

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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 3913)

March 13, 2024

(Date of commencing electronic provision: March 6, 2024)

To our shareholders

2-3-1 Shinkawa, Chuo-ku, Tokyo

sMedio, Inc.

President: Sadanori Iwamoto

NOTICE OF THE 17TH ANNUAL SHAREHOLDERS' MEETING

Notice is hereby given that the 17th Annual Shareholders' Meeting of the Company will be held as specified below.

The Company has provided materials for this Annual Shareholders' Meeting electronically on the following website as "Notice of the 17th Annual Shareholders' Meeting" to include the matters to be provided electronically.

Access the following website, select "IR information" and then "Disclosure information list" to find the matters.

The Company's website

<https://www.smedio.co.jp/en/index.html>

In addition to the above, the matters to be provided electronically are also available on the following website.

Enter the Company name in "Issue name (company name)" or "3913 (in half-width characters)" in the stock exchange "Code," select "Basic information," and then "Documents for public inspection/PR information" to find the matters.

Tokyo Stock Exchange Listed Company Search

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Instead of attending the Meeting in person, you may exercise your voting rights in writing. After reviewing the Documents for Reference for the Annual Shareholders' Meeting included in the matters to be provided electronically, please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it to the Company so that it arrives no later than 6:30 p.m. on Wednesday, March 27, 2024, Japan time.

Notice of Meeting

- 1. Date:** Thursday, March 28, 2024 at 10:00 a.m. Japan time
(Reception starts at 9:30 a.m. Japan time)
- 2. Place:** Conference Room 701 (7F) at Tekko Kaikan
3-2-10 Nihonbashi-Kayabacho, Chuo-ku, Tokyo, Japan
- 3. Objectives of Meeting:**
 - (Matters to Report)**
 1. Business Report, Consolidated Financial Statements for the Company's 17th period (January 1, 2023 to December 31, 2023) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 17th period (January 1, 2023 to December 31, 2023)
 - (Proposals)**
 1. Partial Amendment to Articles of Incorporation
 2. Election of Four (4) Directors

1. When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
2. If no approval or disapproval is made on the Voting Rights Exercise Form for any of the proposals, it will be treated as an indication of approval.
3. The following matters are not included in the written documents sent to shareholders who have requested the delivery thereof, pursuant to the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company. Furthermore, Auditors and the Accounting Auditor audit the documents subject to audit, including the following matters.

[Business Report]

1. Matters regarding the current status of the Company Group ((1) Business progress and the results thereof, (4) Problems to be dealt with, (5) Status of property and profits and losses, (7) Principal content of business undertakings, (8) Important business offices, (9) Status of employees, (10) Major lenders and the amount of borrowings, (11) Other important matters regarding the current status of the Company Group), 2. Matters regarding the Company's shares, 3. Matters regarding the Company's share options, etc., 4. Matters regarding the Company's officers ((2) Matters regarding liability limitation agreements, (3) Matters regarding indemnity agreements, (4) Matters regarding directors' and officers' liability insurance agreements), 5. Matters related to the Accounting Auditor, ((4) Matters regarding liability limitation agreements), 6. Systems to ensure proper business activities and the outline of the operation of the systems, 7. Basic policy regarding control of the Company

[Consolidated Financial Statements]

Consolidated Balance Sheet, Consolidated Statement of Income, Consolidated Statement of Changes in Equity, and Notes to the Consolidated Financial Statements

[Non-consolidated Financial Statements]

Non-consolidated Balance Sheet, Non-consolidated Statement of Income, Non-consolidated Statement of Changes in Equity, and Notes to the Non-consolidated Financial Statements

[Audit Report]

Accounting audit report on Consolidated Financial Statements, accounting audit report on Non-consolidated Financial Statements, and audit report of the Board of Auditors

4. Should the matters to be provided electronically be revised, the revised version will be posted on the relevant websites.
5. No souvenir will be made available to the attending shareholders. We sincerely request your understanding and acceptance.

