

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 7818)

November 7, 2023

To Our Shareholders

Satoshi Ishikawa,
Chairman and Representative Director
TRANSACTION CO., Ltd.
3-28-13 Shibuya, Shibuya-ku Tokyo

Notice of the 37th Annual General Meeting of Shareholders

Please be informed that the 37th Annual General Meeting of Shareholders of TRANSACTION CO., Ltd. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on the Company’s website. Please access the following website to view the information.

The Company’s website:

<https://www.trans-action.co.jp/> (in Japanese)

(From the above website, select “IR information,” “IR material,” and then “General meeting of stockholders.”)

In addition to posting items subject to measures for electronic provision on the Company’s website, the Company also posts this information on the website of the Tokyo Stock Exchange (TSE). Please access the following website to view the information.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “TRANSACTION CO.,Ltd.” in “Issue name (company name)” or the Company’s securities code “7818” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

Instead of attending the meeting in person on the day, you can exercise your voting rights via the Internet, etc. or in writing. Please review the reference documents for the general meeting of shareholders, and exercise your voting rights by 7:00 p.m. on Tuesday, November 28, 2023.

1. Date and Time: 10:00 a.m. on Wednesday, November 29, 2023 (Reception starts at 9:30 a.m.)

2. Place: SHIBUYA SOLASTA CONFERENCE (SHIBUYA SOLASTA 4th Floor)
1-21-1 Dogenzaka, Shibuya-ku Tokyo

3. Meeting Agenda

Matters to be reported:

1. Business Report, Consolidated Financial Statements for the 37th fiscal year (from September 1, 2022 to August 31, 2023), and the results of audit on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee
2. Non-consolidated Financial Statements for the 37th fiscal year (from September 1, 2022 to August 31, 2023)

Proposals to be resolved:

Proposal: Election of Five (5) Directors Who Are Not Audit & Supervisory Committee Members

- When attending the meeting on the day, please submit the enclosed voting rights exercise form sent with the notice of convocation at the reception desk. In addition, we ask that you bring the notice of convocation sent to you for the purpose of conserving resources.

Guidance relating to this Notice

- If you do not indicate your approval or disapproval for a proposal on the returned voting form, it will be assumed you have approved the proposal.
- For this general meeting of shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them. Among items for which measures for providing information in electronic format are to be taken, the items stated below are not included in the documents sent out to shareholders and instead are posted on the Company's website and the TSE website on the Internet as "Notice of the 37th Annual General Meeting of Shareholders (items excluded from paper-based documents)" in accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation (in Japanese only).
 - (i) Part of Business Report
 - (ii) Consolidated Financial Statements and Non-consolidated Financial Statements
 - (iii) Audit ReportAccordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements provided in the "Notice of the 37th Annual General Meeting of Shareholders (items excluded from paper-based documents)" constitute part of the documents audited by the accounting auditor in preparing the accounting audit report and the Audit & Supervisory Committee in preparing the audit report.
- If there are any changes necessary to the content of the items subject to measures for electronic provision, a notification to that effect, and the corrected and pre-corrected versions of these items will be made available on the Company's website and TSE website.
- Please note that we will post results of resolutions at this Annual General Meeting of Shareholders on the Company's website instead of sending you a written resolution result notice.

Reference Documents for the General Meeting of Shareholders

Proposal: Election of Five (5) Directors Who Are Not Audit & Supervisory Committee Members

The terms of office of all four (4) Directors who are not Audit & Supervisory Committee members will expire at the conclusion of this general meeting of shareholders. Accordingly, the Company proposes the election of five (5) Directors who are not Audit & Supervisory Committee members, increasing the number of Directors who are not Audit & Supervisory Committee members by one in order to enhance corporate governance. The Audit & Supervisory Committee has determined, after taking into consideration the status of business execution by the following candidates and other aspects in the current fiscal year, that they are all qualified for the position.

The candidates for Directors who are not Audit & Supervisory Committee members are as follows.

