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March 15, 2024

Company name: Appier Group, Inc.
Representative: Chih-Han Yu, Representative Director and CEO
(TSE Prime Code: 4180)
Contact: Koji Tachibana, Senior Vice President of Finance
(TEL. + 81 – 3 – 6435 – 6617)

Notice Regarding Withdrawal of a Part of the Proposal for the 6th Annual General Meeting of Shareholders

Appier Group, Inc. (the “**Company**”) hereby announces that the Company resolved to withdraw a part of "Proposal 2: Election of Three (3) Directors Concurrently Serving as Audit and Supervisory Committee Members" to be proposed at the 6th Annual General Meeting of Shareholders to be held on March 27, 2024, at a meeting of the Board of Directors held on March 15, 2024.

Regarding the exercise of voting rights for Proposal 2 at the 6th Annual General Meeting of Shareholders, only the voting rights exercised for the two (2) candidates for Directors concurrently serving as Audit and Supervisory Committee members after the partial withdrawal will be valid. In addition, only the voting rights exercised for the two (2) candidates for Directors concurrently serving as Audit and Supervisory Committee members after the partial withdrawal of the voting rights will be valid for powers of attorney that have already been sent to the Company.

Since the printing and delivery procedures for the NOTICE OF THE 6th ANNUAL GENERAL MEETING OF SHAREHOLDERS have already been completed, we would appreciate your understanding that the version you received and the version disclosed on our website on March 5, 2024, are the versions before the changes.

I Reason for the Change

The Company has decided to withdraw a part of "Proposal 2: Election of Three (3) Directors Concurrently Serving as Audit and Supervisory Committee Members" to be proposed at the 6th Annual General Meeting of Shareholders and change its contents, as the Company has withdrawn Mr. Choun Chee-Kong’s (candidate number 3) candidacy for the Director. This is due to the fact that his employer updated and changed the policy regarding concurrently holding external positions with compensation, including outside directors, of other companies. We appreciate his interest to serve on our board and his prompt notice after his organization’s internal policy changes.

In accordance with the change in the contents of Proposal 2, the description of Proposal 3 has also been partially changed.

II Details of the Change (The changed parts are underlined.)

1. NOTICE OF THE 6th ANNUAL GENERAL MEETING OF SHAREHOLDERS, page 2, “Meeting Agenda: Proposals to be resolved”

[Before Change]

Proposal 2: Election of Three (3) Directors Concurrently Serving as Audit and Supervisory Committee Members

[After Change]

Proposal 2: Election of Two (2) Directors Concurrently Serving as Audit and Supervisory Committee Members

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2. NOTICE OF THE 6th ANNUAL GENERAL MEETING OF SHAREHOLDERS, pages 10-12, “Proposal 2” and “Proposal 3”

[Before Change]

Proposal 2: Election of Three (3) Directors Concurrently Serving as Audit and Supervisory Committee Members

At the conclusion of this Annual General Meeting of Shareholders, the terms of office of Daisuke Oshita and Ching-Hua Ho, Directors concurrently serving as Audit and Supervisory Committee members, will expire. Accordingly, the Company proposes to elect three (3) Directors concurrently serving as Audit and Supervisory Committee members. The Audit and Supervisory Committee has given its consent to this proposal in advance.

