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Securities Code: 3649

Notice of the 39th General Meeting of Shareholders

Date

Wednesday, March 27, 2024 at 10 a.m. JST
Reception desk opens at 9:30 a.m. JST

Venue

Otemachi SANKEI Plaza Rooms (311-312)
Tokyo Sankei Building 3F, 1-7-2, Otemachi,
Chiyoda-Ku, Tokyo

Proposals

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Five (5) Directors
(Excluding Directors serving as
Audit & Supervisory Committee
Members)
- Proposal 3:** Election of Three (3) Directors who
are Audit & Supervisory Committee
Members
- Proposal 4:** Election of One (1) Director who is
a substitute Audit & Supervisory
Committee Member

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To our shareholders:

Shareholders may exercise their voting rights in advance, either via the Internet, etc. or in writing.

Deadline for exercising voting rights

By 6:00 p.m. JST on Tuesday, March 26, 2024

Any changes to the operation of the General Meeting of Shareholders will be posted on our website.

FINDEX Inc.

Securities Code: 3649

March 8, 2024

Dear Shareholders:

1-7-2, Otemachi, Chiyoda-ku, Tokyo

FINDEX Inc.

Teruo Aibara, President & CEO

Notice of the 39th General Meeting of Shareholders

We would like to express our appreciation for your continued support and patronage. We are pleased to inform you that the 39th General Meeting of Shareholders of the Company will be held, with details as follows.

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing. Please review the details of each proposal as the Reference Documents for the General Meeting of Shareholders of the Notice of the 39th General Meeting of Shareholders, and exercise your voting rights by 6:00 p.m., Tuesday, March 26, 2024, JST.

Details

1. **Date and Time** Wednesday, March 27, 2024 at 10 a.m. JST
2. **Location** Otemachi SANKEI Plaza Rooms (311-312)
Tokyo Sankei Building 3F, 1-7-2, Otemachi, Chiyoda-Ku, Tokyo

3. **Purpose of the Meeting Reports:**

1. Reports on the Business Report and Consolidated Financial Statements and Audit Results of the Accounting Auditors and the Audit & Supervisory Committee on Consolidated Financial Statements for the 39th Fiscal Year (from January 1, 2023 to December 31, 2023)
2. Reports on the Financial Statements for the 39th Fiscal Year (from January 1, 2023 to December 31, 2023)

Proposals:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Five (5) Directors (Excluding Directors serving as Audit & Supervisory Committee Members)

Proposal 3: Election of Three (3) Directors who are Audit & Supervisory Committee Members

Proposal 4: Election of One (1) Director who is a substitute Audit & Supervisory Committee Member

- Ⓢ For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.
- Ⓢ In the event of revisions to matters subject to electronic provision measures, notice of such revisions and the original and revised versions of the matters will be posted on each website mentioned above.

<Submission of questions in advance>

At the General Meeting of Shareholders, we will answer questions or comments about the company received from shareholders in advance. Please read the following for details.

- Contact method: Please submit your questions or comments by email.
Be sure to include your name and shareholder number (You can find this on the Voting Rights Exercise Form) in the subject of the email.
e-mail: kabunushi-soukai@findex.co.jp
- Deadline for submission of questions in advance:
By 5:00 p.m., Tuesday, March 19, 2024, JST.
- On the day of the meeting, we will answer questions received in advance that are relevant to the agenda, that are deemed to be of particular interest to shareholders and that the Company is able to answer.
- We are unable to guarantee that all submitted questions will be answered. Please also understand that we cannot provide answers individually.
- The above e-mail address will no longer be valid after the deadline for submission.

Reference Documents for General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company considers returning profits to shareholders to be one of its most important management issues, and its basic policy is to maintain stable dividends while also taking factors such as future business expansion into consideration.

The Company proposes to pay a year-end dividend for the 39th Fiscal Year as follows:

Details of year-end dividend

(1) Type of dividend property

Money

(2) Matters related to allocation of dividend property to shareholders and total amount

The Company proposes to pay a dividend of ¥9.0 per common share of the Company.

Total amount: ¥232,208,208

(3) Date when dividends from surplus become effective

March 28, 2024

Proposal 2: Election of Five (5) Directors (Excluding Directors serving as Audit & Supervisory Committee Members)

The terms of office of all five (5) Directors (Excluding Directors serving as Audit & Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of five (5) Directors, including one (1) Outside Director.

The Audit & Supervisory Committee concludes that all candidates are qualified as Director of the Company.

