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Securities code: 2163

April 2, 2024

(Start date of electronic provision measures April 1, 2024)

**To Our Shareholders:**

SEKIGUCHI Sozo

President and CEO

**Artner Co., Ltd.**

Nakanoshima 3-2-18, Kita Ward, Osaka City

## Notice of Convocation for the 62nd Ordinary General Meeting of Shareholders

You are hereby notified that the 62nd Ordinary General Meeting of Shareholders (“the Meeting”) of Artner Co., Ltd. (“the Company”) will be held on Thursday, April 25, 2024, as described below.

In convening this Ordinary General Meeting of Shareholders, information contained in the Reference Materials for the General Meeting of Shareholders, etc. (items to be electronically provided), is provided electronically and has been posted on the following internet websites. Please access any of those websites to review the information.

The Company’s website: <https://www.artner.co.jp/ir/library/meetings>



Website on which the materials for the Company's Ordinary General Meeting of Shareholders are posted: <https://d.sokai.jp/2163/teiji/>



Tokyo Stock Exchange, Inc.'s website (Listed Company Search):  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



Please go to the Tokyo Stock Exchange, Inc.’s website (Listed Company Search) above, enter “Artner” in the issue name (company name) field or the Company’s securities code “2163” in the code field, search, select “Basic information” and then “Documents for public inspection/PR information” to access the information.

**If you are unable to attend the Meeting, you may exercise your voting rights by either of the following methods. If you wish to exercise your voting rights after examining the attached reference materials for the Meeting, please do so by 5:30 p.m. on Wednesday, April 24, 2024 (JST).**

**Instructions for exercising voting rights in writing (by postal mail)**

Please indicate your approval or disapproval of the proposals in the enclosed form and return it by postal mail by no later than the above-mentioned deadline.

**Instructions for exercising voting rights via the Internet**

When exercising your voting rights via the Internet, please read the "Guide to Exercising Your Voting Rights via the Internet" and enter your approval or disapproval of the proposals by no later than the above-mentioned deadline.

**1.Time:** Thursday, April 25, 2024 10:00 a.m. (Reception starts at 9:00 a.m.)

**2.Place:** 3-1-1 Umeda, Kita-ku, Osaka Houou no ma (room), 20F, Hotel Granvia Osaka

**3.Purpose of meeting:**

**Matters to be reported on:**

Business report and financial statements for 62nd Period (February 1, 2023, to January 31, 2024)

**Proposals:**

**Item No. 1:** Payment of dividends of surplus

**Item No. 2:** Election of five Directors who are not members of the Audit and Supervisory Committee

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If you attend the Meeting in person, please sign and submit the form for exercising voting rights enclosed herewith to the receptionist at the venue.

Should it become necessary to revise any of the items for which measures for providing information in electronic format are taken, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the websites on which the items have been posted.

## Reference Materials for the General Meeting of Shareholders

### Proposals and supplementary information

#### Item No. 1: Payment of dividends of surplus

In consideration of the Company's policy of returning profits to shareholders, the Company proposes to pay a year-end dividend of ¥37.50 per share.

If approved, the annual dividend for the fiscal year ended January 31, 2024 (the 62nd Period), will amount to ¥75.00 per share, including the interim dividend of ¥37.50 paid earlier. This will be an increase of ¥15.00 from the fiscal year ended January 31, 2023.

Matters concerning the proposed year-end dividend

(1) Type of assets to be distributed to shareholders

Cash

(2) Matters concerning the allocation of assets to be distributed to shareholders and the total amount thereof

A cash dividend of ¥37.50 per common share of the Company will be paid. The total amount of dividends to be paid will be ¥398,454,413.

(3) Effective date of payment of dividend

April 26, 2024

**Item No. 2:** Election of five Directors who are not members of the Audit and Supervisory Committee

The terms of office of all five current Directors (excluding Directors who are members of the Audit and Supervisory Committee; hereinafter the same in this item), are to expire at the conclusion of this Ordinary General Meeting of Shareholders.

