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Securities code: 4176

Date of sending by postal mail: January 12, 2024

Start date of measures for electronic provision: January 10, 2024

To our shareholders:

Ayumu Suzuki
Chief Executive Officer
coconala Inc.
Shibuya Infoss Tower 6F,
20-1 Sakuragaoka-cho, Shibuya-ku, Tokyo

Notice of Extraordinary General Meeting of Shareholders

We are pleased to announce the Extraordinary General Meeting of Shareholders of coconala Inc. (the “Company”), which will be held as described below.

In convening this Extraordinary 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 each of the following websites. Please access either of the websites to view the information.

The Company’s website:

<https://coconala.co.jp/ir/> (in Japanese)

(From the above website, select “Stock Information MORE,” and then “General Meeting of Shareholders.”)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/4176/23087251/> (in Japanese)

Tokyo Stock Exchange (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 “coconala” in “Issue name (company name)” or the Company’s securities code “4176” 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, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 7:00 p.m. on Tuesday, January 30, 2024 (JST).

[Exercise of voting rights via the Internet]

Please access the voting website designated by the Company (<https://soukai.mizuho-tb.co.jp/> (in Japanese)), use the voting code and password displayed on the voting form sent with this Notice, and indicate your approval or disapproval to the proposals by following the instructions on the screen by the above exercise due date.

If you intend to exercise your voting rights via the Internet, please refer to “Exercise of Voting Rights via the Internet, etc.” below.

[Exercise of voting rights by postal mail]

Please indicate your approval or disapproval of the proposals in the voting form and return the completed voting form so that your vote is received by the voting deadline indicated above.

1. Date and Time: Wednesday, January 31, 2024, at 3:00 p.m. (Doors open at 2:30 p.m.) (JST)
2. Venue: Coconala Lounge
Sumitomo Fudosan Shibuya Infoss Annex 10F, 12-10 Sakuragaoka-cho, Shibuya-ku, Tokyo
(Please note the start time and venue are different from the previous event.)
3. Purpose of the Meeting
Matters to be resolved:
Proposal: Approval of the Merger Agreement Between the Company and coconala Agent Inc.
4. Matters Decided Upon Convocation (Information on Exercise of Voting Rights)
 - (1) If there is no indication of approval or disapproval of proposals on the voting form when voting rights are exercised in writing (by post), we will treat it as an indication of approval.
 - (2) If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed effective.
 - (3) If you exercise your voting rights in duplicate both via the Internet and in writing (by post), the vote exercised via the Internet shall prevail regardless of the date and time of arrival.
5. Other Matters Relating to this Notice
 - ◎ For those attending the meeting on the day, please submit the voting form at the reception desk.
 - ◎ If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the aforementioned websites.

Information on Exercise of Voting Rights

Exercise of voting rights at the Company's General Meeting of Shareholders is shareholders' important right. Please exercise your voting rights after reviewing the Reference Documents for the General Meeting of Shareholders.

You may exercise your voting rights by one of the following three methods.

Exercise of voting rights by attending the General Meeting of Shareholders

Please exercise your voting rights by submitting the voting form to the reception desk at the meeting.

Date and time: Wednesday, January 31, 2024, at 3:00 p.m. (Reception will open at 2:30 p.m.) (JST)

Exercise of voting rights via the Internet

Please indicate whether you approve or disapprove of each proposal following the instructions on the next page.

Deadline: To complete registering by no later than 7:00 p.m. on Tuesday, January 30, 2024 (JST)

Exercise of voting rights by postal mail

Please indicate your approval or disapproval of the proposals on the voting form and return it to us.

Deadline: To arrive by no later than 7:00 p.m. on Tuesday, January 30, 2024 (JST)

How to Fill out the Voting Form

Please indicate whether you approve or disapprove of each proposal.

Proposal

To mark your approval>> Circle "Approve."

To mark your disapproval>> Circle "Disapprove."

- Please note that your online vote will prevail should you exercise your voting rights both via the Internet, etc. and in writing (by post). If you exercise your voting rights more than once via the Internet, etc., only the last vote shall be deemed effective.
- If there is no indication of approval or disapproval of proposals on the voting form when voting rights are exercised in writing (by post), we will treat it as an indication of approval.

Exercise of Voting Rights via the Internet, etc.

Scanning the QR Code “Smart Vote”

You can simply log in to the voting website without entering your voting code and password.

1. Please scan the QR Code printed on the lower right-hand side of the voting form.
* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Indicate your approval or disapproval by following the instructions on the screen.

