

Securities Code: 3093

May 13, 2024

To our shareholders:

Eigo Nosaka, President & CEO

**Treasure Factory Co., Ltd.**

3 Kandaneribeicho, Chiyoda-ku, Tokyo

## **Notice of Convocation of the 29th Ordinary General Meeting of Shareholders**

We are pleased to inform you that the 29th Ordinary General Meeting of Shareholders of the Company will be held, with details as follows.

In convening the general meeting of shareholders, measures are taken to provide information that constitutes the content of reference documents, etc. for the general meeting of shareholders in electronic format. Please visit the Company's website below for the information.

The Company's website: <https://www.treasurefactory.co.jp/ir/meeting.html>

The said matters for electronic provision of information is posted on the website of Tokyo Stock Exchange Inc. (TSE) below, in addition to the Company's website.

TSE website (Listed Company Search)

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

(Please visit the TSE website above, enter/search "Treasure Factory" under "Issue name (company name)" or its securities code "3093" under "Code," and choose "Basic information," "Documents for public inspection / PR information" and "Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting.")

In lieu of attending the meeting in person, you may exercise your voting rights in writing (by mail) or via the Internet, etc. Please read the information materials for a general shareholders meeting posted under matters for electronic provision of information and follow the instructions below on exercise of voting rights.

### Exercise of Voting Rights in Writing (by Mail)

Please indicate your approval or disapproval of the agenda items on the enclosed voting form and return it by 5:00 p.m. on Tuesday, May 28, 2024.

### Exercise of Voting Rights via the Internet, etc.

Please access the website for the exercise of voting rights specified by the Company (URL: <https://www.web54.net>). Enter the voting code and password printed on the voting form and indicate your approval or disapproval of the agenda items, following the instructions on the screen by 5:00 p.m. on Tuesday, May 28, 2024.

1. **Date and time:** 10:00 a.m., Wednesday, May 29, 2024 (Reception will open at 9:30 a.m.)
2. **Venue:** Room C in sola city Conference Center on the 1st floor of Ochanomizu sola city  
4-6 Kandasurugadai, Chiyada-ku, Tokyo
3. **Matters constituting the purpose of the meeting:**  
**Matters to report:**
  1. Reports on contents of the Business Report for the 29th period (from March 1, 2023 to February 29, 2024) and Consolidated Financial Statements, and reports on audit results of Consolidated Financial Statements by the Accounting Auditors and the Board of Corporate Auditors
  2. Reports on contents of Financial Statements for the 29th period (from March 1, 2023 to February 29, 2024)**Matters for resolution:**
  - Agenda Item No. 1:** Dividend of Surplus
  - Agenda Item No. 2:** Election of One Director
  - Agenda Item No. 3:** Election of One Auditor
  - Agenda Item No. 4:** Election of One Substitute Auditor
4. **Management decisions concerning the convocation of the meeting (Information regarding exercise of voting rights)**
  - (1) If voting rights are exercised and the voting form in writing (by mail) returned to the Company provides no indication of approval or disapproval with regard to the proposals, the shareholder shall be deemed to have expressed approval.
  - (2) If a vote is exercised in duplicate via the Internet, etc. or by using both a personal computer and smartphone, the Company shall handle the latest vote as an effective vote.
  - (3) If a vote is exercised in duplicate via the Internet, etc. and by using the voting form in writing (by postal mail), the Company shall handle the vote via the Internet as an effective vote.

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1. If you attend the meeting in person, please submit the voting rights exercise form to the receptionist.
  2. For the General Meeting of Shareholders, paper-based documents containing matters subject to electronic provision of information will be sent to all shareholders, whether or not they request the delivery of paper-based documents.

Of the matters for electronic provision of information, the following matters are not stated on the said document because they are posted on each of the relevant websites for which the above measures for electronic provision are taken in accordance with laws and regulations and the provisions of Article 18 of the Company's Articles of Incorporation.

- (1) Status of principal lenders
- (2) Status of shares
- (3) Status of share acquisition rights, etc.
- (4) Summary of the limited liability contract
- (5) Outline of liability insurance for officers, etc.
- (6) Matters concerning External Officers
- (7) Status of accounting auditors
- (8) Framework for ensuring the appropriateness of operations and the summary of its operational status
- (9) Consolidated statement of changes in equity and notes to consolidated financial statements
- (10) Non-consolidated statement of changes in equity and notes to non-consolidated financial statements

The items listed under (1) to (10) above are part of the Business Report, Consolidated Financial Statements and Financial Statements audited by auditors for preparing an Audit Report. The items listed under (9) and (10) are part of the Consolidated Financial Statements and Financial Statements audited by accounting auditors for preparing an Accounting Audit Report.

3. If any revisions are made to matters for the electronic provision of information, matters subject to the revisions and the said matters before and after the revisions will be posted on each relevant website for which the above measures for electronic provision are taken.

## Reference Documents for the General Meeting of Shareholders

### Agenda Item No. 1: Dividend of Surplus

Taking into account such factors as the Company's business results for the fiscal year under review and its future business development, the Company proposes to pay the year-end dividend below for the 29th period.

