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(Securities Code: 2492)

March 8, 2024

Start Date of Measures for Providing Information in Electronic Format: March 5, 2024

To Our Shareholders:

Ken Nakajima,
President and CEO
Infomart Corporation
1-2-3 Kaigan, Minato-ku, Tokyo

Notice of the 26th Annual General Meeting of Shareholders

You are hereby notified that the 26th Annual General Meeting of Shareholders of Infomart Corporation (the “Company”) will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the websites below. Please access one of the websites by using the internet address shown below to review the information.

[The Company’s website]

https://corp.infomart.co.jp/ir/stockholder/stockholder_meeting/ (in Japanese)

(Please confirm by accessing the website above and selecting “Notice of the 26th Annual General Meeting of Shareholders.”)

[Website for informational materials for General Meeting of Shareholders]

<https://d.sokai.jp/2492/teiji/> (in Japanese)

[Tokyo Stock Exchange website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Please check by accessing the TSE website above, searching by entering “Infomart” in “Issue Name (company name)” or the Company’s securities code “2492” in “Code,” clicking “Search,” clicking “Basic information,” selecting “Documents for public inspection/PR information,” and selecting “Notice of the General Meeting of Shareholders/Informational Materials for a General Meeting of Shareholders” in “Filed information available for Public Inspection.”)

If you are unable to attend the meeting in person, you may exercise your voting rights via the internet, etc. or in writing (postal mail). In this case, after reviewing the Reference Documents for the General Meeting of Shareholders, please exercise your voting rights no later than 6:00 p.m. (hard deadline for receiving postal mail, or exercising voting rights via the internet), Tuesday, March 26, 2024 (JST).

1. Date and Time: Wednesday, March 27, 2024, at 10 a.m. (JST)

2. Place: Hamamatsucho Convention Hall, Main Hall A
2-3-1, Hamamatsu-cho, Minato-ku, Tokyo
Nippon Life Hamamatsucho Crea Tower 5th Floor

3. Purpose of the Meeting

Matters to be reported:

1. Reports on the business report, the consolidated financial statements, and the results of audit of the consolidated financial statements by the Financial Auditor and the Board of Auditors for the 26th fiscal year (from January 1, 2023 to December 31, 2023)
2. Report on the non-consolidated financial statements for the 26th fiscal year (from January 1, 2023 to December 31, 2023)

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Amendment to the Articles of Incorporation |
| Proposal No. 3 | Election of One Director |
| Proposal No. 4 | Election of Two Auditors |

4. Matters Decided for the Convocation (Information on Exercise of Voting Rights)

If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company as your proxy to attend the general meeting of shareholders. Please note, however, that it will be necessary to submit a document certifying the authority as proxy.

- Ⓞ If you are attending on the date, you are kindly requested to present the voting form to the receptionist.
- Ⓞ If revisions to the matters for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each aforementioned website.
- Ⓞ Documents for which measures for providing information in electronic format are to be taken will be sent to shareholders who have requested the delivery of paper-based documents.
- Ⓞ Please be advised in advance that no souvenirs will be offered to attendees of the general meeting.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company recognizes the return of profit to its shareholders as a key management issue. It has adopted a dividend policy of continuously distributing profits (basic dividend payout ratio of 50.0%) according to individual performance, and dividend of surplus twice a year as an interim dividend and year-end dividend, while improving its operating results and strengthening its financial structure.

Based on this basic policy, the Company proposes to pay a year-end dividend of ¥0.49 per share for the fiscal year under review as mentioned below, after comprehensive consideration in line with the continuous return of profit to shareholders and stable dividend payment.

- (1) Type of dividend property
Cash
- (2) Matters concerning allocation of dividend property and the total amount thereof
¥0.49 per share of common stock of the Company
Total amount: ¥110,854,734
- (3) Effective date of dividend of surplus
March 28, 2024

Proposal No. 2 Amendment to the Articles of Incorporation

As a result of the enactment of the Act for Partially Amending the Industrial Competitiveness Enhancement Act and Other Related Acts (Act No. 70 of 2021), listed companies are now able to hold a general meeting of shareholders without a designated location (a so-called “virtual-only shareholders’ meeting”), contingent upon receiving confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice.