Candidate No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
1	Satoshi Ishikawa (October 13, 1961) Re-election Male	Apr. 1984 Joined Jun Co., Ltd. Jan. 1987 Established Trans Co., Ltd. (currently TRANSACTION CO., Ltd.); President and Representative Director May 2008 Chairman of the Board of Directors of T3 Design Co., Ltd. (current position) Nov. 2008 Chairman of the Board of Directors of Trans Co., Ltd. (current position) Chairman of the Board of Directors of Trade Works Co., Ltd. (current position) Apr. 2010 Chairman of the Board of Directors of Kraftwerk Co., Ltd. (current position) Oct. 2019 Chairman of the Remuneration Committee of the Company (current position) Nov. 2022 Chairman and Representative Director (current position) May 2023 Member of the Sustainability Committee (current position) Significant concurrent positions Chairman of the Board of Directors of Trans Co., Ltd. Chairman of the Board of Directors of Trade Works Co., Ltd. Chairman of the Board of Directors of Kraftwerk Co., Ltd. Chairman of the Board of Directors of T3 Design Co., Ltd.	8,694,000
Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee member Mr. Satoshi Ishikawa, the founder of the Company, has served as the Representative Director since the establishment of the Company, and has led the Company and the Company Group with a futuristic vision. He has played a role that contributes to improving the corporate value of the entire Company Group, such as through decisions on important management matters and supervision of business execution. Accordingly, we have judged that he is qualified to continue to be a Director.			

Candidate No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
2	<p style="text-align: center;">Keiichi Chiba (October 24, 1965)</p> <p style="text-align: center;">Re-election Male</p>	<p>Oct. 1989 Joined Namco Limited (currently Bandai Namco Entertainment Inc.)</p> <p>Oct. 2001 Joined the Company; Manager of the Planning Section</p> <p>June 2003 Manager of the Sales department of Trade Works Co., Ltd.</p> <p>Sept. 2005 Executive Officer, General Manager of the Sales Division of the said company</p> <p>July 2007 Director, General Manager of Operations Division of the said company</p> <p>Aug. 2007 Director of the Company Director of Trans Co., Ltd. (current position)</p> <p>Jan. 2008 President and Representative Director of Trade Works Co., Ltd. (current position)</p> <p>Sept. 2019 Director of Kraftwerk Co., Ltd. (current position)</p> <p>Nov. 2019 Managing Director of the Company</p> <p>Nov. 2020 Senior Managing Director</p> <p>Nov. 2022 President and Representative Director (current position) Director of T3 Design Co., Ltd. (current position)</p> <p>May 2023 Chairman of the Sustainability Committee of the Company (current position)</p> <p>Significant concurrent positions President and Representative Director of Trade Works Co., Ltd. Director of Trans Co., Ltd. Director of Kraftwerk Co., Ltd. Director of T3 Design Co., Ltd.</p>	242,700
<p>Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee member Mr. Keiichi Chiba assumed the position of Director in August 2007. In addition, he has led Trade Works Co., Ltd., a major operating company of the Company Group, as the Representative Director while demonstrating his strong leadership. He has a wealth of knowledge and achievements in the management of group companies and operation of operating companies due to his long years of experience. Accordingly, we have judged that he is qualified to continue to be a Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
3	Yoshinari Kitayama (April 9, 1965) Re-election Male	<p>Apr. 1988 Joined Nomura Securities Co., Ltd. (currently Nomura Holdings, Inc.)</p> <p>June 2015 Joined the Company; Executive Officer, General Manager of Office of the President</p> <p>Nov. 2015 Director in charge of the Accounting Department, Corporate Planning Department, Finance Department, General Affairs Department, and System Department of the Company</p> <p>Sept. 2016 Director in charge of the Accounting Department, Corporate Planning Department, General Affairs Department, and System Department</p> <p>Nov. 2016 Director of Kraftwerk Co., Ltd. (current position) Director of T3 Design Co., Ltd. (current position)</p> <p>Sept. 2018 Director in charge of the Accounting Department, Corporate Planning Department, Human Resources Department, General Affairs Department, and System Department of the Company (current position)</p> <p>May 2023 Member of the Sustainability Committee (current position)</p> <p>Significant concurrent positions Director of Kraftwerk Co., Ltd. Director of T3 Design Co., Ltd.</p>	82,100
Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee member Mr. Yoshinari Kitayama assumed the position of Director in November 2015, and since then, he has led the administrative divisions of the Company and its Group with his strong leadership. He has a wealth of knowledge and achievements in the supervision of these administrative divisions due to his long years of experience including his previous career. Accordingly, we have judged that he is qualified to continue to be a Director.			
4	Yukiko Iguchi (October 9, 1965) Re-election Female	<p>Apr. 1988 Joined Marui Co., Ltd. (currently Marui Group Co., Ltd.)</p> <p>May 2008 President and Representative Director of T3 Design Co., Ltd.</p> <p>Nov. 2016 Director of Trans Co., Ltd.</p> <p>Nov. 2018 Director of the Company (current position)</p> <p>Mar. 2019 President and Representative Director of Trans Co., Ltd. (current position) Director of Trade Works Co., Ltd. (current position) Director of T3 Design Co., Ltd.</p> <p>May 2023 Member of the Sustainability Committee of the Company (current position)</p> <p>Sept. 2023 President and Representative Director of T3 Design Co., Ltd. (current position)</p> <p>Significant concurrent positions President and Representative Director of Trans Co., Ltd. President and Representative Director of T3 Design Co., Ltd. Director of Trade Works Co., Ltd.</p>	52,100
Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee member Ms. Yukiko Iguchi has served as the Representative Director of Trans Co., Ltd. and T3 Design Co., Ltd., major operating companies of the Company Group. She has a wealth of knowledge and achievements in the management of group companies and operation of operating companies due to her wide range of experience. Accordingly, we have judged that she is qualified to continue to be a Director.			