Therefore, the Company hereby proposes to appoint five Directors for a new term.

Furthermore, concerning this item, the Audit and Supervisory Committee of the Company has determined that all candidates are well qualified for the position.

The candidates are as follows:

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Name<br>(Date of birth)                       | Career summary, positions and areas of responsibility held in the Company (Material concurrent position(s) currently held outside the Company) | No. of the Company's shares owned |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | SEKIGUCHI<br>Sozo<br>(Born December 31, 1964) | June 1983      Joined MEITEC CORPORATION                                                                                                       | 7,950<br>shares                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                               | April 1988      Joined Osaka Technology Center Co., Ltd.<br>(previous name of the Company)                                                     |                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                               | March 1993      Appointed Director; Head of the Business<br>Planning Office                                                                    |                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                               | February 1998      Appointed Director; Vice President                                                                                          |                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                               | February 2002      Appointed President and CEO (current)                                                                                       |                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                               | February 2012      Appointed Head of the Hyper Artner<br>Business Division                                                                     |                                   |
| <p>(Reasons for nominating him as candidate for Director)<br/>           Mr. SEKIGUCHI Sozo has served as President and CEO of the Company since 2002. He has demonstrated strong leadership in corporate and business management by drawing on a wealth of experience he has gained through his previously-held positions as Head of the Business Planning Dept., Head of the Business Division, and Executive Vice President.<br/>           He has been renominated as a candidate for Director, as he has a wealth of experience and deep insight regarding the Company's business, and as he is expected to contribute to the further growth of the Company.</p> |                                               |                                                                                                                                                |                                   |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Name (Date of birth)                    | Career summary, positions and areas of responsibility held in the Company (Material concurrent position(s) currently held outside the Company) | No. of the Company's shares owned                                        |                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|----------------|
| 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | HARIGAE Tomonori (Born May 24, 1954)    | April 1978                                                                                                                                     | Joined Toyobo Interior Co., Ltd.                                         | 144,077 shares |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | March 1982                                                                                                                                     | Joined Osaka Technology Center Co., Ltd. (previous name of the Company)  |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | March 1990                                                                                                                                     | Appointed Head of the Kanto Business Dept.                               |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | March 1991                                                                                                                                     | Appointed Director                                                       |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | March 1993                                                                                                                                     | Appointed Managing Director; Head of the General Affairs Dept.           |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | February 2007                                                                                                                                  | Appointed Managing Director; Head of the Management Division             |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | May 2008                                                                                                                                       | Appointed Director; Head of the Management Division (current)            |                |
| <p>(Reasons for nominating him as candidate for Director)</p> <p>Mr. HARIGAE Tomonori has leveraged his wealth of knowledge and experience in general affairs, human resources, and accounting to head the Management Division of the Company for many years as a member of the management team.</p> <p>He has been renominated as a candidate for Director, as he is well versed in the Company's day-to-day operations and has a wealth of management experience, and as he is expected to contribute to the further growth of the Company.</p> |                                         |                                                                                                                                                |                                                                          |                |
| 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | OKUSAKA Kazuya (Born September 3, 1955) | April 1978                                                                                                                                     | Joined Osaka Technology Center Co., Ltd. (previous name of the Company)  | 144,209 shares |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | October 1993                                                                                                                                   | Appointed Head of the No.3 Business Dept.                                |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | February 2002                                                                                                                                  | Appointed Standing Auditor                                               |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | April 2004                                                                                                                                     | Appointed Managing Director; Head of the Human Resources Dept.           |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | February 2007                                                                                                                                  | Appointed Managing Director; Head of the Human Resources Division        |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | April 2007                                                                                                                                     | Appointed Managing Director; Head of the Business Management Division    |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | March 2009                                                                                                                                     | Appointed Managing Director; Head of the Technology Development Division |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | February 2010                                                                                                                                  | Appointed Managing Director; Head of the Business Promotion Division     |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | February 2011                                                                                                                                  | Appointed Managing Director; Head of the Engineer Business Division      |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | April 2011                                                                                                                                     | Appointed Director; Head of the Engineer Business Division               |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | February 2013                                                                                                                                  | Appointed Director; Head of the Human Resources Business Division        |                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                         | February 2016                                                                                                                                  | Appointed Director; Head of the Engineer Business Division (current)     |                |
| <p>(Reasons for nominating him as candidate for Director)</p> <p>After joining the Company as an engineer, Mr. OKUSAKA Kazuya served as a standing auditor and has played a leading role in talent development and business development for many years as a member of the management team.</p> <p>He has been renominated as a candidate for Director, as he is well versed in the Company's day-to-day operations and has a wealth of management experience, and as he is expected to contribute to the further growth of the Company.</p>       |                                         |                                                                                                                                                |                                                                          |                |

