

(Securities Code: 3939)

December 5, 2023

(Start date of measures for electronic provision: November 30, 2023)

Dear Shareholders:

Company Name: Kanamic Network Co., Ltd.  
Representative: President & Representative Director,  
Takuma Yamamoto  
4-20-3 Ebisu, Shibuya-ku, Tokyo

## Notice of Convocation of the 23rd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 23rd Ordinary General Meeting of Shareholders of Kanamic Network Co., Ltd. (“the Company”) to be held as described below.

In convening the General Meeting of Shareholders, the Company has taken measures for electronic provision, and the matters to which electronic provision measures apply are posted on each website on the Internet below.

■ The Company’s Website

Japanese: <https://www.kanamic.net/>

English: <https://www.kanamic.net/en/>



Please access the Company’s website above, select “Investor Relation Information” and then “Shareholders’ Meeting” to view the available information.

■ The Website for the General Meeting of Shareholders

<https://d.sokai.jp/3939/teiji/>



■ Tokyo Stock Exchange (TSE) Website

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

English: <https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do>



Please access the TSE website above, enter the Company name (“Kanamic Network”) or Security code (3939) to search, and select “Basic Information” and then “Documents for public inspection/PR information” to view the available information.

If not attending the Meeting in person, shareholders can exercise their voting rights in writing (by postal mail) or via the Internet, etc. Please review the following reference documents and exercise your voting rights by 6:00 pm JST on Thursday, December 21, 2023 in accordance with the guidance on 3 to 4 of this Notice.

Additionally, please note that the Ordinary General Meeting of Shareholders will be conducted in the Japanese language only and that no translation service will be made available.




1. Date and Time December 22, 2023 (Fri.), at 10:00 am JST (reception begins at 9:00 am)
2. Venue 4-20-3 Ebisu, Shibuya-ku, Tokyo  
Ebisu Garden Place Tower 4F, “SPACE 6”
3. Agenda
  - Reporting Items
    1. Business Update & Consolidated Financial Statements (and Audit Reports thereof) for the Company’s 23rd Fiscal Year (October 1, 2022 – September 30, 2023);
    2. Non-Consolidated Financial Statements for the Company’s 23rd Fiscal Year (October 1, 2022 – September 30, 2023)
  - Proposal Items
    - Proposal No. 1: Appropriation of Retained Earnings
    - Proposal No. 2: Election of (Nine) Directors
    - Proposal No. 3: Election of (Three) Auditors

Any revisions to the matters to which electronic provision measures apply will be posted on the website of the Company and the website for the General Meeting of Shareholders, and the website of TSE listed above.

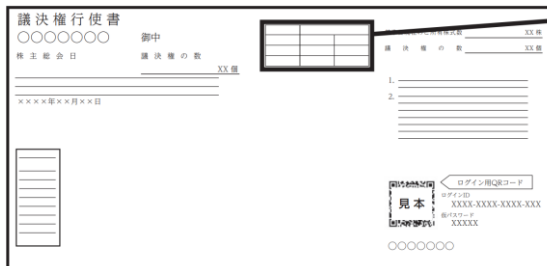


## Information on the Exercise of Voting Rights

The right to vote at the General Meetings of Shareholders is an important right of shareholders. Please exercise your voting rights after reviewing the attached Reference Documents. The following three methods are available for exercising voting rights.

 <p><b>If attending the General Meeting of Shareholders</b></p> <p>Please present the enclosed Voting Rights Exercise Form at the reception desk.</p> <p style="text-align: center;"><b>Date and Time</b></p> <p style="text-align: center;">Friday, December 22, 2023 10:00 a.m. (reception starts at 9:00 a.m.)</p>	 <p><b>If exercising voting rights by mail (postal mail)</b></p> <p>Please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it to us.</p> <p style="text-align: center;"><b>Exercise Period</b></p> <p style="text-align: center;">Arrival by Thursday, December 21, 2023 No later than 6:00 p.m.</p>	 <p><b>If exercising voting rights via the internet</b></p> <p>Please follow the instructions on the next page to input your approval or disapproval of the proposals.</p> <p style="text-align: center;"><b>Exercise Period</b></p> <p style="text-align: center;">Webform Entry by Thursday, December 21, 2023 No later than 6:00 p.m.</p>
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## Information on how to fill out the Voting Rights Exercise Form



\*The Voting Rights Exercise Form is a sample image

Enter approval or disapproval for the proposals here.