Candidate No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
5	<p data-bbox="336 562 536 618">Yoriko Aelvoet (February 26, 1962)</p> <p data-bbox="373 658 499 775">New election Outside Independent Female</p>	<p data-bbox="612 264 1225 320">Apr. 1984 Joined Mainichi Communications Inc. (currently Mynavi Corporation)</p> <p data-bbox="612 331 1174 387">Sept. 1986 Joined Procter & Gamble Far East Inc. (currently Procter & Gamble Japan K.K.)</p> <p data-bbox="612 398 1214 488">Sept. 1989 Joined Buena Vista Home Entertainment Inc. (currently The Walt Disney Company (Japan) Ltd.)</p> <p data-bbox="612 499 1222 611">Oct. 2001 General manager and vice president of Disney Publishing Worldwide of Walt Disney International Japan Ltd. (currently The Walt Disney Company (Japan) Ltd.)</p> <p data-bbox="612 622 1222 745">Nov. 2005 General manager and vice president for Japan & Korea of Warner Bros. Consumer Products of Warner Japan Entertainment Inc. (currently Warner Bros. Japan LLC)</p> <p data-bbox="612 757 1155 813">Dec. 2015 President of Bottega Tigre Inc. (current position)</p> <p data-bbox="612 824 1222 913">June 2018 Outside audit & supervisory board member of FIELDS CORPORATION (currently TSUBURAYA FIELDS HOLDINGS INC.)</p> <p data-bbox="612 925 1129 947">June 2020 Outside director of the said company</p> <p data-bbox="612 958 1230 981">June 2022 Director of the said company (current position)</p> <p data-bbox="612 992 1139 1070">Significant concurrent positions President of Bottega Tigre Inc. Director of TSUBURAYA FIELDS HOLDINGS INC.</p>	0
<p data-bbox="276 1081 1129 1104">Reason for nomination as candidate for outside Director and overview of expected roles</p> <p data-bbox="276 1115 1449 1294">Ms. Yoriko Aelvoet was nominated as candidate for outside Director because the Company expects that she will contribute to the enhancement of corporate governance by providing useful advice, etc. from a professional and multifaceted perspective as well as providing her opinions on the overall management of the Company Group from an objective and independent standpoint as she possesses a high level of expertise and broad knowledge of marketing and management based on her wealth of experience, primarily in the IP and content business industry, and the importance of her knowledge has been increasing in the major businesses of the Company Group recently.</p>			