| Candidate No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Name (Date of birth)                    | Career summary, positions and areas of responsibility held in the Company (Material concurrent position(s) currently held outside the Company) | No. of the Company's shares owned                                                                                       |               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------|
| 4                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | SATO So<br>(Born August 14, 1973)       | April 1998                                                                                                                                     | Joined Nihon Bayer Agrochem (now Bayer Crop Science)                                                                    | 3,448 shares  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                         | June 2004                                                                                                                                      | Joined Aon Affinity                                                                                                     |               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                         |                                                                                                                                                | Joined Artner Co., Ltd.                                                                                                 |               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                         | April 2007                                                                                                                                     | Appointed Head of the Corporate Planning and Strategy Division                                                          |               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                         | February 2013                                                                                                                                  | Appointed Head of the Corporate Planning and Strategy Division; Head of the Engineer Agency Business Division           |               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                         | April 2015                                                                                                                                     | Appointed Director; Head of the Corporate Planning and Strategy Division; Head of the Engineer Agency Business Division |               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                         | February 2016                                                                                                                                  | Appointed Director; Head of the Corporate Planning and Strategy Division                                                |               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | February 2022                           | Appointed Director; Head of the Corporate Planning and Strategy Division; Head of the Engineer Agency Business Division (current)              |                                                                                                                         |               |
| <p>(Reasons for nominating him as candidate for Director)</p> <p>Mr. SATO So had a career in chemical manufacturing and finance prior to joining the Company. At the Company, he has headed the Corporate Planning and Strategy Division and played a key role in corporate planning as a member of the management team. He has been renominated as a candidate for Director, as he is expected to continue to play a key role in various aspects of corporate and business management, and to contribute to the further growth of the Company.</p> |                                         |                                                                                                                                                |                                                                                                                         |               |
| 5                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | EGAMI Yoji<br>(Born September 26, 1958) | April 1981                                                                                                                                     | Joined Osaka Technology Center Co., Ltd. (previous name of the Company)                                                 | 66,874 shares |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                         | February 2007                                                                                                                                  | Appointed Head of the Technology Development Dept. of the Human Resources Division                                      |               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                         | April 2007                                                                                                                                     | Appointed Director; Head of the Human Resources Division                                                                |               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                         | February 2010                                                                                                                                  | Appointed Director; Head of the Business Promotion Division                                                             |               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                         | February 2011                                                                                                                                  | Appointed Director; Head of the Human Resources Business Division                                                       |               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                         | February 2013                                                                                                                                  | Appointed Director; Head of the Engineer Business Division                                                              |               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                         | February 2016                                                                                                                                  | Appointed Director; Head of the Human Resources Business Division                                                       |               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | February 2022                           | Appointed Director; Head of the Technology Development Division (current)                                                                      |                                                                                                                         |               |
| <p>(Reasons for nominating him as candidate for Director)</p> <p>After joining the Company as an engineer, Mr. EGAMI Yoji has played a leading role in talent development and recruiting for many years as a member of the management team. He has been renominated as a candidate for Director, as he is well versed in the Company's day-to-day operations and has a wealth of management experience, and as he is expected to contribute to the further growth of the Company.</p>                                                               |                                         |                                                                                                                                                |                                                                                                                         |               |

(Notes)

1. The Company has no conflicts of interest with any of these candidates.
2. The Company has a directors and officers liability insurance (D&O Insurance) policy in place, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the policy is scheduled to be renewed in May 2024. All the candidates referred to in this item are already insured under the said insurance policy and will continue to be insured after their appointments.