### Proposal No. 1

- If you approve:  
>> Put the mark "○" in the "賛" column.
- If you disapprove:  
>> Put the mark "○" in the "賛" column.

### Proposal No. 2, 3

- If you approve all candidates:  
>> Put the mark "○" in the "賛" column.
- If you disapprove all candidates:  
>> Put the mark "○" in the "否" column.
- If you disapprove some candidates:  
>> Put the mark "○" in the "賛" column and enter the numbers of candidates you disapprove.

If you exercise your voting rights both in writing (by postal mail) and via the internet, we will treat the latter as valid. If you exercise your voting rights multiple times via the internet, we will treat the last time as valid. If you exercise your voting rights in writing (by postal mail) without the mark in both "賛" "否", we will treat you approve.

# Guide to exercising voting rights via the Internet

## How to vote using QR Code

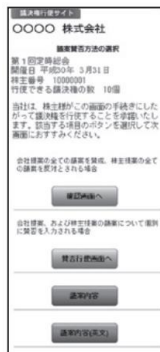
You can log in to the website for exercising voting rights without entering your voting ID and password

1. Scan the QR code on the Voting Rights Exercise Form.



\*\*QR Code" is a registered trademark of DENSO WAVE INC.

2. Follow the instructions on the screen to enter your approval or disapproval.

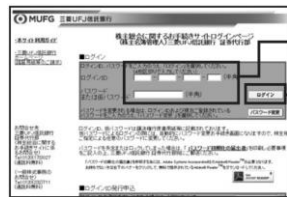


## How to Vote With ID and Password

Website for Exercising Voting Rights

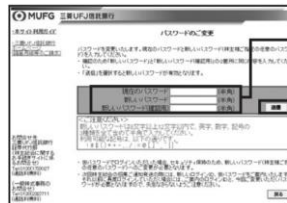
<https://evote.tr.mufg.jp/>

1. Enter above URL and click “次の画面へ” (see below) twice (one time at the first screen and one time at the subsequent screen)
2. Enter the ID and (temporary) Password indicated on the Voting Rights Exercise Form.



Enter ID / (temporary) Password  
Click “ログイン”

3. Specify a new password



Specify a new Password  
Click “送信”

4. Follow the instructions on the screen to enter your approval or disapproval.

\* The operation screen is a sample image.

If you are unsure how to use your computer or smartphone to exercise your voting rights via the Internet, please contact:

Help Desk of the Corporate Agency Division,  
Mitsubishi UFJ Trust and Banking Corporation

**0120-173-027** (Toll free / Available from 9 a.m. to 9 p.m.)

Institutional investors can use the platform for electronic exercise of voting rights for institutional investors operated by ICJ, Inc.

## **Reference Documents for the General Meeting of Shareholders**

### **Proposal No. 1: Appropriation of Retained Earnings**

With regards to our dividend policy, our basic approach is to comprehensively consider both the adequacy of internal reserves and the objective of returning profits to our shareholders while responding flexibly to financial conditions and market trends.

Based upon this dividend policy and taking into account financial results for the Company's 23rd Fiscal Year, we make the following proposal for the year-end dividend for the aforementioned fiscal year.

1. Form of payment of dividend:  
Cash
2. Amount to be distributed (per share and in total):  
5.5 yen per common share of the Company,  
261,096,517 yen in total
3. Effective date of dividend:  
December 25, 2023

## Proposal No. 2: Election of (Nine) Directors

The terms of office all nine Directors will expire at the close of this General Meeting of Shareholders.

Accordingly, we propose the election of nine Directors.