Documents for Reference for the Annual Shareholders' Meeting

Proposals and References

Proposal 1: Partial Amendment to Articles of Incorporation

1. Reasons for the amendment

The Company's strength lies in technology software development that utilizes its own technology, and the Company's main business has been the provision of licenses. However, in the area of PCs and digital home appliances, which is the Company's main area of business, the number of shipments of customer products equipped with the Company's products is becoming sluggish as consumer needs change and products become more commoditized.

On the other hand, society as a whole has entered a period of major change, and the use of AI, IoT, big data, etc. to break away from existing systems and create new business models (DX: Digital Transformation), as well as the introduction of renewable energy (GX: Green Transformation) aimed at curbing climate change and environmental destruction are progressing rapidly.

In response to these changes in the environment surrounding the Company, the Company has entered the "GX Services Business," which provides renewable energy related products on a one-stop basis. Moreover, in order to transform from "a company that enriches society through technology" into "a company that builds a sustainable future through technology," changes in the Company's trade name and corporate purpose are proposed.

2. Description of the amendment

Description of the amendment is as follows (amended parts are underlined):

Current	Proposed amendment
<p>(Trade name) Article 1. The name of the Company shall be "<u>Kabushiki Kaisha sMedio</u>" and shall be rendered in English as "<u>sMedio, Inc.</u>"</p> <p>(Corporate purpose) Article 2. The purpose of the Company is to operate the following businesses. 1. Software development, services and sales 2. Electronic equipment development, services and sales 3. Import and export of software, electronic equipment, etc. 4. Software download services and sales using the Internet 5. Contracted software development and contracted sales (Newly established)</p> <p>6. All operations related to the previous items (Newly established)</p>	<p>(Trade name) Article 1. The name of the Company shall be "<u>GreenBee Kabushiki Kaisha</u>" and shall be rendered in English as "<u>GreenBee, Inc.</u>"</p> <p>(Corporate purpose) Article 2. The purpose of the Company is to operate the following businesses. 1. Software development, services and sales 2. Electronic equipment development, services and sales 3. Import and export of software, electronic equipment, etc. 4. Software download services and sales using the Internet 5. Contracted software development and contracted sales 6. <u>Sales of products and provision of services, etc. related to renewable energy</u> <u>(1) Provision of visualization services and implementation support for energy management systems</u> <u>(2) Purchase and sales of storage battery systems, etc.</u> <u>(3) Others</u> 7. All operations related to the previous items (Supplementary provision) <u>The change of the Article 1. (Trade name) shall come into effect on April 1, 2024, and this supplementary provision shall be deleted as of the effective date.</u></p>

Proposal 2: Election of Four (4) Directors

The terms of office of all three (3) Directors will expire at the conclusion of this year's Annual Shareholders' Meeting. In order to steadily implement the Group's future growth strategy and further enhance corporate governance, an increase in the number of internal Directors to two (2) and the election of four (4) Directors, including one (1) newly appointed Director, is proposed.