The Company seeks to add paragraph 2 of Article 12, containing provisions related to the holding of a general meeting of shareholders without a designated location, to the current Articles of Incorporation to enable it to hold a general meeting of shareholders without a designated location in cases where the Board of Directors has determined it would be inappropriate in the light of shareholder interests to hold a general meeting of shareholders with a designated location, such as during outbreaks of infectious disease or the occurrence of major emergencies, including natural disasters.

This amendment to the Articles of Incorporation has received a confirmation, dated August 31, 2023, from the Minister of Economy, Trade and Industry and the Minister of Justice in relation to it satisfying the requirements set out by the Ministry of Economy, Trade and Industry and the Ministry of Justice.

The details of the amendment are as follows.

(Amended parts are underlined)

Current Articles of Incorporation	Proposed Amendments
(Convocation of General Meeting of Shareholders) Article 12 The annual general meeting of shareholders of the Company shall be convened in March every year, and extraordinary general meetings of shareholders shall be convened at any time, as required. (Newly established)	(Convocation of General Meeting of Shareholders) Article 12 1. The annual general meeting of shareholders of the Company shall be convened in March every year, and extraordinary general meetings of shareholders shall be convened at any time, as required. 2. <u>In cases where the Board of Directors has determined it would be inappropriate in the light of shareholder interests to hold a general meeting of shareholders with a designated location, such as during outbreaks of infectious disease or the occurrence of major emergencies, the Company may hold a general meeting of shareholders without a designated location.</u>

Proposal No. 3 Election of One Director

The Company proposes the election of one Director, increasing the number of Directors by one to enhance and strengthen management. As provided for in the Company’s Articles of Incorporation, the term of office of the newly elected Director shall expire when the terms of office of others currently serving as Directors expire.

The candidate for Director is as follows:

Name (Date of birth)	Career summary, position, area of responsibility, and significant concurrent positions		Number of the Company’s shares held
Sungil Lee (November 17, 1975)	Apr. 1998	Joined Andersen Consulting Ltd. (currently Accenture Japan Ltd.)	- shares
	May 2000	Joined IQ3 Inc.	
	June 2001	Joined Learning Technology Consulting Inc.	
	Mar. 2002	Director of LTS, Inc.	
	Jan. 2005	Vice President	
	May 2019	Vice President and COO	
	Jan. 2021	Director of IoT/I Japan Inc. (current position)	
	Mar. 2021	Executive Vice President of LTS, Inc. (current position)	
	July 2021	Auditor of WAKUTO, Inc.	
	July 2022	Director (current position)	
Dec. 2023	Director and Chairperson of HCS HOLDINGS CO., LTD. (current position)		
<p>(Reasons for nominating as candidate for outside Director and outline of expected roles) Sungil Lee participated in the founding of LTS, Inc., and has served in important posts over many years, in which he has helped supervise overall operations related to consulting services, build a business foundation, and enhance service competitiveness. The Company has nominated him as a candidate for outside Director as it believes that he will leverage the experience and broad knowledge accumulated in such roles as Director at IoT/I Japan Inc. and Auditor at Wakuto, Inc. to provide useful advice and leadership to the Company. In the event that he is elected, the Company plans for him to be involved in the Nominating and Remuneration Committee as a member providing an objective and neutral perspective on the nomination of candidates for officer and on the remuneration of officers.</p>			