The candidates for Directors are as follows:

No.	Name / DOB	Brief Personal History, Position/ Assignment, and Significant Concurrent Office	Number of shares of the Company held
1	Minoru Yamamoto December 18, 1953	Oct. 2000 Kanamic Network Established Representative Director and President	905,600
		Jan. 2007 Chairman (current position) Jan. 2010 Board Member of Specified Nonprofit Corporation ASP-SaaS-Cloud Consortium (currently Japan Cloud Industry Association) (current position) Sep. 2014 Representative Director of SHO Co., Ltd. (current po- sition) Apr. 2019 Nexus Holdings Corporation, Director (current posi- tion) (Significant positions concurrently held) Representative Director of SHO Co., Ltd.	
<p>(Reasons for making Mr. Yamamoto a candidate for Director)</p> <p>Mr. Minoru Yamamoto plays an important executive role, is the founder of the Company, and brings a wealth of experience/achievement to the table. Currently, as Chairman of the Board, he provides comprehensive and precise management advice backed by experience, and he is well suited to the role he plays in making important management decisions and supervising business operations. Therefore, he has been selected as a candidate for Director.</p>			
2	Yoko Yamamoto May 17, 1950	Jun. 1992 Joined Kibousha Co., Ltd.	1,405,600
		Oct. 2002 Joined Kanamic Network Director and Vice President Jan. 2007 Representative Director and President Sep. 2014 Representative Director and Vice Chairman (current position)	
<p>(Reasons for making Ms. Yamamoto a candidate for Director)</p> <p>Ms. Yoko Yamamoto has held an executive role since the founding of the Company, and brings a wealth of experience and achievement to the table. In recent years, she has, as Vice Chair of the Board, spearheaded management activities. Her consistent and methodical problem-solving efforts within her role as a general manager, her role in planning for employee education, and her legal affairs role have contributed to growth in the firm's enterprise value. And we expect continued strong leadership from her in the future. Therefore, she has been selected as a candidate for Director.</p>			



No.	Name / DOB	Brief Personal History, Position/ Assignment, and Significant Concurrent Office	Number of shares of the Company held
5	<p>Ryuta Ishikawa July 18, 1972</p>	<p>Apr. 1995      Joined Nippon Computer Kaihatsu Ltd. Jul. 2001      Joined Fujitsu System Solutions Ltd.                          (currently Fujitsu Ltd.) Apr. 2009      Joined Kanamic Network                          General Manager of the Development Department Feb. 2014      Director and General Manager of the Development                          Department                          (current position)</p>	180,000
	<p>(Reasons for making Mr. Ishikawa a candidate for Director) Mr. Ryuta Ishikawa has been involved with the Development Department since joining the Company, and has a wealth of experience and knowledge in relation to the development of our systems. Currently, as the General Manager of the Development Department, he oversees systems development work and contributes to the development and functional enhancement of our systems as well as to the construction of quality control frameworks thereof. We judge that these experiences and achievements can be well utilized in an executive role and we have therefore selected him as a candidate for director.</p>		
6	<p>Kenya Wakabayashi April 22, 1969</p>	<p>Jun. 1999      Joined SFCG Co., Ltd. Jun. 2006      Executive Officer and General Manager of the Ac-                          counting Department Jun. 2007      Joined IFIS Japan Ltd.                          Director of the Management Department Dec. 2015      Joined Kanamic Network                          Manager, Administration Department Dec. 2017      General Manager of the Administration Department Dec. 2018      Director and General Manager of the Administration                          Department                          (current position)</p>	4,710
	<p>(Reasons for making Mr. Wakabayashi a candidate for Director) Mr. Kenya Wakabayashi has experience in (listed company) general management operations dating back to his previous employment, and he brings a wealth of experience and knowledge to the table, mainly in accounting. Currently, he is in charge of overall management operations as the General Manager of the Administration Department, and since he is expected to further promote and strengthen the Company's corporate governance framework, he has been selected as a candidate for director.</p>		