The candidates for Director concurrently serving as Audit and Supervisory Committee members are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares
1	Daisuke Oshita (June 14, 1978)	<p>October 2000 Tohatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>October 2004 Established Oshita CPA Office</p> <p>December 2009 Nagashima Ohno & Tsunematsu</p> <p>July 2015 Nagashima Ohno & Tsunematsu LLP</p> <p>September 2017 Seconded to Tokyo Stock Exchange, Inc. (re-seconded to Japan Exchange Regulation)</p> <p>October 2019 Established CrossOver LAW FIRM; Representative Partner (to present)</p> <p>March 2020 Audit and Supervisory Board Member, okan Inc. (to present)</p> <p>September 2020 Director and Audit and Supervisory Committee Member of the Company (to present)</p> <p>November 2020 Audit and Supervisory Board Member, REAPRA Co., Ltd. (to present)</p> <p>May 2021 Audit and Supervisory Board Member, ISSEY MIYAKE INC. (to present)</p>	-
2	Ching-Hua Ho (May 10, 1956)	<p>October 1990 Major Account Director, Mid-Atlantic Region, Sybase Inc.</p> <p>September 1995 Managing Director Oracle Taiwan, Oracle Corporation</p> <p>January 2000 JSVP/GM Asia Pacific and Japan, Broadvision Inc.</p> <p>April 2002 CEO, UFSOFT, Inc.</p> <p>December 2006 CEO, Kingdee Software Inc.</p> <p>September 2008 Director, JPC, Inc. (to present)</p> <p>September 2010 COO, Camelot Inc.</p> <p>September 2018 Director, Mayo Human Capital Inc. (to present)</p> <p>March 2022 Director and Audit and Supervisory Committee Member of the Company (to present)</p>	-
3	<u>Choun Chee-Kong</u> (October 1, 1965)	<p><u>August 1990</u> <u>OA Networks</u></p> <p><u>June 1995</u> <u>Hewlett-Packard</u></p> <p><u>December 1999</u> <u>SurfGold</u></p> <p><u>October 2008</u> <u>Edenred</u></p> <p><u>October 2013</u> <u>Head, Japan Investments, Pavilion Capital (to present)</u></p> <p><u>September 2016</u> <u>Director, Sky Grant Enterprises (to present)</u></p> <p><u>September 2019</u> <u>Director, Cycraft Technology (to present)</u></p> <p><u>December 2019</u> <u>Director, Miniwiz (to present)</u></p>	=

- (Notes)
1. There are no special interests between the Company and any of the candidates.
 2. Each candidate is for Outside Director.
 3. Daisuke Oshita has abundant operational experience as an attorney and certified public accountant in Japan and the United States as well as operational experience in the Listing Examination Department of Japan Exchange Regulation.

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Through this experience, he has gained extensive insight and knowledge. The Company expects that he will be able to provide advice and recommendations concerning matters such as compliance and corporate governance. The Company has registered Daisuke Oshita as an independent officer with Tokyo Stock Exchange, Inc. in accordance with the provisions of the exchange. If this proposal is approved, the Company will continue to register him as an independent officer.

4. Ching-Hua Ho has abundant management experience and extensive insight as CEO of several companies that provide business software for enterprise users, and is expected to provide beneficial advice concerning the Company's business strategy and sales strategy based on a high-level view of the dynamism of the enterprise software market. He also has abundant management experience and insight into business in the Greater China region, as well as experience as Outside Director of other listed companies, and can be expected to supervise management from an objective standpoint independent of the executive senior management. Considering that his extensive experience and persona are indispensable for enhancing corporate value and achieving medium- to long-term growth, the Company proposes to elect him Outside Director. The Company has registered Ching-Hua Ho as an independent officer with Tokyo Stock Exchange, Inc. in accordance with the provisions of the exchange. If this proposal is approved, the Company will continue to register him as an independent officer.
5. Choun Chee-Kong has extensive work experience as the Head of Japan Investments at Pavilion Capital, a venture capital firm, and has a broad range of insight gained through such experience. He is expected to provide advice and recommendations on general management and mergers and acquisitions. In addition, Choun Chee-Kong satisfies the requirements for independent directors as stipulated by the Tokyo Stock Exchange and will be reported as a new independent director if this proposal is approved.
6. Although Ching-Hua Ho concurrently serves as Outside Director of two Taiwanese listed companies (Mayo Human Capital Inc. and JPC Inc.), the Company has received an explanation from him regarding the burden of responsibilities associated with these offices and has judged that he is fully capable of fulfilling his duties as Outside Director of the Company.
7. The Company has concluded an agreement with Daisuke Oshita and Ching-Hua Ho to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act in accordance with the provision of Article 427, Paragraph 1 of the Companies Act. The Company will continue the agreement and conclude a similar agreement with Choun Chee-Kong if this proposal is approved. Under the agreement, the liability for damages is limited to the minimum amount provided by laws and regulations.
8. The Company has entered into an indemnity agreement, provided for in Article 430-2, Paragraph 1 of the Companies Act, with Daisuke Oshita and Ching-Hua Ho. The outline of the agreement is described in "4. Corporate Officers, (2) Indemnity Agreement" of the Business Report. If this proposal is approved, the Company will continue the said agreement and conclude a similar agreement with Choun Chee-Kong.
9. The Company has entered into Daisuke Oshita and Ching-Hua Ho and officers liability insurance contract, provided for in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company, and the outline of the said insurance contract is described in "4. Corporate Officers, (3) Directors and Officers (D&O) Liability Insurance Contract" of the Business Report. Choun Chee-Kong will be included in the insured under the said insurance contract if this proposal is approved.
10. Daisuke Oshita currently serves as Outside Director of the Company. He will have served as Outside Director concurrently serving as an Audit and Supervisory Committee member for three (3) years and seven (7) months at the conclusion of this General Meeting of Shareholders.
11. Ching-Hua Ho currently serves as Outside Director of the Company. He will have served as Outside Director concurrently serving as an Audit and Supervisory Committee member for two (2) years at the conclusion of this General Meeting of Shareholders.

