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Securities Code 6071  
March 8, 2024

(Start date of electronic provision measures: March 1, 2024)

To Shareholders with Voting Rights

1-23-7 Nishi-Shinjuku, Shinjuku-ku, Tokyo  
IBJ, Inc.  
Shigeru Ishizaka, CEO

## Notice of Convocation of the 18th Annual General Meeting of Shareholders

We would like to express our sincere gratitude for your continued support and patronage.

We are pleased to announce the 18th Annual General Meeting of Shareholders of IBJ, Inc. (the “Company”) to be held as described below.

The Company takes measures for the electronic provision of information when convening the Annual General Meeting of Shareholders and therefore, information to be provided through such measures is posted as the Notice of Convocation of the 18th Annual General Meeting of Shareholders on the Internet website below.

The Company’s website: [https://www.ibj-gl.com/ir/ir\\_lib/](https://www.ibj-gl.com/ir/ir_lib/)

Tokyo Stock Exchange’s website:

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

(Please access the above website, enter and search for the Company’s name or securities code, and then, select “Basic Information” followed by “Documents for public inspection/PR information.”)

**In addition, in lieu of attending the day of the meeting, it is possible to exercise your voting rights in writing (mail) or by electronic means (via the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders posted on the website as an item to be provided through the electronic provision measures and exercise your voting rights no later than 6:45 p.m. on Friday, March 22, 2024, Japan time.**

### Details

<b>1. Date and time:</b>	Monday, March 25, 2024, at 10:00 a.m. (JST) (The reception will start at 9:30 a.m. (JST))
<b>2. Venue:</b>	Location: Shinjuku First West 3F, 1-23-7 Nishi-Shinjuku, Shinjuku-ku, Tokyo
<b>3. Purpose of the meeting:</b>	
<b>Matters to be reported:</b>	<ol style="list-style-type: none"><li>The Business Report, the Consolidated Financial Statements, and the audit reports on the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Board for the 18th Term (from January 1, 2023 to December 31, 2023)</li><li>The Non-Consolidated Financial Statements for the 18th Term (from January 1, 2023 to December 31, 2023)</li></ol>
<b>Matters to be resolved:</b>	Proposal 1: Dividends of Surplus Proposal 2: Election of six Directors Proposal 3: Election of two Corporate Auditors Proposal 4: Election of Accounting Auditor

- When attending the meeting, please present the enclosed voting rights exercise form at the reception desk.
- If you fail to indicate your vote for or against a proposal on the Voting Rights Exercise Form, your vote will be deemed as a vote in favor.
- Any corrections to items to be provided through the electronic provision measures will be posted on the website on which such item is posted.

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

### **Proposal 1: Dividends of Surplus**

The Company recognizes distributing profits to shareholders as one of the important management issues. Regarding distribution of profits, the fundamental policy is to strengthen the financial structure and secure internal reserves necessary to further expand operations as well as proactively provide dividends of surplus in line with performance.

Based on the aforementioned policy, the Company proposes a 6-yen Year-end dividend per share after comprehensively considering internal reserves for future growth investment.

#### Items Related to the Year-end Dividend

1. Type of dividend property

Cash

2. Allotment of dividend property and the aggregate amount

Per share of Company stock 6 yen

Total amount of dividends 232,694,964 yen

3. Effective date of dividends of surplus

March 26, 2024

**Proposal 2: Election of six Directors**

The term of office for all six Directors will expire at the close of this Annual General Meeting of Shareholders. Accordingly, the Company newly proposes the election of six Directors including three Outside Directors.

The candidates for Director are as follows.

No.	Candidate Name	Current position at the Company	Candidate Attributes	Attendance at Board of Director meetings
1	Shigeru Ishizaka	CEO	Reappointment	13/13
2	Kenjiro Tsuchiya	Managing Director	Reappointment	10/10
3	Yasuyuki Yokogawa	Director	Reappointment	13/13
4	Kozo Umezu	Outside Director	Reappointment Outside Independent Officer	13/13
5	Megumu Murakami	–	New Candidate Outside Independent Officer	–
6	Mai Sato	–	New Candidate Outside Independent Officer	–