Matters concerning year-end dividend

- 1) Dividend asset  
Cash
- 2) Matters concerning allocation of dividend to shareholders and total amount

16 yen per common share of the Company

Total dividend: 374,537,984 yen

(Note) Effective on March 1, 2023, the Company implemented a stock split at a ratio of two shares per one common share. As the record date for the year-end dividend for the fiscal year under review (28th period) was February 28, 2023, the dividend will be paid based on the number of shares before the said stock split.

- 3) Effective date of dividend of surplus  
May 30, 2024

## Agenda Item No. 2: Election of One Director

The term of office of Director Kumiko Miyamoto will expire at the close of this Ordinary General Meeting of Shareholders.

Accordingly, the Company proposes that one Director be elected.

The Director candidate is as follows.

Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Significant concurrent positions)	Number of Company's shares held
<b>Reappointed</b> Kumiko Miyamoto (March 1, 1970)	April 2000 Registered as attorney      Joined Torikai Law Office January 2008 Became Partner April 2011 External Auditor of Misawa & Co., Ltd. January 2016 Established Wadakura Gate Law Office as Managing Partner (incumbent) May 2016 Director of the Company (incumbent) July 2016 Outside Director of BEAUTY GARAGE Inc. (Audit and Supervisory Committee Member) (incumbent) December 2016 External Auditor of INTERTRADE Co., Ltd. (incumbent) April 2017 Outside Director Misawa & Co., Ltd. (Audit and Supervisory Committee member) (incumbent) November 2018 Outside Auditor of PIXTA Inc. March 2019 Outside Director of PIXTA Inc. (Audit and Supervisory Committee member) (incumbent)	0 shares

### Reason for the selection as a candidate for External Director and expected roles

While Ms. Kumiko Miyamoto has no experience being directly involved in corporate management other than serving as an outside officer in the past, she provides appropriate advice and suggestions during Board of Directors' meetings from her perspective as an expert lawyer to ensure legality, facilitate risk management and strengthen compliance.

The Company proposes that she be reelected as an External Director to continue supervising the Company's management to further increase corporate value and achieve sustainable growth.

If Ms. Miyamoto is reelected, she is expected to continue playing the role above.

(Notes)

1. There are no special conflicts of interest between the Company and the Director candidate.
2. Details of matters concerning External Director candidate
  - (1) Ms. Kumiko Miyamoto is an External Director candidate.
  - (2) Her tenure as an External Director will be eight years at the close of this Ordinary General Meeting of Shareholders.
  - (3) Ms. Miyamoto has concluded a limited liability agreement provided for in Article 427, Paragraph 1 of the Companies Act with the Company. This agreement says, in summary, that the maximum amount of liability for damages provided for in Article 423, Paragraph 1 of the Companies Act shall be 2 million yen or the amount provided by laws and regulations, whichever is higher. If Ms. Miyamoto's reappointment is approved, the Company will continue the limited liability agreement with her.
  - (4) The Company has registered Ms. Miyamoto as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange. The Company will continue to designate her as an Independent Officer if his reappointment is approved.
3. The Company has concluded an agreement on liability insurance for officers provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. According to the insurance agreement, the insured are compensated for legal damages, litigation expenses and other expenses and all insurance premiums for the insured are borne by the Company. If Ms. Miyamoto's reappointment is approved, she will be included as one of the insured under the insurance agreement. The Company plans to renew the liability insurance agreement without any significant changes during the term of office.

### Director candidates selection and nomination procedures

- (1) In deciding the candidates for the Company's internal Director, the Company will comprehensively determine whether they have high-level management skills and expertise, etc. to contribute to achieving the Company's corporate philosophy and management policy as well as increasing the corporate value over the medium- to long-term, after which the Board of Directors will deliberate and decide on the candidates.
- (2) In deciding the candidates for the Company's External Director, the Company will comprehensively determine whether they have knowledge to contribute to the Company's management from a professional perspective, such as in management, legal, and financial accounting, and to fulfill their managerial and supervisory functions over the corporate management from an independent standpoint, after which the Board of Directors will deliberate and decide on the candidates.

### Criteria for determining independence of External Directors

The Company selects its candidates for Independent External Director based on the independence criteria specified by the Tokyo Stock Exchange.

### Agenda Item No. 3: Election of One Auditor

The term of office of Auditor Eitaro Konno will expire at the close of this Ordinary General Meeting of Shareholders.

Accordingly, the Company proposes that one Auditor be elected.

The Board of Corporate Auditors has consented to this agenda item.

The Auditor candidate is as follows.