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Proposal 3: Revision of Amounts of Compensation etc. for Directors Concurrently Serving as Audit and Supervisory Committee Members

As for the maximum compensation amount for the Company's Directors concurrently serving as Audit and Supervisory Committee members, compensation amounting to no more than 30 million yen per year was approved at the extraordinary general meeting of shareholders held on May 29, 2020. The Company has recently reviewed the maximum compensation amount for Directors concurrently serving as Audit and Supervisory Committee members. Furthermore, in view of recent trends in the Company's business performance and the compensation levels of directors of other companies in the same industry, with the aim of securing talented personnel, the Company proposes to revise the annual maximum compensation amount to no more than 50 million yen.

Taking into comprehensive consideration recent trends in the Company's business performance and the compensation levels of directors of other companies in the same industry, the Company believes the revision to be reasonable.

At present, there are four (4) Directors concurrently serving as Audit and Supervisory Committee members (including four (4) Outside Directors) and if Proposal 2 is approved as originally proposed, there will be five (5) Directors concurrently serving as Audit and Supervisory Committee members (including five (5) Outside Directors).

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[After Change]

Proposal 2: Election of Two (2) Directors Concurrently Serving as Audit and Supervisory Committee Members

At the conclusion of this Annual General Meeting of Shareholders, the terms of office of Daisuke Oshita and Ching-Hua Ho, Directors concurrently serving as Audit and Supervisory Committee members, will expire. Accordingly, the Company proposes to elect two (2) Directors concurrently serving as Audit and Supervisory Committee members. The Audit and Supervisory Committee has given its consent to this proposal in advance.

The candidates for Director concurrently serving as Audit and Supervisory Committee members are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares
1	Daisuke Oshita (June 14, 1978)	<p>October 2000 Tohatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>October 2004 Established Oshita CPA Office</p> <p>December 2009 Nagashima Ohno & Tsunematsu</p> <p>July 2015 Nagashima Ohno & Tsunematsu LLP</p> <p>September 2017 Seconded to Tokyo Stock Exchange, Inc. (re-seconded to Japan Exchange Regulation)</p> <p>October 2019 Established CrossOver LAW FIRM; Representative Partner (to present)</p> <p>March 2020 Audit and Supervisory Board Member, okan Inc. (to present)</p> <p>September 2020 Director and Audit and Supervisory Committee Member of the Company (to present)</p> <p>November 2020 Audit and Supervisory Board Member, REAPRA Co., Ltd. (to present)</p> <p>May 2021 Audit and Supervisory Board Member, ISSEY MIYAKE INC. (to present)</p>	-
2	Ching-Hua Ho (May 10, 1956)	<p>October 1990 Major Account Director, Mid-Atlantic Region, Sybase Inc.</p> <p>September 1995 Managing Director Oracle Taiwan, Oracle Corporation</p> <p>January 2000 JSVP/GM Asia Pacific and Japan, Broadvision Inc.</p> <p>April 2002 CEO, UFSOFT, Inc.</p> <p>December 2006 CEO, Kingdee Software Inc.</p> <p>September 2008 Director, JPC, Inc. (to present)</p> <p>September 2010 COO, Camelot Inc.</p> <p>September 2018 Director, Mayo Human Capital Inc. (to present)</p> <p>March 2022 Director and Audit and Supervisory Committee Member of the Company (to present)</p>	-