Please note that exercising voting rights by using “Smart Vote” method is available **only once**.
If you need to make a correction to the content of your vote after you have exercised your voting rights, please access the website for personal computer and log in by entering your voting code and password printed on the voting form, then exercise your voting rights again.
* You can access the website for personal computer by scanning the QR Code again.

Entering voting code and password

Voting website: <https://soukai.mizuho-tb.co.jp/> (in Japanese)

1. Access the voting website.
2. Enter the voting code printed on the voting form.
3. Enter the password printed on the voting form.
4. Indicate your approval or disapproval by following the instructions on the screen.

In case you need instructions for how to operate your personal computer, smartphone or mobile phone in order to exercise your voting rights via the Internet, please contact:

Internet Help Dial, Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.
0120-768-524
(Business hours: 9:00 a.m.-9:00 p.m. (JST), excluding the New Year holidays)

Institutional investors may use the Electronic Voting Platform for institutional investors operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposal: Approval of the Merger Agreement Between the Company and coconala Agent Inc.

1. Reason for the absorption-type merger

The Company has decided to merge its wholly owned subsidiary, coconala Agent Inc. effective February 1, 2024.

As announced in the “Notice of Company Split (Simplified Absorption-type Company Split) with Our Consolidated Subsidiary and Change of Trade Name of Our Consolidated Subsidiary” dated July 20, 2023, the Company is currently operating the coconala Tech Agent business as a separate company. At present, we are planning to launch several new businesses based on the concept of the coconala Ecosystem, which will serve as a receptacle for the human resource utilization needs of all types of users. However, as a result of a comprehensive review of future management strategies, streamlining of management resources, and efficient business operations, we have reached to the conclusion that it is the best to reorganize the group and merge coconala Agent Inc. based on the judgment that each product should be provided to users as a single unit.

Since a merger loss is estimated to be incurred by the Company as a result of this merger, the Company requests approval of the absorption-type merger agreement for this merger pursuant to the proviso of Article 796, Paragraph 2 and Article 795, Paragraph 2, Item 1 of the Companies Act.

2. Overview of Absorption-Type Merger Agreement

Merger Agreement (copy)

coconala Inc. (hereinafter referred to as “Party A”) and coconala Agent Inc. (hereinafter referred to as “Party B”) have agreed to merge as follows, and hereby enter into this Merger Agreement (hereinafter referred to as this “Agreement”) as of the date indicated at the end of this document.

Article 1 (Method of merger)

Subject to the terms and conditions set forth in this Agreement, Party A and Party B shall merge, with Party A surviving and Party B dissolving. The merger pursuant to this Agreement shall hereinafter be referred to as the “Merger.”

Article 2 (Companies involved)

The trade names and addresses of Party A and Party B are as follows

Party A: coconala Inc.

20-1 Sakuragaoka-cho, Shibuya-ku, Tokyo

Party B: coconala Agent Inc.

12-10 Sakuragaoka-cho, Shibuya-ku, Tokyo

Article 3 (Delivery of merger consideration)

Since Party A owns all the shares of Party B, upon the Merger, Party A shall not deliver to shareholders of Party B any monetary or other consideration (including Party A’s shares and money) as a substitute for the shares owned by the shareholders.

Article 4 (Share capital and legal capital surplus)

The amount of share capital and legal capital surplus of Party A will not increase through the Merger.

Article 5 (Effective date)

The Merger shall become effective on February 1, 2024 (hereinafter referred to as the “Effective

Date”); provided, however, that Party A and Party B may change such date upon mutual consultation where necessary, depending on the progress of formalities.

Article 6 (General meeting to approve the merger)

(1) By January 31, 2024, Party A shall convene a general meeting of its shareholders in accordance with Article 795, Paragraph 1 of the Companies Act to seek approval of this Agreement and a resolution on matters necessary for the Merger; provided, however, that Party A and Party B may change such date upon mutual consultation where necessary, depending on the progress of formalities.

(2) Since the Merger satisfies the requirements for a short form merger as stipulated in Article 784, Paragraph 1 of the Companies Act, Party B shall carry out the Merger without obtaining approval at a general meeting of shareholders regarding this Agreement.

Article 7 (Duty of due care of a prudent manager)

From the day of the execution of this Agreement to the day before the effective date, Party A and Party B shall conduct their respective businesses and manage their respective assets and liabilities with the due care of a prudent manager. Any act which may have a material impact on the property, rights and obligations shall only be performed after obtaining prior consent through mutual consultation of the both Parties.