Name (Date of birth)	Brief career summary and position at the Company (Significant concurrent positions)	Number of Company's shares held
<b>Newly appointed</b> Masaru Nakamura (December 23, 1967)	October 1991	0 shares
	November 1994	
	June 1998	
	November 1999	
	May 2005	
	May 2005	
	July 2010	
	July 2022	
<b>Reason for selection as a candidate for External Auditor</b>		
While Mr. Masaru Nakamura has no experience being directly involved in corporate management other than serving as an outside officer in the past, he is expected to provide appropriate advice and suggestions, mainly regarding financial, accounting and taxation matters, as well as internal control, from his perspective as an expert tax accountant and a certified public accountant. Therefore, with a view toward further improving its corporate value and achieving sustainable growth, the Company proposes that Mr. Nakamura be appointed as an Outside Auditor.		

(Notes)

- There are no special conflicts of interest between the Company and the Auditor candidate.
- Details of matters concerning the External Auditor
  - Mr. Masaru Nakamura is an External Auditor candidate.
  - The Company has concluded a limited liability agreement provided for in Article 427, Paragraph 1 of the Companies Act with each External Auditor. Under the agreement, the maximum amount of liability for damages provided for in Article 423, Paragraph 1 of the Companies Act is 2 million yen or an amount provided by laws and regulations, whichever is higher. If Mr. Nakamura assumes the position of External Auditor, the Company will sign the same limited liability agreement with him.
  - If Mr. Nakamura assumes the position of External Auditor, the Company will designate him as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange and register him as such with the exchange.
- The Company has concluded an agreement on liability insurance for officers provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. Under the liability insurance agreement, statutory damages and litigation expenses, etc. to be paid by the insured will be compensated. The Company pays all insurance premiums for the insured. If Mr. Nakamura assumes the position of External Auditor, he will be included in the insured for the liability insurance agreement. The Company plans to renew the liability insurance agreement without any significant changes during the term of office.

(For reference)

#### **Auditor candidates selection and nomination procedures**

In deciding External Auditor candidates, the Company will comprehensively determine, based on relevant laws and regulations and internal regulations, etc., whether they have the extensive experience and knowledge and high-level expertise to perform audit operations appropriately. After obtaining the approval from the Board of Corporate Auditors, the Board of Directors will then deliberate and decide on the candidates.

#### **Criteria for determining independence of External Auditors**

The Company selects its candidates for Independent External Auditor based on the independence criteria specified by the Tokyo Stock Exchange.

#### Agenda Item No. 4: Election of One Substitute Auditor

The Company proposes that one Substitute Auditor be elected to prepare for a case in which the number of Auditors may fall short of the number stipulated by laws and regulations.

The result of the election of the Substitute Auditor shall be invalidated by a resolution of the Board of Directors with the consent of the Board of Corporate Auditors only if the resolution is adopted before the Substitute Auditor assumes the office.

The Board of Corporate Auditors has consented to this agenda item.

The Substitute Auditor candidate is as follows.

Name (Date of birth)	Brief career summary (Significant concurrent positions)	Number of Company's shares held
Akira Noguchi (July 29, 1951)	June 1977      Joined Nakamura Home Electronics Sales Co., Ltd. December 1984      Established a home electronics sales and repair shop September 1990      Established Keiyo Techno Limited (currently, Keiyo Techno Co., Ltd.) and assumed the position of President May 2019      Director of Keiyo Techno (incumbent)	0 shares
<b>Reason for selection as a candidate for Substitute External Auditor</b> The Company proposes that Mr. Akira Noguchi be appointed as a Substitute External Auditor under the expectation that he will apply his extensive experience and wide range of knowledge as a corporate manager to the audit operations of the Company and provide appropriate advice and suggestions to ensure legal compliance.		

(Notes)

1. There are no special conflicts of interest between the Company and the Substitute Auditor candidate.
2. Details of matters concerning the Substitute External Auditor
  - (1) Mr. Akira Noguchi is the Substitute External Auditor candidate.
  - (2) The Company has concluded a limited liability agreement provided for in Article 427, Paragraph 1 of the Companies Act with each External Auditor. Under the agreement, the maximum amount of liability for damages provided for in Article 423, Paragraph 1 of the Companies Act is 2 million yen or an amount provided by laws and regulations, whichever is higher. If Mr. Noguchi assumes the position of External Auditor, the Company will sign the same limited liability agreement with him.
  - (3) If Mr. Noguchi assumes the position of External Auditor, the Company will designate him as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange and register him as such with the exchange.
3. The Company has concluded an agreement on liability insurance for officers provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. Under the liability insurance agreement, statutory damages and litigation expenses, etc. to be paid by the insured will be compensated. The Company pays all insurance premiums for the insured. If Mr. Nakamura assumes the position of External Auditor, he will be included in the insured for the liability insurance agreement.

(For reference)

##### **Auditor candidates selection and nomination procedures**

In deciding External Auditor candidates, the Company will comprehensively determine, based on relevant laws and regulations and internal regulations, etc., whether they have the extensive experience and knowledge and high-level expertise to perform audit operations appropriately. After obtaining the approval from the Board of Corporate Auditors, the Board of Directors will then deliberate and decide on the candidates.

##### **Criteria for determining independence of External Auditors**

The Company selects its candidates for Independent External Auditor based on the independence criteria specified by the Tokyo Stock Exchange.