No. <b>1</b>	(Date of Birth: Sep. 6, 1971)	Number of shares of the Company held: 11,920,400
<b>Shigeru Ishizaka</b>		
<b>Reappointment</b>	Career summary; position and responsibilities at the Company (significant concurrent positions)	
	Apr. 1995	Joined Industrial Bank of Japan, Ltd. (presently Mizuho Bank, Ltd.)
	Feb. 2006	CEO, the Company (current position)
		Unifying the execution of operations for the entire corporate business
	Dec. 2021	Outside Director, HITOSUKE, inc. (current position)
	Mar. 2022	Director, ZWEI CO., LTD.
	Oct. 2022	Director, IBJ financial advisory Corporation
	Dec. 2022	Outside Director, Faber Company Inc. (current position)
	(Reasons for nomination as candidate for Director)	
	<p>With a management philosophy of “bringing happiness to all the people who share a connection,” Mr. Shigeru Ishizaka founded the Company in 2006. Building up unique strengths that rival firms lack, such as marriage support capabilities, arranged marriage meeting systems, and an overwhelming membership base, the Company has developed an integrated business model by combining IT and services. With a wealth of management experience, essential opinions, and judgement ability, he has contributed to the improvement of corporate value of the entire Group by having successive positions as Director of the Group, developing human resources, and establishing operational methods and compliance systems, etc. The Company proposes that he be elected to continue as Director as it expects contributions to promoting the Group’s long-term improvement of corporate value and growth strategy in the future.</p>	

No. <b>2</b>	<b>Kenjiro Tsuchiya</b>	(Date of Birth: Apr. 22, 1973)	Number of shares of the Company held: 2,205,800
<b>Reappointment</b>	<p>Career summary; position and responsibilities at the Company (significant concurrent positions)</p> <p>Apr. 1998      Joined Shoko Fund Company Group</p> <p>Oct. 2007      Director, the Company</p> <p>Apr. 2017      Managing Director</p> <p>Mar. 2022      Managing Executive Officer</p> <p>Jan. 2023      Supervisor, Affiliate Division (current position)</p> <p>                  Officer in charge, Sales Division, Business Administration Department (current position)</p> <p>Mar. 2023      Officer in charge, Lounge Business Division (current position)</p> <p>                  Managing Director (current position)</p>		
	<p>(Reasons for nomination as candidate for Director)</p> <p>Mr. Kenjiro Tsuchiya has a wealth of experience and knowledge about multiple businesses of the Sales Division and Lounge Business Department and with the current position of the Managing Director of the Company, he also possesses a wealth of experience and insights into management. The Company proposes that he be elected to continue as Director as it expects contributions to promoting the Group's long-term improvement of corporate value and growth strategy in the future, with this business experience utilized.</p>		

No. <b>3</b>	<b>Yasuyuki Yokogawa</b>	(Date of Birth: Jan. 31, 1981)	Number of shares of the Company held: 19,600
<b>Reappointment</b>	<p>Career summary; position and responsibilities at the Company (significant concurrent positions)</p> <p>Oct. 2009      Representative Director and President, iVision Co., Ltd.</p> <p>Mar. 2012      Director and Vice President, STYLEEDGE Co., Ltd.</p> <p>Jun. 2016      Joined the Company</p> <p>                  General Manager assigned to Business Planning Office</p> <p>Oct. 2016      General Manager, Lounge Business Department</p> <p>Mar. 2017      Director, the Company (current position)</p> <p>Jan. 2018      Supervisor, Lounge Business Department</p> <p>Jan. 2019      Representative Director, Sunmarie Co., Ltd (current position)</p> <p>Apr. 2022      Supervisor, Community Business Division (current position)</p> <p>Jan. 2023      Supervisor, FP Business Department (current position)</p> <p>                  Representative Director, Selfit Corporation (current position)</p> <p>                  Representative Director, Salon Selfit Corporation (current position)</p>		
	<p>(Reasons for nomination as candidate for Director)</p> <p>Mr. Yasuyuki Yokogawa has experience as a Representative Director in the IT sector, and with the position of Representative Director of one of the Company's Group companies, he possesses impressive abilities as a corporate administrator. Also, with multiple successive positions as Supervisor of the Company's Lounge Business Department, Community Business Division, etc., he has demonstrated immense leadership in the aforementioned business efforts, marketing expertise, development of human resources, and establishing a system of compliance. The Company proposes that he be elected to continue as Director as it expects contributions to promoting the Group's long-term improvement of corporate value and growth strategy.</p>		