No.	Name / DOB	Brief Personal History, Position/ Assignment, and Significant Concurrent Office	Number of shares of the Company held
7	Tadao Kakizoe April 10, 1941	<p>Jul. 1975      Joined the National Cancer Center</p> <p>Jan. 1992      Director of the National Cancer Center Hospital</p> <p>Jul. 1992      President of the National Cancer Center</p> <p>Apr. 2002      Chairman of Japan Cancer Society</p> <p>Mar. 2007      Chairman of Japan Cancer Society (current role)</p> <p>Apr. 2007      President Emeritus, National Cancer Center</p> <p>Jun. 2009      Specially Appointed Professor, Graduate School of Nursing, St. Luke's International University</p> <p>Jun. 2011      External Director, Terumo Corporation</p> <p>Jun. 2011      External Director, Nippon Television Network Corpo- ration (currently Nippon Television Holdings, Inc.) (current position)</p> <p>Feb. 2014      Director, Kanamic Network (current position)</p> <p>(Significant positions concurrently held) Chairman of Japan Cancer Society</p>	180,000
<p>(Reasons for making Mr. Kakizoe a candidate for External Director)</p> <p>Mr. Tadao Kakizoe has outstanding insight into and extensive experience in the medical field, so we believe that he will, as an External Director, be able to provide useful advice to the management team. Therefore, he has been selected as a candidate for External Director.</p>			

No.	Name / DOB	Brief Personal History, Position/ Assignment, and Significant Concurrent Office	Number of shares of the Company held
8	<p style="text-align: center;"><b>Shinji Fukukawa</b> March 8, 1932</p>	<p>Apr. 1955      Joined the Ministry of International Trade and Industry</p> <p>Jun. 1986      Administrative Vice Minister, Ministry of International Trade and Industry</p> <p>Dec. 1988      Advisor, Global Industrial and Social Progress Research Institute (current position)</p> <p>Nov. 2002      Japan Industrial Partners, Inc. (current position)</p> <p>Mar. 2003      Trustee, Toyo University Incorporated Educational Institution</p> <p>Dec. 2011      Chairman, Jetstar Japan Co., Ltd.</p> <p>Dec. 2012      Chairman of Toyo University Incorporated Educational Institution</p> <p>Jun. 2014      Director, KDDI Corporation (current position)</p> <p>Jul. 2014      Director, Kanamic Network (current position)</p> <p>Apr. 2015      Chairman Emeritus, Jetstar Japan Co., Ltd.</p> <p>Jul. 2016      Corporation Management Committee, KPMG AZSA LLC</p> <p>Jul. 2017      Public Interest Oversight Board, KPMG AZSA LLC (current position)</p> <p>Dec. 2018      Chancellor, Toyo University Incorporated Educational Institution (current position)</p> <p>(Significant positions concurrently held) Chancellor, Toyo University Incorporated Educational Institution</p>	180,000
<p>(Reasons for making Mr. Fukukawa candidate for External Director)</p> <p>Mr. Shinji Fukukawa has outstanding insight into and extensive experience in the communications industry, so we believe that he will, as an External Director, be able to provide useful advice to the management team. Therefore, he has been selected as a candidate for External Director.</p>			

No.	Name / DOB	Brief Personal History, Position/ Assignment, and Significant Concurrent Office	Number of shares of the Company held
9	Kazuo Futagawa December 2, 1956	<p>Apr. 1980      Joined the Ministry of Health, Labour and Welfare</p> <p>Sep. 2012      Minister's Secretariat, Ministry of Health, Labor and Welfare</p> <p>Jul. 2014      Director of Health Policy Bureau, Ministry of Health, Labor and Welfare</p> <p>Oct. 2015      Administrative Vice Minister, Ministry of Health, Labor and Welfare</p> <p>Jul. 2017      Retired from Ministry of Health, Labor and Welfare</p> <p>Aug. 2018      Special Advisor to the Cabinet for Social Security Reform Policy</p> <p>Jun. 2020      Director, Toray Industries, Inc. (current position)</p> <p>Dec. 2020      Director, Kanamic Network (current position)</p>	—
<p>(Reasons for making Mr. Futagawa a candidate for External Director)</p> <p>Mr. Kazuo Futagawa has a wealth of experience and deep insight stemming from his time as a government official in the health care, social security, and labor fields. Accordingly, we believe that he will, as an External Director, be able to provide useful advice to the management of the Company. Therefore, he has been selected as a candidate for External Director.</p>			