- (Notes)
1. There are no special interests between the Company and any of the candidates.
 2. Each candidate is for Outside Director.
 3. Daisuke Oshita has abundant operational experience as an attorney and certified public accountant in Japan and the United States as well as operational experience in the Listing Examination Department of Japan Exchange Regulation. Through this experience, he has gained extensive insight and knowledge. The Company expects that he will be able to provide advice and recommendations concerning matters such as compliance and corporate governance. The Company has registered Daisuke Oshita as an independent officer with Tokyo Stock Exchange, Inc. in accordance with the provisions of the exchange. If this proposal is approved, the Company will continue to register him as an independent officer.
 4. Ching-Hua Ho has abundant management experience and extensive insight as CEO of several companies that provide business software for enterprise users, and is expected to provide beneficial advice concerning the Company's business strategy and sales strategy based on a high-level view of the dynamism of the enterprise software market. He also has abundant management experience and insight into business in the Greater China region, as well as experience as Outside Director of other listed companies, and can be expected to supervise management from an objective standpoint independent of the executive senior management. Considering that his extensive experience and persona are indispensable for enhancing corporate value and achieving medium- to long-term growth, the Company proposes to elect him Outside Director. The Company has registered Ching-Hua Ho as an independent officer with Tokyo Stock Exchange,

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Inc. in accordance with the provisions of the exchange. If this proposal is approved, the Company will continue to register him as an independent officer.

5. Although Ching-Hua Ho concurrently serves as Outside Director of two Taiwanese listed companies (Mayo Human Capital Inc. and JPC Inc.), the Company has received an explanation from him regarding the burden of responsibilities associated with these offices and has judged that he is fully capable of fulfilling his duties as Outside Director of the Company.
6. The Company has concluded an agreement with Daisuke Oshita and Ching-Hua Ho to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act in accordance with the provision of Article 427, Paragraph 1 of the Companies Act. The Company will continue the agreement if this proposal is approved. Under the agreement, the liability for damages is limited to the minimum amount provided by laws and regulations.
7. The Company has entered into an indemnity agreement, provided for in Article 430-2, Paragraph 1 of the Companies Act, with Daisuke Oshita and Ching-Hua Ho. The outline of the agreement is described in “4. Corporate Officers, (2) Indemnity Agreement” of the Business Report. If this proposal is approved, the Company will continue the said agreement.
8. The Company has entered into Daisuke Oshita and Ching-Hua Ho and officers liability insurance contract, provided for in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company, and the outline of the said insurance contract is described in “4. Corporate Officers, (3) Directors and Officers (D&O) Liability Insurance Contract” of the Business Report.
9. Daisuke Oshita currently serves as Outside Director of the Company. He will have served as Outside Director concurrently serving as an Audit and Supervisory Committee member for three (3) years and seven (7) months at the conclusion of this General Meeting of Shareholders.
10. Ching-Hua Ho currently serves as Outside Director of the Company. He will have served as Outside Director concurrently serving as an Audit and Supervisory Committee member for two (2) years at the conclusion of this General Meeting of Shareholders.

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Taking into comprehensive consideration recent trends in the Company’s business performance and the compensation levels of directors of other companies in the same industry, the Company believes the revision to be reasonable.

At present, there are four (4) Directors concurrently serving as Audit and Supervisory Committee members (including four (4) Outside Directors) and if Proposal 2 is approved as originally proposed, there will be four (4) Directors concurrently serving as Audit and Supervisory Committee members (including four (4) Outside Directors).

End