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Securities Code: 2379

May 1, 2024

Start date of measures for electronic provision: May 1, 2024

To our shareholders:

Hideki Tomita  
Representative Director, President and  
Chief Executive Officer  
dip Corporation  
3-2-1 Roppongi, Minato-ku, Tokyo

## **NOTICE OF CONVOCAION OF THE 27TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

We are pleased to announce that the 27th Annual General Meeting of Shareholders of dip Corporation (the “Company”) will be held as described below.

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

[The Company’s website]

<https://www.dip-net.co.jp/ir/general-meeting> (in Japanese)

[Tokyo Stock Exchange website (Listed Company Search)]

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

(Please view by accessing the above TSE website, entering and searching for the name or securities code of the Company, and selecting “Basic information,” then “Documents for public inspection/PR information.”)

Furthermore, if you are unable to attend the meeting, you can exercise your voting rights via the Internet, etc. (available only in Japanese) or in writing (by mail). Please review the contents of the Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposals on the Voting Rights Exercise Form and return it, or input your vote on the website for exercising voting rights so that your vote is received by 6:30 p.m. on Wednesday, May 22, 2024, Japan Standard Time.

**1. Date and Time:** **Thursday, May 23, 2024 at 10:00 a.m., Japan Standard Time (reception opens: 9:30 a.m.)**

**2. Place:** **Tower Hall at Roppongi Academyhills  
49F, Roppongi Hills Mori Tower, 6-10-1 Roppongi, Minato-ku, Tokyo**

(Please refer to the map of the venue for the Annual General Meeting of Shareholders shown at the end of this document.)

**3. Meeting Agenda:**

**Matters to be reported:**

1. The Business Report and Consolidated Financial Statements for the Company's 27th fiscal year (from March 1, 2023 to February 29, 2024), and the results of audits of the Consolidated Financial Statements by the Independent Auditor and the Audit and Supervisory Committee
2. The Financial Statements for the Company's 27th fiscal year (from March 1, 2023 to February 29, 2024)

**Proposals to be resolved:**

**Proposal No. 1 Partial Amendments to the Articles of Incorporation**

**Proposal No. 2 Election of Five (5) Board Directors (excluding Board Directors who are Audit and Supervisory Committee Members)**

**Proposal No. 3 Election of One (1) Board Director who is an Audit and Supervisory Committee Member**

- Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company, the "Notes to the Consolidated Financial Statements" and the "Notes to the Financial Statements" are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the websites where this information is posted.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1      Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

In conjunction with the start of AI-Agent Business, the Company proposes to add a business purpose to the Article 2 (Purpose) of the current Articles of Incorporation.

2. Details of the amendments

The details of the amendments are as follows.

(Suggested amendments are underlined in the text.)

Current Articles of Incorporation	Proposed amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
(Business name)	(Business name)
Article 1      (Text omitted)	Article 1      (Unchanged from the existing text)
(Purpose)	(Purpose)
Article 2      The purpose of the Company shall be to conduct the following operations.	Article 2      The purpose of the Company shall be to conduct the following operations.
1. to 26.      (Text omitted)	1. to 26.      (Unchanged from the existing text)
(Newly established)	<u>27. Planning, development, operation, maintenance, sale and sales agency of generative AI products and services</u>
<u>27. to 29.</u> (Text omitted)	<u>28. to 30.</u> (Unchanged from the existing text)
Articles 3 to 45      (Text omitted)	Articles 3 to 45      (Unchanged from the existing text)

**Proposal No. 2** Election of Five (5) Board Directors (excluding Board Directors who are Audit and Supervisory Committee Members)

The terms of office of five incumbent Board Directors (excluding Board Directors who are Audit and Supervisory Committee Members; hereinafter, the same applies in this proposal) (of whom three are Outside Board Directors) will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the Company proposes the election of five Board Directors (of whom three are Outside Board Directors).

This proposal is based on a recommendation by the Nomination and Compensation Committee, in which Independent Outside Board Directors constitute the majority of the members.

