each year.</p> <p>2. In addition to the preceding paragraph, the Company may declare dividends from surplus by fixing a record date.</p> <p>(Interim Dividends)</p>

Candidate No.	Name (Date of Birth)	Brief Personal History, Position and Responsibility in the Company (Significant Concurrent Positions)	Number of shares held
1	Hyun Hur (October 10, 1977)	Jun 2006 Joined Aeonsoft Inc. (currently Gala Lab Corp.) Oct 2006 COO, Gala Networks Europe Ltd. Dec 2006 Director, Gala-Net Inc. May 2008 CEO, Gala Networks Europe Ltd. Jun 2008 Director, Gala Inc. May 2009 Director, Gala Japan Inc. Jun 2009 Director and Group CPO, Gala Inc. Jul 2011 Director and Group COO, Gala Inc. Sep 2011 Director, Gala Lab Corp. Apr 2012 Director, Gala Pocket Inc. (currently Gala Japan Inc.) Oct 2012 Director, Gala Innovative Inc. Dec 2012 General Manager of Korea Office, Gala Inc. Jun 2013 Director, Gala Inc. Oct 2014 Representative Director and CEO, Gala Connect Inc. Mar 2023 Director, Treeful Inc. (present post)	-

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

2. The Company has concluded a directors' and corporate auditors' liability insurance policy with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which insures directors and corporate auditors of the Company and its subsidiaries as well as employees in managerial and other positions. The policy provides for compensation for damages and costs of litigation to be borne by the insured in the event that a claim for damages is made against the insured due to wrongful acts committed by the insured in his/her capacity as an insured. However, in order to ensure that the insured's performance of his/her duties is not impaired, certain exclusions apply, such as not covering damages caused by acts committed with the knowledge that the acts violate laws and regulations. If each candidate is elected and assumes office as a director, he/she will become an insured under the relevant insurance policy. The insurance policy will be renewed with the same terms and conditions at the next renewal.

[Reference] Skill Matrix of Directors

The Skill Matrix of Directors, if Proposal 3 is approved as proposed at the 30th Annual Meeting of Shareholders, is as follows:

Name	Position	Business Management	Finance and Accounting	Technology Development	Marketing	Legal Affairs	International Affairs
Satoru Kikugawa	Representative Director Group CEO	○		○	○		○
Jiye Kim	Director	○			○		○
Yuki Okamoto	Director CFO	○	○				
Hyunsu Kim	Director	○		○	○		○
Nicolas Pajot	Director	○			○		○
Hyun Hur	Director	○			○		○
Joowan Lee	Outside Director	○			○		○
Wonwoo Cho	Outside Director	○			○		○
Junsun Yun	Outside Director		○				○
Hyungwoo Chon	Outside Director					○	○
Noriyuki Kuramochi	Outside Director	○			○		

Proposal No.4: Election of Two Corporate Auditors

The term of office of Corporate Auditors, Mr. Toyoaki Kaji and Mr. Hiroki Kawate, will expire at the conclusion of this Annual Meeting of Shareholders. Therefore, the Company proposes the election of two Corporate Auditors.

This proposal is based on the decision of the Board of Corporate Auditors.

Candidate No.	Name (Date of Birth)	Brief Personal History, Position and Responsibility in the Company (Significant Concurrent Positions)	Number of shares held	
1	Toyoaki Kaji (September 10, 1949)	Apr 1972 Apr 1994 Oct 1997 Sep 1999 May 2000 Apr 2002 Jun 2007 Jun 2009	Joined Fuji Photo Film Corp. Joined SoftBank Corp. Director, Pasona Softbank Corp. Executive Officer, SoftBank Technology Corp. Representative Director, Softbank Mobile Technology Corp. Representative Director and CEO, Abilit Corp. Full-time Corporate Auditor, Gala Inc. (present post) Director, Abilit Corp.	20,500
		Reason for nomination as candidate for outside corporate auditor: Mr. Toyoaki Kaji is nominated as a candidate for Outside Corporate Auditor because we expect that he will continue to utilize his sufficient insight in overseeing corporate management, his past experience in personnel and labor affairs, and his past experience as a corporate auditor of the Company in auditing the Company.		
2	Hiroki Kawate (November 10, 1967)	Oct 1994 Dec 1999 Jun 2010 May 2015 Jul 2015 Jun 2019	Director, Gala Inc. Representative Director, RIS Inc. (In February 2000, Gala Inc. acquired all shares of RIS Inc. and made it a wholly owned subsidiary, changing its name to GalaWeb Inc.) Retired from Director of Gala Inc. Representative Director, GRANSCAPE Inc. (present post) Retired from Representative Director of GalaWeb Inc. (currently Tribeck Professional Service Inc.) Corporate Auditor, Gala Inc. (present post) (Significant Concurrent Positions) Representative Director, GRANSCAPE Inc.	100

(Notes) 1. There is no special interest between each candidate and the Company.

2. Mr. Toyoaki Kaji is a candidate for outside corporate auditor.
3. Mr. Toyoaki Kaji is currently an outside corporate auditor of the Company, and his term of office as an outside corporate auditor will be 16 years at the conclusion of this Annual Meeting of Shareholders.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into a liability limitation agreement with Mr. Toyoaki Kaji, which limits his liability for damages under Article 423, Paragraph 1 of the said Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Act, and will continue such agreement with him if his reappointment is approved.
5. The Company has concluded a directors' and corporate auditors' liability insurance policy with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which insures directors and corporate auditors of the Company and its subsidiaries as well as employees in managerial and other positions. The policy provides for compensation for damages and costs of litigation to be borne by the insured in the event that a claim for damages is made against the insured due to wrongful acts committed by the insured in his/her capacity as an insured. However, in order to ensure that the insured's performance of his/her duties is not impaired, certain exclusions apply, such as not covering damages caused by acts committed with the knowledge that the acts violate laws and regulations. If each candidate is

elected and assumes office as a corporate auditor, he/she will become an insured under the relevant insurance policy. The insurance policy will be renewed with the same terms and conditions at the next renewal.

6. The Company has designated Mr. Toyoaki Kaji as an independent officer as stipulated by the Tokyo Stock Exchange and has notified the Tokyo Stock Exchange to that effect. If his reappointment is approved, he will continue to be an independent officer.