- (Notes)
1. Sungil Lee is a new candidate for election as Director.
 2. There is no special interest between the candidate and the Company.
 3. Sungil Lee is a candidate for outside Director.
 4. If the election of Sungil Lee is approved, the Company plans to submit a notification to Tokyo Stock Exchange, Inc. to the effect that he is an independent officer.
 5. Independence of candidates for outside Director is as follows:
 - (i) Sungil Lee has not been a person executing business in the Company or in entities with a special relationship with the Company in the past ten years.
 - (ii) Sungil Lee does not plan to receive, and has not received in the past two years, a large amount of money or other assets (not including remuneration for Directors) from the Company or entities with a special relationship with the Company.
 - (iii) Sungil Lee is not a spouse or any family member within the third degree of a person executing business in the Company or in entities with a special relationship with the Company, or any other person equivalent thereto.
 6. The Company plans to enter into a limited liability agreement with Sungil Lee after his election is approved.
An outline of details of the limited liability agreement is as follows:
If an outside Director causes damage to the Company due to negligence in his/her duties, but was acting in good faith and without gross negligence in performing the duties, the outside Director shall be liable to the Company for damages up to the minimum liability amount as stipulated in Article 425, paragraph (1) of the Companies Act.
 7. The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The said insurance shall cover damages and losses including litigation expenses arising from a judicial decision or award, to be borne by the insured who are officers, etc. of the Company. It shall also cover the insured with regards to losses and any other investigation expenses, etc. relating to

lawsuits, etc. that the Company pays compensation for or has the obligation to pay compensation for. The insurance premium will be borne by the Company including the portion of special provisions, with no premium burden on the insured.

Any loss that falls under certain exemption clauses on an insurance claim settlement of the insurance company, or is less than a certain amount will not be subject to coverage.

Sungil Lee, who is a candidate for outside Director deliberated on under this proposal, will be included in the insured of the said insurance contract if elected at the general meeting. Furthermore, the said insurance contract will be renewed under the same terms and conditions as it will expire by the end of the current fiscal year.

Proposal No. 4 Election of Two Auditors

The terms of office of Auditors Hitoshi Miyazawa and Naoki Kakihana will expire, and Auditor Naoki Kakihana will resign at the conclusion of the general meeting. Therefore, the Company proposes the election of two Auditors.

Further, the consent of the Board of Auditors has been obtained for this proposal.

The candidates for Auditor are as follows:

Candidate No.	Name (Date of birth)	Career summary, position, and significant concurrent positions	Number of the Company's shares held
1	Hitoshi Miyazawa (September 11, 1968)	Feb. 2005 Joined the Company Aug. 2005 Administrative Division Jan. 2007 Finance and Accounting Section, Administrative Division Apr. 2010 Accounting Department, Administrative Division July 2011 General Affairs Department, Administrative Division Nov. 2012 Section Manager of General Affairs Department, Administrative Division Jan. 2019 General Manager of Personnel / General Affairs Department Jan. 2020 Standing Auditor (current position)	48,000 shares
(Reasons for nominating as candidate for Auditor) Hitoshi Miyazawa is well versed in the Company's business due to his many years of experience in the administrative departments, and has abundant operational experience and broad knowledge in the Financial and General Affairs departments. He has leveraged this expertise, experience and knowledge to conduct highly effective audits since he was appointed Auditor of the Company. The Company has nominated him as a candidate for Auditor because it believes that he will continue to objectively monitor and supervise management.			
2	Yoshikazu Yabe (January 17, 1955) (*)	Apr. 1977 Joined The Sanwa Bank, Ltd. (currently MUFG Bank, Ltd.) Apr. 1998 President of Sanwa Bank Switzerland Jan. 2001 Gifu Branch Manager of The Sanwa Bank, Limited May 2003 President of UFJ Tsubasa Securities Asia Limited June 2006 Executive Officer of Mitsubishi UFJ Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) June 2007 Representative Director and President of MU Hands-on Capital Ltd. June 2011 Representative Director and Chairman Jan. 2014 President of MARUHAN Japan Bank (currently Sathapana Bank) Apr. 2016 Vice Chairman of Sathapana Bank Mar. 2017 Outside Director of Showcase-TV Inc. (currently Showcase Inc.) (current position) June 2017 Outside Director of FRUTA FRUTA, Inc. Mar. 2019 Standing Auditor of Hashilus Co., Ltd.	- shares