- Ratio of insurance premiums borne by the insured party

The premiums shall be fully paid by the Company, including the premiums for special clauses. Therefore, no portion of the premiums shall be borne by the insured party.

- Outline of insurable contingencies subject to coverage

This policy, together with the special clauses, will cover damages that may arise when an insured Director assumes liabilities as a result of the execution of his duties or due to claims brought against him for being held responsible for the consequences of his action. However, the policy has an exclusion that the insurance company contends precludes coverage, such as liabilities incurred as a result of an unlawful act that an insured individual willfully and knowingly commits.

3. The number of the Company's shares owned by candidates includes equities held by the Artner Officer Stocks Society.

**Note: Composition of the Board of Directors upon approval of Item No. 2**

If Item No. 2: Election of five Directors who are not members of the Audit and Supervisory Committee is approved as proposed, the composition of the Board of Directors will be as follows:

| Name              | Positions and areas of responsibility                                                                        | Corporate management | Skills | Business strategy | Recruitment and development | Sales | Finance and accounting | Governance |
|-------------------|--------------------------------------------------------------------------------------------------------------|----------------------|--------|-------------------|-----------------------------|-------|------------------------|------------|
| SEKIGUCHI Sozo    | President and CEO                                                                                            | ●                    |        | ●                 | ●                           | ●     | ●                      |            |
| HARIGAE Tomonori  | Director Head of the Management Division                                                                     | ●                    |        |                   | ●                           | ●     | ●                      |            |
| OKUSAKA Kazuya    | Director Head of the Engineer Business Division                                                              | ●                    | ●      |                   | ●                           | ●     |                        |            |
| SATO So           | Director Head of the Corporate Planning and Strategy Division; Head of the Engineer Agency Business Division | ●                    |        | ●                 | ●                           |       | ●                      |            |
| EGAMI Yoji        | Director Head of the Technology Development Division                                                         | ●                    | ●      |                   | ●                           | ●     |                        |            |
| NOMURA Ryuichiro  | Outside Director and standing member of the Audit and Supervisory Committee                                  | ●                    |        |                   |                             | ●     | ●                      | ●          |
| TERAMURA Yasuhiko | Outside Director and member of the Audit and Supervisory Committee                                           | ●                    |        |                   |                             |       | ●                      | ●          |
| MORII Shinichiro  | Outside Director and member of the Audit and Supervisory Committee                                           |                      |        |                   |                             | ●     |                        | ●          |

Note: The table above does not represent all the experience and expertise possessed by each candidate for Director.



**Note: The table above does not represent all the experience and expertise possessed by each Director.**

1. Corporate management: Competence and experience engaging in corporate management and important decision-making.
2. Skills: Possesses a high level of expertise in the Company's business fields, and has competence and experience promoting the growth and self-actualization of engineers.
3. Business strategy: Competence and experience discerning medium and long-term societal changes and guiding the Company's strategy accordingly.
4. Recruitment and development: Competence and experience maintaining and creating the Company's unique "high value-added engineering group" even as the competition for talent intensifies.
5. Sales: Competence and experience conducting appropriate sales from the client's perspective based on their diversifying needs.
6. Finance and accounting: Possesses adequate knowledge in finance and accounting, and has competence and experience working on financial strategies for enhancing enterprise value.
7. Governance: Adequate knowledge and experience needed to establish a corporate governance framework.