- (Notes)
- No special interest exists between the Company and any of the above candidates for Director.
  - Mr. Tadao Kakizoe, Mr. Shinji Fukukawa, and Mr. Kazuo Futagawa are candidates for External Director.
  - Mr. Tadao Kakizoe, Mr. Shinji Fukukawa, and Mr. Kazuo Futagawa have been registered as Independent Directors (as defined by Article 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc). The Company intends for them to remain Independent Directors should their appointments be approved.
  - Based on the Article 427, Paragraph (1) of the Companies Act, the Company previously entered into contracts with Mr. Tadao Kakizoe, Mr. Shinji Fukukawa, and Mr. Kazuo Futagawa respectively, to limit their liability under Article 423, Paragraph (1) of the Companies Act such that total liability is limited to the aggregate sum of the amounts stipulated in each item of Article 425, Paragraph (1) of the Companies Act (this agreement is premised upon the pertaining Director acting in good faith and not committing "gross negligence"). If their appointments are approved, the Company plans to extend the aforementioned contract.
  - The Company has entered into a Directors' Liability Insurance Policy with an insurance company (as provided for in Article 430-3, paragraph (1) of the Companies Act), which covers all Directors. This policy covers any damages, legal fees etc. that arise as a result of an insured Director's liability in relation to the execution of his or her duties, or claims related to the pursuit of such liability. Each candidate successfully appointed as Director will be insured under this policy, and the Company intends to renew this policy during their time in office.
  - Mr. Tadao Kakizoe's time in office as an External Director will have been 9 years and 10 months as of the closing of this General Meeting of Shareholders.
  - Mr. Shinji Fukukawa's time in office as an External Director will have been 9 years and 5 months as of the closing of this General Meeting of Shareholders.
  - Mr. Kazuo Futagawa's time in office as an External Director will have been 3 years as of the closing of this General Meeting of Shareholders.
  - The number of shares of the Company held by each candidate for Director (stated above) is as of September 30, 2023.

(Reference) Skill Matrix for Directors'

(1) The main expertise and experience of the directors (candidates) are as follows.

	Name	Skill					
		Corporate Leadership Experience	Industry Experience	IT / DX	Accounting	Legal affairs/risk management	ESG
Directors (candidates)	Minoru Yamamoto	○	○	○	○		○
	Yoko Yamamoto	○	○		○	○	○
	Takuma Yamamoto	○	○	○	○	○	○
	Keiji Yamamoto		○	○			○
	Ryuta Ishikawa		○	○			
	Kenya Wakabayashi				○	○	○
	Tadao Kakizoe	○	○				
	Shinji Fukukawa	○	○	○			○
	Kazuo Futagawa	○	○			○	○

\* Some areas of particular skill for each person are noted but the above list does not represent all the knowledge and experience of each person.

(2) Composition of the Board of Directors / Committee Membership

	Name	Gender	External Director	Nomination Committee	Compensation Committee
Directors (candidates)	Minoru Yamamoto	Male			
	Yoko Yamamoto	Female			
	Takuma Yamamoto	Male		○	○
	Keiji Yamamoto	Male			
	Ryuta Ishikawa	Male			
	Kenya Wakabayashi	Male			
	Tadao Kakizoe	Male	External	○	○
	Shinji Fukukawa	Male	External	○	○
	Kazuo Futagawa	Male	External		

\* The Company is not a "company with a nominating committee" under Article 2-12 of the Companies Act, and therefore the nominating committee and compensation committees noted above are voluntary.

### **Proposal No. 3: Election of (Three) Auditors**

The terms of office all three Auditors will expire at the close of this General Meeting of Shareholders.

Accordingly, we propose the election of three Auditors.

This proposal has been consented to by the Board of Statutory Auditors.

The candidates for Auditors are as follows:

No.	Name / DOB	Brief Personal History, Position/ Assignment, and Significant Concurrent Office	Number of shares of the Company held
1	Toshio Imatani August 31, 1941	Jun. 1999      Operating Officer, Tokyo Leasing Co., Ltd (currently Tokyo Century Corporation)	180,000
		Dec. 2007      Auditor, Kanamic Network (current position)	
(Reasons for making Mr. Imatani a candidate for External Auditor) Mr. Toshio Imatani has abundant experience and deep insight in the financial industry. We expect to strengthen the Company's auditing system.			
2	Tsunechisa Chiba August 17, 1962	Apr. 1989      Registered Lawyer (Tokyo Bar Association)	—
		Apr. 1989      Joined Gotanda Law Firm	
Oct. 1996      Master of Foreign and International Private Law (Al- bert-Ludwigs-Universität Freiburg)			
Dec. 1996      Re-registered Lawyer (Tokyo Bar Association)			
Dec. 1996      Joined Gotanda Law Firm (current position)			
Jul. 2016      Auditor, Kanamic Network (current position)			
(Significant positions concurrently held) Lawyer, Gotanda Law Firm			
(Reasons for making Mr. Chiba a candidate for Auditor) Mr. Tsunechisa Chiba has deep insight into all aspects of corporate legal affairs based on his expertise and experience as a lawyer, and we believe that he can be expected to strengthen the Company's auditing system based on such knowledge.			
3	Yoshikazu Nemoto October 14, 1955 【New】	Apr. 1979      Joined Ministry of Finance	—
		Jul. 2008      Budget Bureau Special Officer for Research on Legal Matters, Ministry of Finance	
Jul. 2011      Manager of Accounting and Funding Department, Ur- ban Renaissance Agency			
Aug. 2015      Auditor, Japan Aircraft Development Corporation			
Dec. 2021      Advisor, Japan Aircraft Development Corporation			
(Reasons for making Mr. Nemoto a candidate for External Auditor) Although Mr. Yoshikazu Nemoto has never been directly involved in the management of a company, he has many years of experience and deep insight in fiscal and financial administration and accounting and financial operations of independent administrative agencies, and we believe that he can be expected to strengthen our auditing system based on these experiences.			

- (Notes)
1. No special interest exists between the Company and any of the above candidates for Auditor.
  2. Mr. Toshio Imatani and Mr. Yoshikazu Nemoto are candidates for External Auditor.
  3. Mr. Toshio Imatani have been registered as Independent Directors (as defined by Article 436-2 of the Securities Listing Regulations of Tokyo Stock Exchange, Inc). The Company intends for Mr. Imatani and Mr. Nemoto to remain and newly appoint to Independent Directors should their appointments be approved.
  4. Based on the Article 427, Paragraph (1) of the Companies Act, the Company previously entered into contracts with Mr. Toshio Imatani and Mr. Tsunehisa Chiba respectively, to limit their liability under Article 423, Paragraph (1) of the Companies Act such that total liability is limited to the aggregate sum of the amounts stipulated in each item of Article 425, Paragraph (1) of the Companies Act (this agreement is premised upon the pertaining Director acting in good faith and not committing “gross negligence”). If their appointments are approved, the Company plans to extend the aforementioned contract, and newly contract with Mr. Yoshikazu Nemoto.
  5. The Company has entered into a Directors’ Liability Insurance Policy with an insurance company (as provided for in Article 430-3, paragraph (1) of the Companies Act), which covers all Auditors. This policy covers any damages, legal fees etc. that arise as a result of an insured Auditor’s liability in relation to the execution of his or her duties, or claims related to the pursuit of such liability. Each candidate successfully appointed as Auditor will be insured under this policy, and the Company intends to renew this policy during their time in office.
  6. Mr. Toshio Imatani’s time in office as an External Auditor will have been 16 years as of the closing of this General Meeting of Shareholders.
  7. Mr. Yoshikazu Nemoto is a new candidate for External Auditor
  8. The number of shares of the Company held by each candidate for Auditor (stated above) is as of September 30, 2023.

(Reference) Skill Matrix for Auditors’

- (1) The main expertise and experience of the auditors (candidates) are as follows.

	Name	Skill					
		Corporate Leadership Experience	Industry Experience	IT / DX	Accounting	Legal affairs/risk management	ESG
Auditors (candidates)	Yoshikazu Nemoto				○	○	
	Toshio Imatani				○	○	
	Tsunehisa Chiba				○	○	○

\* Some areas of particular skill for each person are noted but the above list does not represent all the knowledge and experience of each person.

- (2) Current Composition of the Board of Auditors / Committee Membership

	Name	Gender	External Director
Auditors (candidates)	Kyoichi Oyo	Male	External
	Toshio Imatani	Male	External
	Tsunehisa Chiba	Male	

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