Article 8 (Changes of terms and conditions of the merger and cancellation of the merger agreement)

During the period between the execution of this Agreement and the day before the Effective Date, Party A and Party B may change the terms and conditions of this Agreement or cancel this Agreement upon mutual consultation between Party A and Party B if any material change occurs in the status of assets or management of Party A or Party B due to a natural disaster or other event, or if any situation arises that materially hinders the execution of the Merger or that significantly makes it difficult.

Article 9 (Effect of this Agreement)

This Agreement shall cease to be effective in the event that Party A and Party B fail to obtain the institutional decision on the approval of the merger required by laws and regulations or the approval of the relevant authorities, etc. prescribed by laws and regulations.

Article 10 (Change of Agreement)

The terms of this Agreement may be modified only by written agreement of Party A and Party B.

Article 11 (Complete agreement)

This Agreement constitutes the complete agreement between Party A and Party B with respect to the matters contained herein and supersedes all prior agreements, representations and understandings, whether oral or written, between Party A and Party B with respect to the matters set forth herein.

Article 12 (Separability)

If any provision of this Agreement or part thereof is held to be invalid or unenforceable, the remaining provisions of this Agreement and the remaining portions of any provision held to be

invalid or unenforceable shall remain in full force and effect, and Party A and Party B shall endeavor to modify such invalid or unenforceable provision or portion as necessary to make it lawful and enforceable, and to ensure that the intent of such invalid or unenforceable provision or portion and its legal and economic effect are equivalent thereto.

Article 13 (Governing law and jurisdiction)

This Agreement shall be governed by the laws of Japan and any dispute arising in connection with this Agreement shall be submitted to the exclusive jurisdiction of the Tokyo District Court as the court of first instance.

Article 14 (Matters not stipulated in this Agreement)

In addition to the matters set forth in this Agreement, other matters necessary for the Merger shall be determined upon mutual consultation between Party A and Party B in accordance with the purpose of this Agreement.

As evidence of the execution of this Agreement, one (1) copy of this document shall be prepared, signed or stamped with the name and seal of each Party, with the original in the possession of Party A and a copy in the possession of Party B. In the case of an electronic agreement, an electromagnetic record of this document shall be prepared to certify that this Agreement has been executed, and Party A and Party B shall electronically sign this document after reaching an agreement, and each party shall keep the electromagnetic record.

November 15, 2023

Party A: coconala Inc.
20-1 Sakuragaoka-cho, Shibuya-ku, Tokyo
Chief Executive Officer
Ayumu Suzuki (Seal)

Party B: coconala Agent Inc.
12-10 Sakuragaoka-cho, Shibuya-ku, Tokyo
Chief Executive Officer
Ayumu Suzuki (Seal)

3. Overview of the contents of the items set forth in items of Article 191 of Ordinance for Enforcement of the Companies Act (excluding items 6 and 7)

(1) Matters related to the fairness of merger consideration

Since coconala Agent Inc. is a wholly owned subsidiary of the Company, the Company will not deliver any shares or other assets in connection with this merger. In addition, although the merger will not increase the Company's share capital and legal capital surplus, the Company deemed these to be appropriate since the Company owns all of the outstanding shares of coconala Agent Inc., which will be absorbed in the absorption-type merger.

(2) Matters concerning the appropriateness of the provisions set forth for share acquisition rights
Not applicable.

- (3) Financial Statements, etc. for the last fiscal year of coconala Agent Inc.
The financial statements, etc. of coconala Agent Inc. for the last fiscal year are shown below in the financial statements, etc. of coconala Agent Inc.
- (4) Extraordinary financial statements, etc. of coconala Agent Inc. with an extraordinary closing date to be set after the last day of the last fiscal year
Not applicable.
- (5) Disposition of significant assets, incurrence of significant liabilities, or other events occurring after the last day of the last fiscal year that have a material impact on the status of the company's assets
- (i) The Company
Effective September 1, 2023, the Company implemented an absorption-type company split, in which coconala Agent Inc. (located at 12-10 Sakuragaoka-cho, Shibuya-ku, Tokyo) was the succeeding company and the Company was the splitting company. On the same day, the Company implemented an incorporation-type company split, in which coconala Legal Connect Inc. was the newly incorporated company and the Company was the splitting company.
Effective December 1, 2023, the Company implemented an absorption-type merger in which the Company was the surviving company and coconala Legal Connect Inc., a wholly owned subsidiary of the Company, was the dissolving company.
- (ii) coconala Agent Inc.
Effective September 1, 2023, coconala Agent Inc. implemented an absorption-type company split, in which coconala Agent Inc. was the succeeding company, and the Company was the splitting company.