The candidates for Directors are as follows:

Candidates for Directors

No.	Name	Current Position and Responsibilities at the Company	Candidate Attribute	
1	Re-election Teruo Aibara	President & CEO Department Manager of Business Strategy Dept.	—	
2	Re-election Kohji Kondo	Director and Department Manager of Medical Sales Solutions Dept.	—	
3	Re-election Hiroaki Hasegawa	Director and Department Manager of Consulting Dept.	—	
4	Re-election Riki Miyakawa	Director and Department Manager of Software Package Development Dept. General Manager, Information Security	—	
5	Re-election Akira Ono	Outside Director	Outside Director	Independent Officer

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of the Company's common shares owned
1	Teruo Aibara (September 25, 1966)	<p>April 1990 Joined Shikoku Nippon Denki Software K.K.</p> <p>July 1993 Joined Pioneer Shikoku K.K. (now the Company)</p> <p>February 1994 Director of the Company</p> <p>May 1994 President & CEO of the Company (current position)</p> <p>July 2014 Department Manager of Business Strategy Dept. of the Company (current position)</p> <p>February 2017 Director of Eagle Matrix Consulting Co., Ltd. (now EMC Healthcare Co., Ltd.) (current position)</p> <p>April 2021 Representative Director of Fitting Cloud Inc.</p> <p>June 2023 Director of Fitting Cloud Inc. (current position)</p> <p>(Significant concurrent positions) Director of Fitting Cloud Inc. Director of EMC Healthcare Co., Ltd.</p>	7,707,600 shares
<p>[Reason for nomination]</p> <p>The candidate has a proven track record, extensive experience of management in general, and outstanding insights, having led the Company as President & CEO since 1994. He has also played an extremely important role in technical decisions, and the determination and execution of management policies and business strategies. The Company requests his reelection believing he will make a competent director because he can be expected to contribute to the Group's business expansion and further growth and development through transformation.</p>			
2	Kohji Kondo (March 22, 1964)	<p>August 1984 Joined Suncherry Data System K.K.</p> <p>April 2005 Joined the Company</p> <p>April 2007 Corporate Officer of the Company</p> <p>July 2008 Director and Department Management, System Development Dept. of the Company</p> <p>July 2014 Director and Department Manager, Sales Planning Dept. of the Company</p> <p>January 2021 Director and Department Manager, Medical Sales Solutions Dept. of the Company (current position)</p>	123,081 shares
<p>[Reason for nomination]</p> <p>After working primarily in distributor support and system development operations, the candidate demonstrated strong leadership, driving distributor support operations as Corporate Officer from 2007. Having overseen distributor support and system development operations as Director since 2008, he has a proven track record, experience and extensive industry knowledge. He currently oversees sales, marketing distributor support and customer support operations as Director and Department Manager of the Medical Sales Solutions Dept. The Company requests his reelection believing he will make a competent director because he can be expected to contribute to the Group's business expansion and further growth and development through transformation.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions		Number of the Company's common shares owned
3	Hiroaki Hasegawa (August 5, 1968)	April 1993 December 2008 July 2009 April 2010 December 2010 November 2012 January 2021 January 2023	Joined TEIJI LIMITED. Joined BML, INC. Joined the Company Corporate Officer of the Company Director of the Company Department Manager, Hospital Sales Solutions Dept. 2 of the Company Director and Department Manager, Hospital Sales Solutions Dept. of the Company Director and Department Manager, Consulting Dept. of the Company (current position)	15,081 shares
[Reason for nomination] The candidate has a proven track record, experience and extensive industry knowledge gained from working mainly in sales operations and then driving sales operations and demonstrating strong leadership as Director from 2010. As Department Manager of the Hospital Sales Solutions Dept., he has overseen sales operations at five sites in Tokyo, Osaka, Hokkaido, Kyoto and Niigata. He is currently drawing on the knowledge and experience gained in sales operations in his role as Department Manager of the Consulting Dept. in charge of new business model development, including proposing improvements in the operation of medical systems and proposing new business. The Company requests his reelection believing he will make a competent director because he can be expected to contribute to the Group's business expansion and further growth and development through transformation.				
4	Riki Miyakawa (July 17, 1972)	April 1998 August 2009 June 2012 July 2014 March 2016 April 2023 October 2023	Joined NEC Corporation Joined the Company Corporate Officer of the Company Corporate Officer and Department Manager, System Development Dept. of the Company Director and Department Manager, System Development Dept. of the Company Director and Department Manager of Software Package Development Dept. of the Company (current position) General Manager, Information Security of the Company(current position)	3,081 shares
[Reason for nomination] After working primarily in system development operations, the candidate demonstrated strong leadership, driving system development operations as Corporate Officer from 2012. Additionally, since 2016, he has been overseeing the system development of the Group's as the Director of the Systems Development Department, and from 2023 onwards, as the Director of Software Package Development and General Manager of the Information Security Department. He possesses a proven track record, experience, and extensive industry knowledge. The Company requests his reelection believing he will make a competent director because he can be expected to contribute to the Group's business expansion and further growth and development through transformation.				