No. <b>4</b>	<b>Kozo Umezu</b>	(Date of Birth: Apr. 30, 1940)	Number of shares of the Company held: 1,100
<b>Reappointment</b>	Career summary; position and responsibilities at the Company (significant concurrent positions)		
<b>Outside</b>	Apr. 1965	Joined Industrial Bank of Japan, Ltd. (presently Mizuho Financial Group, Inc.)	
<b>Independent Officer</b>	Feb. 1996	Managing Director	
	Jun. 1996	Representative Director and President, Industrial Bank NW Asset Management Co., Ltd. (presently Asset Management One Co., Ltd.)	
	May 2008	Advisor, KABUKI CONSTRUCTION co., ltd.	
	Jun. 2008	Representative Director and Chairman, NU IP Financial Services, Inc.	
	Jun. 2016	Outside Director, Japan Health Science Research Laboratory, Inc. (presently Miahelsa Corporation)	
	Mar. 2022	Outside Director, the Company (current position)	
	(Reasons for nomination as candidate for Outside Director and outline of expected roles)		
	Mr. Kozo Umezu has been in successive key positions at the Industrial Bank of Japan, Ltd. (presently Mizuho Financial Group, Inc.), Industrial Bank NW Asset Management Co., Ltd. (presently Asset Management One Co., Ltd.), and NU IP Financial Services, Inc., and possesses a wealth of experience as a corporate administrator in financial institutions with essential opinions in financial affairs and capital policy, as well as personal connections. As the Company promotes strategic business investment aiming for sustainable growth, it expects that in addition to his appropriate recommendations that leverage these experiences, he can demonstrate supervisory functions on business execution to contribute toward the Group's further development and improvement of corporate value, and thus proposes that he be elected to continue as Outside Director.		

No. <b>5</b>	<b>Megumu Murakami</b>	(Date of Birth: Apr. 23, 1975)	Number of shares of the Company held: -
<b>New Candidate</b>  <b>Outside Independent Officer</b>	<p>Career summary; position and responsibilities at the Company (significant concurrent positions)</p> <p>Apr. 1999      Joined Industrial Bank of Japan, Ltd. (presently Mizuho Bank, Ltd.)</p> <p>Mar. 2003      Retired from Mizuho Corporate Bank, Ltd. (presently Mizuho Bank, Ltd.)</p> <p>Apr. 2003      Joined the Japan Research Institute, Limited, assigned to the Research Division (presently the Research &amp; Consulting Division)</p> <p>Apr. 2010      Assigned to the Center for the Strategy of Emergence (current position)</p>		
	<p>(Reasons for nomination as candidate for Outside Director and outline of expected roles)</p> <p>Ms. Megumu Murakami is currently engaged in research at the Center for the Strategy of Emergence in the Japan Research Institute, Limited into ESG-related corporate investigation, SDGs and corporate management, climate changes and finance, and child participation as her special fields. She also participates in the Cabinet Office's "Commission for Promoting the Outline of Measures against the Declining Birthrate" as a member, the Tokyo Environmental Council as a temporary member, and the Osaka SDGs Advisory Committee as a member. Thus, she possesses profound knowledge about sustainability. As the Group promotes sustainable growth, it expects that she can leverage her experience to provide appropriate supervision and advice to management, and thus proposes that she be elected as Outside Director.</p>		



No. <b>6</b>	<b>Mai Sato</b>	(Date of Birth: Aug. 11, 1989)	Number of shares of the Company held: -
<b>New Candidate</b>	Career summary; position and responsibilities at the Company (significant concurrent positions)		
<b>Outside</b>	Apr. 2012	Joined SIRIUS Co., Ltd.	
	May 2014	Joined Toshima Glass Co.	
<b>Independent Officer</b>	Jun. 2017	Opened SRCdata (sole proprietor)	
	Mar. 2020	Representative, DELTA CREATE LLC (current position)	
	(Reasons for nomination as candidate for Outside Director and outline of expected roles)		
	<p>Ms. Mai Sato, after enrolling in the Faculty of Economics and Business Administration of Fukushima University, studied statistics and marketing and won a prize at the Marketing Analysis Contest held by Nomura Research Institute, Ltd. while in school. She started a data and statistics analysis business on her own in 2017 and currently operates a YouTube channel “Nazotoki (Riddle) Statistics   Satomai” as the Representative of DELTA CREATE LLC, possessing profound knowledge as a business statistics expert and marketing researcher. As the Group promotes sustainable growth, it expects that she can leverage her experience to provide appropriate supervision and advice to management, and thus proposes that she be elected as Outside Director.</p>		

