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Securities Code: 2122

December 4, 2023

To our shareholders

Shinichiro Kawabata  
Representative Director and President

**Interspace Co., Ltd.**

2-4-1, Nishi Shinjuku, Shinjuku-ku, Tokyo

### **Notice of the 24th Annual General Meeting of Shareholders**

We are pleased to announce the 24th Annual General Meeting of Shareholders of Interspace Co., Ltd. (the “Company”), to 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 this information on each of the following websites on the Internet. Please access one of these websites and check the information.

[The Company’s website]

<https://www.interspace.ne.jp/ir/irnews.html> (in Japanese)

(Please visit the above website and select the “Announcements” tab.)

[Website for posted informational materials for the general meeting of shareholders]

<https://d.sokai.jp/2122/teiji/> (in Japanese)

**If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet or in writing, and we ask you to exercise your voting rights no later than 6:30 p.m., on Thursday, December 21, 2023 (JST).**

## Meeting Details

- 1. Date and Time:** Friday, December 22, 2023 at 3:00 p.m. (JST)  
(Reception will open at 2:00 p.m.)
- 2. Venue:** NS Sky Conference Hall A, B  
Shinjuku NS Building 30F, 2-4-1, Nishi Shinjuku, Shinjuku-ku,  
Tokyo

**3. Purpose of the meeting:**

**Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 24th Fiscal Year (from October 1, 2022 to September 30, 2023), as well as the Audit Report for the Consolidated Financial Statements by Financial Auditor and Audit and Supervisory Committee
2. The Report of Non-consolidated Financial Statements for the 24th Fiscal Year (from October 1, 2022 to September 30, 2023)

**Matter to be resolved:**

- Proposal:** Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

- If you plan to attend the meeting, please submit the enclosed voting card to the receptionist at the meeting.
- If you are unable to attend the General Meeting of Shareholders, another shareholder who holds a voting right may attend the meeting as a proxy. In this case, please note that the proxy is requested to submit a document evidencing the proxy's authority to represent.
- For this General Meeting of Shareholders, regardless of whether or not a request for delivery of the paper-based documents has been made, the Company will uniformly send paper-based documents stating the items for which measures for providing information in electronic format are to be taken. Of the items for which measures for providing information in electronic format are to be taken, the following are not included in the paper-based documents to be sent pursuant to the provisions of laws and regulations, and Article 15, paragraph 2 of the Company's Articles of Incorporation. Accordingly, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements included in such documents constitute part of the documents audited by the Financial Auditor and the Audit and Supervisory Committee in preparing their audit reports.
  - (i) "Status of Share Acquisition Rights, etc." and "System to Ensure the Appropriateness of the Company's Business and its Operation Status" in the Business Report
  - (ii) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
  - (iii) "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- In the event of any modification to the items for which measures for providing information in electronic format are to be taken, a notice of the modification and the details before and after the modification will be posted on each of the above-mentioned Internet websites.

## Reference Documents for the General Meeting of Shareholders

### Proposal and Reference Information

**Proposal:** Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of all six Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this Proposal) will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of five Directors.

The Audit and Supervisory Committee considered this proposal and did not raise any significant opinion.

The candidates for Directors are as follows:

Candidate No.	Name	Positions and responsibility in the Company	Attendance at meetings of the Board of Directors
1	Shinichiro Kawabata	Representative Director and President [Reelection]	15/15 (100%)
2	Kazuya Ogyu	Director In charge of Media Business [Reelection]	15/15 (100%)
3	Shohei Fujita	Director In charge of Overseas Business [Reelection]	15/15 (100%)
4	Keita Iwabuchi	Director In charge of Corporate Management [Reelection]	15/15 (100%)
5	Takanori Mihara	Director [Reelection] [Outside, Independent]	15/15 (100%)