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of the Company's common shares owned
5	Akira Ono (February 4, 1954)	<p>April 1980 Joined the Japan Chamber of Commerce and Industry (JCCI)</p> <p>April 2005 General Manager in charge of new projects at JCCI</p> <p>April 2007 General Manager of Business Section and General Manager in charge of promoting new business at JCCI</p> <p>April 2010 General Manager of International Section and Administration Secretary-General of APEC SME Summit Secretariat at JCCI</p> <p>April 2012 Director treatment and General Manager of International Section at JCCI</p> <p>April 2014 Director and Administration Secretary-General, Japan Chamber of Commerce-Tokyo Chamber of Commerce Alliance</p> <p>April 2016 Director and Administration Secretary-General, Tokyo Chamber of Commerce Alliance</p> <p>March 2022 Outside Director of the Company (current position)</p> <p>April 2023 Councilor, Tokyo Chamber of Commerce Alliance (current position)</p> <p>(Significant concurrent positions) Councilor, Tokyo Chamber of Commerce Alliance</p>	-
<p>[Reasons for nomination and overview of expected roles]</p> <p>The candidate has gained a great deal of knowledge about making general industry policy proposals to government and promoting and supporting enterprises as well as experience providing guidance at the Japan Chamber of Commerce and Industry where he worked. He has twice experienced working as Administration Secretary-General at overseas Japanese chambers and also has wide-ranging knowledge of international operations, including supporting companies entering overseas markets and global business operations as officer in charge of international affairs. Taking the candidate's current position into consideration, the Company requests his reelection believing he will make a competent outside director because he can be expected to provide the Group's management with appropriate advice and supervision both in terms of corporate governance and promoting business as the Group expands its operations overseas in the future.</p>			

(Notes) 1. The candidates do not have any special interest in the Company.

2. Mr. Akira Ono is a candidate for Outside Director.

3. Mr. Akira Ono is currently the Company's Outside Director and will have served as Outside Director for two years upon the conclusion of this General Meeting of Shareholders.

4. The Company has entered into an agreement with Mr. Akira Ono on the limitation of liability for damages as provided for under the provisions of Paragraph 1, Article 423 of the Companies Act according to the provisions of Paragraph 1, Article 427 thereof and the Articles of Incorporation. The maximum amount of liability based on this agreement shall be the minimum amount stipulated by law, and if the reelection of Mr. Ono is approved, the Company intends to continue the aforementioned agreement with him.

5. The Company has signed a liability insurance policy for officers, etc. as specified in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, and shall cover the insured persons, who include Directors of the Company, against monetary damages, legal fees and costs, and other damages using the insurance policy (provided, however, there are some waiver events. For example, there is no coverage of damages resulting from actions that the insured committed knowing they were violations of laws and regulations). The candidates will be the insured under the insurance policy if they are appointed and take office as a director. The Company also intends to renew the insurance contract with the same content at next renewal.

6. The Company has registered Mr. Akira Ono as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange. If Mr. Akira Ono is reappointed, the Company will continue to designate him as an independent officer.

Proposal 3: Election of Three (3) Directors who are Audit & Supervisory Committee Members

The term of office of three (3) Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes the election of three (3) Directors who are Audit & Supervisory Committee Members.