The nominees for Directors are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Sadanori Iwamoto (May 31, 1971) [Reelected] [Years in office as Director] 14 years	<p>July 1996 Product Manager, Nichimen Electronics Parts, Inc. (currently E-Globaledge Corporation)</p> <p>June 2002 OEM Sales Senior Director, InterVideo Japan Inc. (currently Corel Japan Ltd.)</p> <p>February 2008 General Manager of Sales, VideACE, Inc. (currently sMedio, Inc.)</p> <p>March 2010 Director, General Manager of Sales & Marketing, sMedio, Inc.</p> <p>March 2015 Managing Director, sMedio, Inc.</p> <p>November 2016 Director, Taosoftware Co., Ltd. (to present)</p> <p>February 2017 Representative Director and CEO, sMedio, Inc. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Director, sMedio Technology (Shanghai) Inc. • Representative Director, sMedio America Inc. • Director, Taosoftware Co., Ltd. 	52,000
2	Yoji Ochiai (March 29, 1964) [Reelected] [Outside Director] [Independent Director] [Years in office as Director] 9 years	<p>April 1987 Joined the Legal Training and Research Institute, Supreme Court of Japan</p> <p>April 1989 Prosecutor of the Tokyo District Public Prosecutor's Office</p> <p>September 2000 Joined Yahoo Japan Corporation (currently LY Corporation)</p> <p>October 2000 Registered as an attorney-at-law (the Tokyo Bar Association)</p> <p>November 2001 Joined Yaesu Daiichi Law Office</p> <p>September 2008 Established Sengakujimae Law Office</p> <p>April 2010 Designated Professor, Law School, Tokai University</p> <p>December 2013 External Statutory Auditor, WebCrew Inc.</p> <p>March 2015 Outside Director, sMedio, Inc. (to present)</p> <p>April 2018 Representative, Takanawa Kyodo Law Office (to present)</p> <p>January 2020 Auditor, AS Japan Co., Ltd. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative, Takanawa Kyodo Law Office • Auditor, AS Japan Co., Ltd. <p>[Reasons for nomination as a candidate for Outside Director and expected roles] Based on his deep insight and extensive experience as an attorney-at-law and an External Statutory Auditor at other companies, Mr. Yoji Ochiai has been providing valuable opinions and suggestions, and is expected to contribute to strengthening the Company's corporate governance. Therefore, the Company nominated him again as a candidate for Outside Director. At the conclusion of this Annual Shareholders' Meeting, he will have been in office as an Outside Director of the Company for nine years.</p>	—

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	<p>Lee Hsin Hsin (June 26, 1965) [Reelected] [Outside Director] [Years in office as Director] 1 year</p>	<p>June 1987 Joined Manufacture Hanover Trust Bank, Supervisor, Export Accounting Department, Taipei Office</p> <p>May 1990 Joined BankBoston, Manager, Correspondent Bank Department, Taipei Office</p> <p>June 1995 Joined Westdeutsche Landesbank Girozentrale, Assistant Vice President, Taipei Office</p> <p>June 1999 Joined Macoto Bank, Taiwan, VP, International Finance Department</p> <p>August 2000 Joined Acer Capital Corporation, Finance Department and Assistant to the Chairman</p> <p>December 2004 Joined iD Branding Venture Inc.</p> <p>August 2007 Joined Egis Technology Inc.</p> <p>January 2009 Representative Director, SBI & Capital 22 Management Inc.</p> <p>September 2009 Outside Director, sMedio, Inc.</p> <p>January 2013 Auditor, Thinktop Capital Management Inc.</p> <p>January 2014 Representative Director, SBI & Capital 22 Management Inc. (to present)</p> <p>September 2016 Representative Director, Kiwi technology Inc. (Taiwan) (to present)</p> <p>January 2017 Director, Thinktop Capital Management Inc.</p> <p>March 2022 Representative Director, Thinktop Capital Management Inc. (to present)</p> <p>May 2022 Director, iCatch Technology, Inc.</p> <p>June 2022 Outside Director, Hiyes International Co., Ltd. (to present)</p> <p>January 2023 Representative Director and President, Kiwi technology Inc. (Japan) (to present)</p> <p>March 2023 Outside Director, sMedio, Inc. (to present)</p> <p>June 2023 Outside Director, Silicon Optronics, Inc. (to present)</p> <p>July 2023 Representative Director, Neo One Capital Inc. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative Director, Kiwi technology Inc. (Taiwan) • Representative Director and President, Kiwi technology Inc. (Japan) • Representative Director, SBI & Capital 22 Management Inc. • Representative Director, Thinktop Capital Management Inc. • Representative Director, Neo One Capital Inc. <p>[Reasons for nomination as a candidate for Outside Director and expected roles] Ms. Lee Hsin Hsin has experience in management of Kiwi technology Inc., as well as experience in several companies as an outside director. Utilizing her experience, she is expected to provide suggestions concerning all aspects of the Company's corporate management including its corporate governance, contribute to strengthening the Company's management system. Therefore, the Company nominated her again as a candidate for Outside Director. At the conclusion of this Annual Shareholders' Meeting, she will have been in office as an Outside Director of the Company for one year.</p>	—