Financial statements, etc. of coconala Agent Inc.

Financial Statements

(1st period)

(From April 3, 2023 to August 31, 2023)

coconala Agent Inc.

Non-consolidated balance sheet

(As of August 31, 2023)

(Thousands of yen)

Item	Amount of money	Item	Amount of money
Assets		Liabilities	
Current assets	264,425	Current liabilities	77,179
Cash and deposits	139,456	Accounts payable -trade	57,840
Accounts receivable trade	122,336	Accounts payable - other	11,029
Accounts receivable - other	2,364	Income taxes payable	3,279
Prepaid expenses	60	Accrued consumption taxes	1,310
Advances paid	207	Deposits received	3,720
Non-current assets	200	Non-current liabilities	120,000
Investments and other assets	200	Long-term loans borrowings from subsidiaries and affiliates	120,000
Guarantee deposits	200		
		Total liabilities	197,179
		Net assets	
		Shareholders' equity	67,445
		Share capital	20,000
		Capital surplus	42,218
		Legal capital surplus	10,000
		Other capital surplus	32,218
		Retained earnings	5,227
		Retained earnings brought forward	5,227
		Total net assets	67,445
Total assets	264,625	Total liabilities and net assets	264,625

Non-consolidated statement of income
(From April 3, 2023 to August 31, 2023)

(Thousands of yen)

Item	Amount of money	
Net sales		306,551
Cost of sales		261,854
Gross profit		44,697
Selling, general and administrative expenses		35,972
Operating profit		8,725
Non-operating income		
Interest income	0	
Other	0	0
Non-operating expenses		
Interest expenses	219	219
Ordinary profit		8,506
Profit before income taxes		8,506
Income taxes - current	3,279	3,279
Net profit		5,227

Non-consolidated statement of changes in equity
(From April 3, 2023 to August 31, 2023)

(Thousands of yen)

	Shareholders' equity							Total net assets
	Share capital	Capital surplus			Retained earnings		Total shareholders' equity	
		Legal capital surplus	Other Capital surplus	Total capital surplus	Other retained earnings	Total retained earnings		
					Retained earnings brought forward			
Balance at beginning of period	20,000	10,000	32,218	42,218	-	-	62,218	62,218
Changes during period								
Net profit	-	-	-	-	5,227	5,227	5,227	5,227
Total changes during period	-	-	-	-	5,227	5,227	5,227	5,227
Balance at end of period	20,000	10,000	32,218	42,218	5,227	5,227	67,445	67,445

Notes to non-consolidated financial statements

(From April 3, 2023 to August 31, 2023)

I. Notes to Significant Accounting Policies

1. Accounting standards for provisions

(1) Allowance for doubtful accounts

To prepare for credit losses on trade receivables, loans receivable, etc., an estimated uncollectable amount is provided at the amount estimated by either using the historical rate of credit loss for general receivables, or based on individual consideration of collectability for specific doubtful receivables from debtors in financial difficulties.

2. Accounting standards for recording revenues and expenses

The Company is entrusted with projects by its clients and subcontracts such projects to registered engineers, etc. The performance obligation is fulfilled over the period of service based on the terms of the contract, and therefore revenue is recognized over the period of service.

3. Accounting for consumption taxes

The tax exclusion method is used.

II. Notes to Non-consolidated Statement of Changes in Equity

(1) Class and total number of issued shares at the end of the fiscal year

Common stock	3,000 shares
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(2) Number of treasury stock at the end of the fiscal year

Not applicable.

(3) Matters concerning dividends from surplus paid during the fiscal year

Not applicable.

(4) Class and number of shares to be issued or transferred upon exercise of share acquisition rights (excluding those for which the first day of the exercise period has not arrived) at the end of the fiscal year

Not applicable.

Supplementary schedules
(From April 3, 2023 to August 31, 2023)

Selling, general and administrative expenses

(Thousands of yen)

Item	Amount	Summary
Remuneration for directors (and other officers)	2,350	
Outsourcing expenses	21,349	
Advertising expenses	9,886	
Entertainment expenses	225	
Conference expenses	248	
Travel and transportation expenses	7	
Communication expenses	449	
Supplies expenses	34	
Utilities expenses	80	
Commission expenses	302	
System cost	123	
Rent expenses on land and buildings	600	
Taxes and public dues	316	
Total	35,972	