The Audit & Supervisory Committee concludes that all candidates are qualified as Director of the Company. The candidates are as follows:

Candidates for Directors who are Audit & Supervisory Committee Members

No.	Name	Current Position and Responsibilities at the Company	Candidate Attribute	
1	<input type="checkbox"/> Re-election Kouji Yamauchi	Director [Full-time Audit & Supervisory Committee Member]	—	
2	<input type="checkbox"/> Re-election Takashi Kitada	Outside Director [Audit & Supervisory Committee Member]	<input type="checkbox"/> Outside Director	<input type="checkbox"/> Independent Officer
3	<input type="checkbox"/> Re-election Akira Yamada	Outside Director [Audit & Supervisory Committee Member]	<input type="checkbox"/> Outside Director	<input type="checkbox"/> Independent Officer

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of the Company's common shares owned
1	Kouji Yamauchi (October 3, 1965)	February 1995 Joined Honda Service Center Co., Ltd. May 2008 Joined the Company July 2008 Full-time Audit & Supervisory Committee Member of the Company March 2016 Director (Full-time Audit & Supervisory Committee Member), the Company (current position)	-
[Reason for nomination] The candidate, serving as a full-time Director on the Audit & Supervisory Committee, has extensive audit experience and a proven track record of providing appropriate advice and recommendations. The Company requests his reelection, believing that he will serve as a director on the audit committee because he can contribute to further strengthening the corporate governance of the Group.			
2	Takashi Kitada (February 24, 1956)	March 1985 Registered as a Certified Public Accountant April 1998 Joined Deloitte Touche Tohmatsu LLC July 1999 Partner, Deloitte Touche Tohmatsu LLC October 2014 Established Kitada Takashi CPA Office (current position) March 2016 Outside Director (Audit and Supervisory Committee Member) , Okura Industrial Co.,Ltd. (current position) Outside Director (Audit & Supervisory Committee Member) , the Company (current position) (Significant concurrent positions) Kitada Takashi CPA Office Manager Outside Director of Okura Industrial Co.,Ltd. [Audit & Supervisory Committee Member]	1,000 shares
[Reasons for nomination and overview of expected roles] The candidate has specialized knowledge in finance and accounting, extensive audit experience as a certified public accountant, and a proven track record of providing appropriate advice and recommendations. The Company requests his reelection, believing that he is well-qualified to serve as an outside director and can thus contribute to further strengthening the corporate governance of the Group by serving as a member of the audit committee. Furthermore, he was previously affiliated with the audit firm Deloitte Touche Tohmatsu LLC, which served as our company's auditor. The Company has a transactional relationship with the audit firm regarding the payment of audit fees; however, the amount constitutes less than 0.1% of the audit firm's total revenue, thus representing a minimal portion. Additionally, although he was involved in the Company's audit work at the audit firm until the fiscal year 2011, he has not been engaged in any of the Company's audit activities since then. Therefore, the Company judges that his independence is adequately ensured.			

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of the Company's common shares owned
3	Akira Yamada (November 4, 1963)	<p>April 1987 Joined the Suginami hospital</p> <p>June 1991 Joined the Umezono hospital(now Tama rehabilitation hospital)</p> <p>June 1993 Joined the Hojo hospital</p> <p>July 1999 Representative Director of the Best Care K.K.</p> <p>December 2017 Representative Director of the J·Top Inc. (current position)</p> <p>February 2019 Representative Director of the Valuepp Inc. (current position)</p> <p>October 2021 Outside Director (Audit & Supervisory Committee Member) , the Company (current position)</p> <p>(Significant concurrent positions)</p> <p>Representative Director of the J·Top Inc.</p> <p>Representative Director of the Valuepp Inc.</p>	
<p>[Reasons for nomination and overview of expected roles]</p> <p>The candidate, possessing extensive professional experience in healthcare institutions and broad insights as a business executive in the caregiving industry, is expected to provide appropriate advice and recommendations from a multidimensional perspective and contribute to further enhancing the Group's corporate governance. The Company deems him suitable as an outside director and hereby requests his reappointment as an outside director serving on the audit committee.</p>			

- (Notes)
1. The candidates do not have any special interest in the Company.
 2. Mr. Takashi Kitada and Akira Yamada are a candidate for Outside Director.
 3. Mr. Takashi Kitada is currently the Company's Outside Director and will have served as Outside Director for eight years upon the conclusion of this General Meeting of Shareholders.
 4. Mr. Akira Yamada is currently the Company's Outside Director and will have served as Outside Director for two years and five months upon the conclusion of this General Meeting of Shareholders.
 5. The Company has entered into an agreement with Mr. Takashi Kitada and Mr. Akira Yamada on the limitation of liability for damages as provided for under the provisions of Paragraph 1, Article 423 of the Companies Act according to the provisions of Paragraph 1, Article 427 thereof and the Articles of Incorporation. The maximum amount of liability based on this agreement shall be the minimum amount stipulated by law, and if the reelection of Mr. Takashi Kitada and Mr. Akira Yamada are approved, the Company intends to continue the aforementioned agreement with them.
 6. The Company has signed a liability insurance policy for officers, etc. as specified in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, and shall cover the insured persons, who include Directors of the Company, against monetary damages, legal fees and costs, and other damages using the insurance policy (provided, however, there are some waiver events. For example, there is no coverage of damages resulting from actions that the insured committed knowing they were violations of laws and regulations). The candidates will be the insured under the insurance policy if they are appointed and take office as an Audit & Supervisory Committee Member. The Company also intends to renew the insurance contract with the same content at next renewal.
 7. The Company has registered Mr. Takashi Kitada and Mr. Akira Yamada as Independent Officers pursuant to the provisions of the Tokyo Stock Exchange. If Mr. Takashi Kitada and Mr. Akira Yamada are reappointed, the Company will continue to designate them as independent officers.