- (Notes)
1. There are no special interests between any Director candidates and the Company.
  2. Mr. Kozo Umezu is a candidate for Outside Director and we have reported him as Independent Officer to the Tokyo Stock Exchange.  
Ms. Megumu Murakami and Ms. Mai Sato are candidates for Outside Directors and if their election is approved, we plan to report them as Independent Officers set forth by the Tokyo Stock Exchange.
  3. Term of office as Outside Director of the Company for Mr. Kozo Umezu will be two years at the close of this Annual General Meeting of Shareholders.
  4. The Company has entered into a contract of directors' and officers' liability insurance (D&O insurance) with an insurance company with the Directors and Corporate Auditors as insured parties. This insurance contract will cover damages such as monetary damages to be borne by the insured parties. If the candidates assume office as Directors, they will become the insured parties under said insurance contract. Details of said insurance contract are outlined in Status of Company Officers “(3) Outline of directors' and officers' liability insurance contract” in the Japanese version of this document.
  5. The Company has entered into an agreement with Mr. Kozo Umezu pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit his liability for damages set forth in Article 423, Paragraph 1 of the said act. According to this agreement, the limit of liability for damages shall be 100 thousand yen or the minimum liability limit pursuant to the provisions of Article 425, Paragraph 1 of the Companies Act, whichever is higher.
  6. If the election of Ms. Megumu Murakami and Ms. Mai Sato is approved, the Company plans to enter into an agreement with Ms. Megumu Murakami and Ms. Mai Sato pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit their liability for damages set forth in Article 423, Paragraph 1 of the said act. According to this agreement, the limit of liability for damages will be 100 thousand yen or the minimum liability limit pursuant to the provisions of Article 425, Paragraph 1 of the Companies Act, whichever is higher.

### Proposal 3: Election of two Corporate Auditors

The term of office for Corporate Auditor Nobuyuki Teramura and Corporate Auditor Kaori Yagi will expire at the close of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of two Corporate Auditors.

The Audit and Supervisory Board has already given its consent to this proposal.

The candidates for Corporate Auditors are as follows.

No.		(Date of Birth: Mar. 24, 1937)	Number of shares of the Company held: 30,000
<b>1</b>	<b>Nobuyuki Teramura</b>		
	Career summary; position at the Company (significant concurrent positions)		
Reappointment	Apr. 1961	Joined Ministry of Finance	
	Jul. 1994	Commissioner, National Tax Agency	
Outside	Sep. 2005	Advisor, Nipponkoa Insurance Co., Ltd.	
	Jul. 2006	Director and Counselor, Sunshine City Corporation	
Independent Officer	Mar. 2007	Director, Mitutoyo Corporation	
	Oct. 2007	Outside Corporate Auditor, the Company (current position)	
	Jan. 2014	Corporate Auditor, Point Three Co., Ltd. (current position)	
	(Reasons for nomination as candidate for Outside Corporate Auditor)		
	Mr. Nobuyuki Teramura has held various key positions such as Commissioner of the National Tax Agency and as he possesses a wealth of experience and broad knowledge and a considerable amount of insight regarding finance and accounting, the Company has judged that he will manage and supervise business execution to further strengthen the Company's corporate governance structure. Additionally, he has actively provided statements at meetings of the Board of Directors and the Audit and Supervisory Board, and the Company has judged that he will be able to appropriately fulfill the duties of an Outside Corporate Auditor and thus proposes that he be elected to continue as Outside Corporate Auditor.		
	Furthermore, the term of office as Corporate Auditor for Mr. Nobuyuki Teramura will be 16 years and 5 months at the close of this Annual General Meeting of Shareholders.		

No. <b>2</b>	<b>Shuhei Takahashi</b>	(Date of Birth: Feb. 19, 1973)	Number of shares of the Company held: -
<b>New Candidate</b>  <b>Outside Independent Officer</b>	Career summary; position at the Company (significant concurrent positions)		
	Mar. 1995	Graduated from the Department of Law in the Faculty of Law, Keio University	
	Apr. 1998	Registered as an attorney-at-law (Tokyo Bar Association) Joined Tadashi Shimizu Law Firm (took leave from 1999 to 2002 to study in the U.S.)	
	May 2001	Graduated from Boston University School of Law and obtained LL.M. in American Law	
	Aug. 2001	Joined Bingham McCutchen Dana LLP in New York City	
	Nov. 2001	Registered as a New York State Attorney in the U.S.	
	Apr. 2008	Representative, Shuhei Takahashi Law Office (current position)	
	Apr. 2016	Part-time Professor, Chiba University of Commerce Graduate School (current position)	
	Apr. 2018	Deputy Head, Bankruptcy Law Study Group, Legal Study Group, Tokyo Bar Association	
	Jul. 2020	Representative Director, Law Practice DX Association (current position)	
(Reasons for nomination as candidate for Outside Corporate Auditor) Mr. Shuhei Takahashi, after graduating the Faculty of Law of Keio University, registered as an attorney-at-law in Japan and the U.S. He opened Shuhei Takahashi Law Office on his own in 2008, holding various key positions including Deputy Head of the Bankruptcy Law Study Group of the Legal Study Group in Tokyo Bar Association and Representative Director of the Law Practice DX Association and possesses deep insight into legal affairs through a wealth of experience including as a legal and management advisor for SMEs and listed companies and auditor. Therefore, the Company expects the he will provide appropriate supervision and advice for corporate management leveraging his expertise and experience and thus proposes that he be elected as Outside Corporate Auditor.			