Candidate No.	Name (Date of birth)	Career summary, position, and significant concurrent positions	Number of the Company's shares held
<p>(Reasons for nominating as candidate for outside Auditor)</p> <p>Yoshikazu Yabe has served in numerous important posts in financial institutions both in Japan and overseas, and has extensive experience and knowledge of accounting and finance. Because he is also well versed in corporate management through serving in such roles as Outside Director for Showcase Inc., and Standing Auditor for Hashilus Co., Ltd., the Company has nominated him as a candidate for outside Auditor as it believes that he will strengthen corporate governance and apply his extensive experience as a manager to the auditing of the Group.</p>			

- (Notes)
1. A new candidate for Auditor is indicated by an asterisk (*).
 2. There is no special interest between the candidate and the Company.
 3. Yoshikazu Yabe is a candidate for outside Auditor.
 4. If the election of Yoshikazu Yabe is approved, the Company plans to submit a notification to Tokyo Stock Exchange, Inc. to the effect that he is an independent officer.
 5. Independence of candidates for outside Auditor is as follows:
 - (i) Yoshikazu Yabe has not been a person executing business in the Company or in entities with a special relationship with the Company in the past ten years.
 - (ii) Yoshikazu Yabe does not plan to receive, and has not received in the past two years, a large amount of money or other assets (not including remuneration for Auditors) from the Company or entities with a special relationship with the Company.
 - (iii) Yoshikazu Yabe is not a spouse or any family member within the third degree of a person executing business in the Company or in entities with a special relationship with the Company, or any other person equivalent thereto.
 6. The Company plans to enter into a limited liability agreement with Yoshikazu Yabe after his election is approved.

An outline of details of the limited liability agreement is as follows:

If an outside Auditor causes damage to the Company due to negligence in his/her duties, but was acting in good faith and without gross negligence in performing the duties, the outside Auditor shall be liable to the Company for damages up to the minimum liability amount as stipulated in Article 425, paragraph (1) of the Companies Act.
 7. The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The said insurance shall cover damages and losses including litigation expenses arising from a judicial decision or award, to be borne by the insured who are officers, etc. of the Company. It shall also cover the insured with regards to losses and any other investigation expenses, etc. relating to lawsuits, etc. that the Company pays compensation for or has the obligation to pay compensation for. The insurance premium will be borne by the Company including the portion of special provisions, with effectively no premium burden on the insured.

Any loss that falls under certain exemption clauses on an insurance claim settlement of the insurance company, or is less than a certain amount will not be subject to coverage.

Yoshikazu Yabe who is a candidate for outside Auditor deliberated on under this proposal, will be included in the insured of the said insurance contract if elected at the general meeting. Furthermore, the said insurance contract will be renewed under the same terms and conditions as it will expire by the end of the current fiscal year.

[Reference]

Skills Matrix of Directors and Auditors (*including candidates)

	Name	Nominating and Remuneration Committee ◎: Chair	Corporate management	Legal affairs / Risk management	Finance / Accounting	Personnel / General Affairs	Industry Insight
Director	Ken Nakajima	○	○			○	○
	Osamu Nagao		○	○			○
	Naotake Fujita		○		○	○	○
	Hajime Murakami		○	○		○	○
	Shin Kimura						○
	Kazutaka Kato	◎	○				○
	Terukazu Okahashi	○	○			○	○
	Maki Kanekawa	○		○			
	Sungil Lee		○				○
Auditor	Hitoshi Miyazawa			○	○	○	○
	Yoshio Takino		○	○			
	Yoshikazu Yabe		○	○	○	○	

	Name	IT / Technology / DX	Sales / Marketing	Operation and Customer Support	New Business Development / M&A	Global	ESG / Sustainability
Director	Ken Nakajima	○	○	○	○	○	
	Osamu Nagao	○			○	○	○
	Naotake Fujita						○
	Hajime Murakami	○		○			○
	Shin Kimura	○	○	○	○		○
	Kazutaka Kato		○		○	○	○
	Terukazu Okahashi		○	○	○	○	○
	Maki Kanekawa						○
	Sungil Lee	○	○		○		
Auditor	Hitoshi Miyazawa						
	Yoshio Takino	○	○				
	Yoshikazu Yabe	○	○		○	○	