Proposal 4: Election of One (1) Director who is a substitute Audit & Supervisory Committee Member

The Company proposes to elect one (1) Director who is a substitute Audit & Supervisory Committee Member, to prepare for the event that the number of Directors who are Audit & Supervisory Committee Members falls below the number required by laws and regulations. The consent of the Audit & Supervisory Committee has been obtained for this proposal. The candidate is as follows:

Candidate for Director serving as a substitute Audit & Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of the Company's common shares owned
Takuya Ayukawa (January 17, 1992)	December 2017 Registered as an attorney June 2019 Joined Sato General Law Office (current position) (Significant concurrent positions) Sato General Law Office Attorney	-

[Reasons for nomination and overview of expected roles]

The candidate is well-versed in a wide range of corporate affairs, including governance overall, M&A, capital policy, finance, personal information protection, and harassment, among others, including the establishment of internal controls. With expertise from a legal perspective, the Company expects that the candidate will provide appropriate advice. The Company nominates him as suitable for the position of an outside director, serving as a substitute Audit & Supervisory Committee Member.

- (Notes) 1. The candidate is a lawyer at Sato General Law Office, and the Company has entered into an advisory contract with the same law office. However, he does not have any special interest in the Company.
2. Mr. Takuya Ayukawa is a candidate for substitute Outside Director.
3. If Mr. Takuya Ayukawa is appointed as an outside director serving on the Audit & Supervisory Committee, the Company plans to enter into an agreement with Mr. Takuya Ayukawa on the limitation of liability for damages as provided for under the provisions of Paragraph 1, Article 423 of the Companies Act according to the provisions of Paragraph 1, Article 427 thereof and the Articles of Incorporation. The maximum amount of liability based on this agreement shall be the minimum amount stipulated by law.
4. The Company has signed a liability insurance policy for officers, etc. as specified in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, and shall cover the insured persons, who include the Director of the Company, against monetary damages, legal fees and costs, and other damages using the insurance policy (provided, however, there are some waiver events. For example, there is no coverage for damages resulting from actions that the insured committed knowing they were violations of laws and regulations). Mr. Takuya Ayukawa will be insured under the insurance policy if appointed and takes office as an Audit & Supervisory Committee Member. The Company also intends to renew the insurance contract with the same content at the next renewal.

(Reference)

The experience of the five candidates for Directors (Excluding Directors serving as Audit & Supervisory Committee Members) and the three candidates for Directors who are Audit & Supervisory Committee, along with the areas in which the company especially expects from them.

Name	Experience		Areas of expectations from the company										
	Corporate management	Business operation	Finance and accounting	Legal affairs and compliance	Risk management	IR	Information security	Business planning	Development and technology	Sales and consulting	Industry knowledge	Overseas knowledge	Sustainability
Teruo Aibara	●	●			●	●		●	●	●	●		●
Kohji Kondo		●						●	●	●	●		
Hiroaki Hasegawa		●					●	●	●	●	●		
Riki Miyakawa		●					●		●	●	●		
Akira Ono (Outside Director)								●				●	
Kouji Yamauchi (Full-time Audit & Supervisory Committee Member)				●	●								
Takashi Kitada (Outside Director) (Audit & Supervisory Committee Member)	●		●		●								
Akira Yamada (Outside Director) (Audit & Supervisory Committee Member)	●										●		

* If Proposal 2 and 3 are approved as originally proposed, the total number of Directors will be eight. This includes three Directors serving on the Audit & Supervisory Committee, two of whom are Outside Directors. Additionally, there will be three Outside Directors in total, all of whom are expected to be Independent Officers.

* The above list represents the areas of expectation from each individual based on their experience, etc. and is not an exhaustive list of all the expertise each director can offer.