- (Notes)
1. There are no special interests between any Corporate Auditor candidates and the Company.
  2. Mr. Nobuyuki Teramura and Mr. Shuhei Takahashi are candidates for Outside Corporate Auditors.
  3. The Company has reported Mr. Nobuyuki Teramura to the Tokyo Stock Exchange as an Independent Officer set forth by the Exchange, and if the reelection of Mr. Nobuyuki Teramura is approved, the Company will continue submitting him as an Independent Officer.
  4. If the election of Mr. Shuhei Takahashi is approved, we plan to report him as an Independent Officer set forth by the Tokyo Stock Exchange.
  5. The Company has entered into an agreement with Mr. Nobuyuki Teramura pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit his liability for damages set forth in Article 423, Paragraph 1 of the said act. According to this agreement, the limit of liability for damages shall be 100 thousand yen or the minimum liability limit pursuant to the provisions of Article 425, Paragraph 1 of the Companies Act, whichever is higher.
  6. If election of Mr. Shuhei Takahashi is approved, the Company plans to enter into an agreement with Mr. Shuhei Takahashi pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit his liability for damages set forth in Article 423, Paragraph 1 of the said act. According to this agreement, the limit of liability for damages will be 100 thousand yen or the minimum liability limit pursuant to the provisions of Article 425, Paragraph 1 of the Companies Act, whichever is higher.
  7. The Company has entered into a contract of directors' and officers' liability insurance (D&O insurance) with an insurance company with the Directors and Corporate Auditors as insured parties. This insurance contract will cover damages such as monetary damages to be borne by the insured parties. If the candidates assume office as Corporate Auditors, they will become the insured parties under said insurance contract. Details of said insurance contract are outlined in Status of Company Officers "(3) Outline of directors' and officers' liability insurance contract" in the Japanese version of this document.

(Reference)

**Criteria for Judging Independence of Outside Officers**

In the Company's selection by the Board of Directors and the Audit and Supervisory Board of Outside Directors and Outside Corporate Auditors (hereinafter collectively the "Outside Officers") as Independent Officers, the Board of Directors selects candidates for Independent Officers persons to which none of the following items apply, who are determined to have substantial independence, and possess achievements, experience, and expertise that can be expected to contribute to candid, active, and constructive deliberations in the Board of Directors.

1. A person who executes business of the Company or its subsidiaries or affiliates (collectively, the "Group"), a Director who does not execute business of the Company, or an accounting advisor (restricted to cases where an Outside Corporate Auditor is designated Independent Officer)
2. A person or executor whose principal business partner is the Group
3. The Group's principal business partner or person who executes business for the principal business partner
4. A person who receives considerable monetary compensation or other property besides officer remuneration from the Group as a consultant, accounting specialist, or legal specialist (if the receiving party of said property is an organization such as a corporate body or association, the person belonging to said organization)
5. The Company's major shareholder (if the receiving party of said property is a corporate body, the person who executes business for the corporate body)
6. A person or executor who receives vast monetary contributions from the Group
7. A person to whom any of the above items 1. through 6. have applied during the past three years
8. For those applicable to the above items 1. through 7., close relatives
9. Also, any person at risk of having a permanent conflict of interest with any general shareholders even if they do not fall within items 1. through 8. Above

#### **Proposal 4: Election of Accounting Auditor**

Akari Audit & Co., which is the Accounting Auditor of the Company, will retire due to expiration of its term of office at the close of this Annual General Meeting of Shareholders. Accordingly, the Company will ask for approval to elect ARIA Audit Corporation as Accounting Auditor based on a decision by the Audit and Supervisory Board.

The Audit and Supervisory Board has selected ARIA Audit Corporation as a candidate for Accounting Auditor based on a judgement that, as a result of comprehensive consideration of its expertise, independence and quality management system which are required as an accounting auditor, audit fees and other factors, it is qualified as the Company's Accounting Auditor, along with expectations of audits from new viewpoints and in an agile manner.

The candidate for Accounting Auditor is as follows.

Name	ARIA Audit Corporation
Main office location	1-30-5 Hamamatsucho, Minato-ku, Tokyo
History	May 2006: ARIA Audit Corporation was established.
Outline	Capital: 8 million yen Number of constituting members: 41 persons Number of audited companies (listed companies): 27 companies