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Masao Usami (June 20, 1973) [New appointment] [Years in office as Director] —	<p>April 1998 Manager of Sales Department, Nichimen Electronics Parts, Inc. (currently E-Globaledge Corporation)</p> <p>February 2006 General Manager of OEM Sales Department, InterVideo Japan Inc. (currently Corel Japan Ltd.)</p> <p>September 2010 Senior Sales Manager, CyberLink Corp.</p> <p>September 2013 Senior Sales Director, AEGIS Technologies, Inc.</p> <p>April 2015 Manager of Sales & Marketing, sMedio, Inc.</p> <p>April 2017 General Manager of Services Business, sMedio, Inc. (to present)</p> <p>April 2018 Representative Director and Vice President, Johospace Co., Ltd.</p> <p>March 2023 Director, sMedio Technology (Shanghai) Inc. (to present)</p> <p>[Significant concurrent positions] • Director, sMedio Technology (Shanghai) Inc.</p> <p>[Reasons for nomination as a candidate for Director and expected roles] Mr. Masao Usami joined the Company in April 2015, and most recently was responsible for the Group's operations as General Manager of Services Business and Director of sMedio Technology (Shanghai) Inc. He has a wealth of experience, especially in sales to corporate customers. In order to steadily implement the Group's future growth strategy and further enhance corporate governance, an increase in the number of internal Directors to two is proposed.</p>	—

(Notes)

- The Company has transactions such as sales, operation of sales promotion activities, and purchase of products in Japan, with Kiwi technology Inc. (Taiwan) and Kiwi technology Inc. (Japan), for which Ms. Lee Hsin Hsin serves as Representative Director. No special interests exist between the Company and other nominees.
- Mr. Yoji Ochiai and Ms. Lee Hsin Hsin are nominees for Outside Directors.
- Reasons for deeming nominees as capable of properly carrying out duties as Outside Directors
During his past nine years in office, Mr. Yoji Ochiai has fulfilled his duties as Outside Director using his experience and insights. Therefore, the Company deemed that he will continue to properly carry out his duties as an Outside Director if he is reelected.
Ms. Lee Hsin Hsin has fulfilled her duties as Outside Director using her management experience at Kiwi technology Inc. (Taiwan) and her experience as an (outside) director at several companies. Therefore, the Company deemed that she will continue to properly carry out her duties as an Outside Director if she is reelected.
- Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Yoji Ochiai and Ms. Lee Hsin Hsin for the purpose of limiting the liability for damages under Article 423, Paragraph 1 of the same Act. The maximum amount of the liability for damages under the agreement shall be the minimum liability amount as stipulated by Article 425, Paragraph 1 of the same Act. If they are reelected as Outside Directors, the Company plans to continue the said agreements with them.
- The Company has registered Mr. Yoji Ochiai as an independent director as stipulated in the rules set out by the Tokyo Stock Exchange, on which the Company is listed. If he is reelected, the Company will continue to appoint him as an independent director.
- To secure outstanding talent and prevent hesitation in the execution of duties, the Company has entered into a Directors and Officers Liability Insurance contract, as summarized below, which is scheduled to be renewed in July 2024. If Mr. Sadanori Iwamoto, Mr. Yoji Ochiai, and Ms. Lee Hsin Hsin are elected as Director and assume office, they will continue to be insured. If Mr. Masao Usami is elected as Director and assumes office, he will be newly insured.
[Summary of the Insurance Contract]
 - Actual share of insurance premium borne by the insured
The insurance premium, including the rider portion, is borne by the Company, and there is no actual insurance premium burden on the insured.
 - Outline of insured events covered
The insurance, along with its riders, covers damages that may result from the execution by the insured Directors, etc. of duties for which they are liable, or from claims made against them in connection with the said liability. There are, however, certain exclusions that apply, including in cases of conducts that constitute an intentional breach of laws and regulations.
 - Measures to ensure the appropriateness of duties of Directors, etc.

Deductibles are set out in the insurance contract, and damages up to the said deductible amounts shall not be covered by the insurance.