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Reelection  <b>Shinichiro Kawabata</b> (October 16, 1970)	April 1994    Joined Daiwa Securities Co. Ltd.	2,933,200
		November 1999    Established the Company, Representative Director and President	
October 2011    Representative Director and President, and General Manager of Media Business Headquarters			
October 2014    Representative Director and President (current position)			
[Reason for nomination as candidate for Director] Since the Company's establishment in November 1999, Shinichiro Kawabata has served as Representative Director and has contributed to the Group's growth by establishing and developing the internet advertising business and media operations business, under the principle of "Creating Win-Win Situations and Building a Future." Going forward, the Company proposes his reelection as Director, in order to achieve further growth of the Group through the provision of services that contribute to society.			
2	Reelection  <b>Kazuya Ogyu</b> (September 6, 1974)	April 1998    Joined NICHIRI Inc.	33,000
		February 2009    Representative Director of Girls Auction Co, Ltd.	
March 2011    Joined the Company, General Manager of Business & Solution Development Division			
October 2014    Executive Officer, General Manager of Media & Solution Business Division			
December 2015    Director in charge of Media Business (current position)			
December 2019    Representative Director and President of 4MEEE Inc. (current position)			
[Reason for nomination as candidate for Director] Since assuming the position of Director of the Company in December 2015, Kazuya Ogyu has been a leader and contributed to the development of the media business of the Company through the operation and launch of female-oriented media such as "mamasta" and various lifestyle media. The Company proposes his reelection as Director as we expect that his knowledge of media will be reflected in business promotion.			
3	Reelection  <b>Shohei Fujita</b> (August 17, 1979)	April 2002    Joined ITX Corporation	4,900
		August 2005    Established ATG Co., Ltd., Representative Director	
April 2010    General Manager of President's Office, and General Manager of Administration Division of KINGSOFT JAPAN, INC.			
July 2013    Joined the Company, General Manager of Overseas Business Strategy Division			
June 2018    Executive Officer, General Manager of Overseas Business Strategy Division			
December 2019    Director in charge of Overseas Business (current position)			
[Reason for nomination as candidate for Director] Since joining the Company, Shohei Fujita was engaged in market development and management of the overseas affiliate advertising businesses since its establishment. Subsequently, he assumed the position of Director in December 2019 and since then, he has been contributing to the development of the Company's business in Southeast Asia. The Company proposes his reelection as Director as we expect that his knowledge and experience relating to management of overseas businesses will be reflected in the Group's aggressive global expansion.			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Reelection <b>Keita Iwabuchi</b> (March 26, 1981)	<p>April 2000 Joined Hotel Keikyu Co., Ltd.</p> <p>October 2008 Joined HIKARI TSUSHIN, INC.</p> <p>April 2010 Joined the Company</p> <p>December 2011 Director, General Manager of Corporate Management Headquarters</p> <p>October 2014 Director in charge of Corporate Management (current position)</p>	4,000
	<p>[Reason for nomination as candidate for Director]</p> <p>Since assuming the position of Director in December 2011, Keita Iwabuchi has strengthened the management base and contributed to the business development by overseeing corporate planning, accounting, finance, etc., and by conducting corporate management, IR, and M&amp;A. The Company proposes his reelection as Director as we expect that he will oversee management, giving consideration to all stakeholders, and he will appropriately strengthen the whole Group's financial structure and governance, in order to achieve sustainable growth of the Group.</p>		
5	Reelection [Outside, Independent] <b>Takanori Mihara</b> (January 13, 1969)	<p>April 1996 Registered as an attorney at law Joined Nagamatsu Law Office</p> <p>April 2004 Director of Mihara Law Office (current Nishimura &amp; Mihara Law Office) (current position)</p> <p>March 2005 Outside Director of the Company (current position)</p> <p>June 2015 Outside Director of Kyoto Kimono Yuzen Co., Ltd. (current YU-WA Creation Holdings Inc.)</p>	12,000
	<p>[Reason for nomination as candidate for outside Director and expected roles, etc.]</p> <p>Since assuming the position of outside Director of the Company in March 2005, Takanori Mihara has leveraged his knowledge as an attorney at law and his long years of experience as an outside officer to appropriately fulfill his role of providing advice and supervision with regard to the management of the Company. Furthermore, he has participated in the voluntary Remuneration Committee from an objective and neutral standpoint as the chair, and played an important role in ensuring transparency of the decision process related to officer remuneration and maintaining an appropriate level of remuneration. The Company has determined that he is able to carry out these duties in an appropriate manner going forward, and proposes his reelection as outside Director.</p>		

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Shinichiro Kawabata is a parent company, etc. as defined in Article 2, item 4-2 of the Companies Act.
  3. Takanori Mihara is a candidate for outside Director.
  4. At the conclusion of this Annual General Meeting, Takanori Mihara's tenure as outside Director will have been 18 years and nine months.
  5. Pursuant to provisions of Article 427, paragraph 1 of the Companies Act and Article 29 of the Company's Articles of Incorporation, the Company has entered into an agreement with Takanori Mihara to limit his liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the amount provided for under Article 425, paragraph 1 of the same Act. If his reelection is approved, the Company plans to renew the aforementioned agreement with him.
  6. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Takanori Mihara has been designated as an independent officer who will not have any conflict of interests with general shareholders, as provided for by the aforementioned exchange. If his reelection is approved, the Company plans to submit notification concerning his appointment as an independent officer to continue to the aforementioned exchange.
  7. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act. This policy covers damages due to "filed claims," "claims for damages" or "claims for compensation for securities related damages" arising from acts (including nonfeasance) carried out by the insured, which includes the Company, its subsidiaries and their Directors. If each candidate is elected and assumes office as Director, each one will be included as an insured in the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.