- (Notes)
1. There is no special interest between the Company and each candidate.
 2. Ms. Yoriko Aelvoet is a candidate for outside Director.
 3. The candidate Ms. Yoriko Aelvoet satisfies the requirements for an independent director as provided for by Tokyo Stock Exchange, Inc., and if her election is approved, the Company plans to designate her as an Independent Director and report the designation to the said exchange.
 4. Article 33, paragraph 2 of the Company's Articles of Incorporation sets forth that pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into contracts with Directors (excluding Executive Directors, etc.) that limit their liability for damages arising from neglecting their duties, and based on this, the Company plans to conclude such a liability limitation contract with the candidate Ms. Yoriko Aelvoet, if her election is approved. The amount of limit of their liabilities to compensate for damages under the said contract is the higher of ¥10 million or the minimum liability amount specified in Article 425, paragraph (1) of the same Act.
 5. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. A summary of the content of the said insurance contract is described in "4 (3) Summary of content of directors and officers liability insurance contract" of "Notice of the 37th Annual General Meeting of Shareholders (items excluded from paper-based documents)" (in Japanese only). If the election of candidates for Directors who are not Audit & Supervisory Committee members is approved, all of them will be included as insured under the insurance policy. The Company intends to renew this insurance contract with the same terms and conditions at the time of the next renewal.

(Reference) Skills Matrix of Directors upon approval of Proposal

		Directors who are not Audit & Supervisory Committee members				Directors who are Audit & Supervisory Committee members			
Position		Chairman and Representative Director	President and Representative Director	Director	Director	Outside Director	Outside Director (full-time)	Outside Director	Outside Director
Name		Satoshi Ishikawa	Keiichi Chiba	Yoshinari Kitayama	Yukiko Iguchi	Yoriko Aelvoet	Toshiro Sasaki	Takeo Tochimoto	Yumiko Matsuo
Outside Director/ Independent Officer						Outside Independent	Outside Independent	Outside Independent	Outside Independent
Structure of meetings and committees	Board of Directors meeting (★ indicates chairperson)	★	●	●	●	●	●	●	●
	Audit & Supervisory Committee (★ indicates chairperson)						★	●	●
	Remuneration Committee (★ indicates chairperson)	★					●	●	
	Sustainability Committee (★ indicates chairperson)	●	★	●	●		●		

Knowledge and experience held by Directors	Management (President)	●	●		●	●	●	●	
	Sales/marketing	●	●		●	●	●		
	E-commerce	●	●		●				
	New business development	●	●			●			
	Product planning/development	●	●						
	Production, procurement, logistics	●	●						
	ESG, sustainability, diversity	●	●	●	●		●		●
	Risk management	●	●	●	●		●	●	●
	Law/compliance			●			●		●
	Finance/accounting			●				●	
Professional licenses and others								Certified public accountant/tax accountant	Lawyer/attorney-at-Law in New York State, USA

(Note) The above list uses a dot “●” to show the major types of knowledge and experience held by each Director, but does not show all of their knowledge and experience.

Details of knowledge and experience

Management (President)	Experience of corporate management (President)
Sales/marketing	Knowledge and experience concerning sales/marketing
E-commerce	Knowledge and experience concerning E-commerce
New business development	Ability to respond to changes and skills of developing new business
Product planning/development	Ability to respond to changes and skills of planning and developing new products
Production, procurement, logistics	Knowledge and experience concerning production/production management, processing, and overseas procurement such as logistics
ESG, sustainability, diversity	Understanding of ESG, sustainability, and diversity
Risk management	Knowledge and experience concerning risk management
Law/compliance	Knowledge of laws, and knowledge and experience concerning compliance
Finance/accounting	Knowledge and experience concerning finance/accounting, etc.