The candidates for Board Directors are as follows:

Candidate No.	Name	Current Positions and Responsibilities within the Company	Attendance at the Board of Directors' meetings
1	Reappointment Hideki Tomita	Representative Director, President and Chief Executive Officer	100% (13 out of 13 meetings)
2	Reappointment Masatsugu Shidachi	Representative Director, Chief Operating Officer, Chief Human Officer, and Head of AI-Agent Business Group	100% (13 out of 13 meetings)
3	Reappointment Kuniyoshi Mabuchi	Outside Director Independent Director Board Director	100% (13 out of 13 meetings)
4	Reappointment Kanae Takeuchi	Outside Director Independent Director Board Director	100% (13 out of 13 meetings)
5	Reappointment Yuka Shimada	Outside Director Independent Director Board Director	90% (9 out of 10 meetings)

Note: As candidate for Board Director Ms. Yuka Shimada was newly elected as a Board Director at the 26th Annual General Meeting of Shareholders held on May 24, 2023, and assumed office on that day, her attendance at Board of Directors' meetings during the fiscal year from that day onward is stated.

Candidate  
No.

1

Hideki Tomita

Reappointment

Date of birth: September 5, 1966  
Number of Company shares owned: 59,100 shares  
Position and responsibility in the Company: Representative Director, President and Chief Executive Officer  
Attendance at the Board of Directors' meetings: 100% (13 out of 13 meetings)

**Career summary, position and responsibility in the Company**

Apr. 1990      Joined Chisan Co., Ltd.  
May 1992      Joined Forum Corporation  
Mar. 1997      Established the Company  
                 Representative Director, President  
Mar. 2006      Representative Director, President and CEO (Chief Executive Officer) of the Company (present)  
May 2018      President of dip America, Inc. (present)

**Reasons for nomination as a candidate for Board Director**

Hideki Tomita, as founder of the company, has been involved in the establishment and operation of all of the businesses in which the Company is engaged. As the person most familiar with the Company's business, Tomita has extensive experience in business execution at the Company. Tomita specifically focuses on ways to obtain job information that is both fresh and uniquely abundant and develops original services such as workplace instruction videos to achieve measures that will exceed the expectations of users. In particular, Tomita has proposed and strongly promoted the "dip Incentive Project" since December 2021 in which sales employees suggest measures to client companies such as raising hourly wages and paying sign on bonuses, as well as the "dip DEI Project" since February 2023 in which they encourage client companies to incorporate diversity, equity, and inclusion in their corporate culture and organizations. In this way, as Representative Director, President and Chief Executive Officer of the Company, Tomita has led its growth and demonstrated strong leadership. The Company has judged that Tomita is appropriately qualified for our aim of continuing to sustainably increase corporate value and has therefore made this nomination for Board Director of the Company.

Date of birth:	January 2, 1968
Number of Company shares owned:	112,400 shares
Position and responsibility in the Company:	Representative Director, Chief Operating Officer, Chief Human Officer, and Head of AI-Agent Business Group
Attendance at the Board of Directors' meetings	100% (13 out of 13 meetings)

**Career summary, position and responsibility in the Company**

Apr. 1991	Joined TOPPAN PRINTING CO., LTD. (currently TOPPAN Holdings Inc.)
Nov. 1998	Joined Yahoo Japan Corporation (currently LY Corporation)
Apr. 2012	Corporate Officer of Yahoo Japan Corporation
Apr. 2017	President and Representative Director of IDC Frontier Inc.
Apr. 2019	Corporate Group CIO of Yahoo Japan Corporation
	Advisor to womaninnovation association (currently HAPPY WOMAN Association) (present)
May 2019	Outside Board Director of the Company
	Advisor to Adaptive, Inc. (present)
Oct. 2019	Advisor to RadarLab Inc. (present)
July 2020	Board Director, COO (Chief Operating Officer) of the Company
Mar. 2022	Representative Director, COO, CIO (Chief Information Officer) and Head of Service Development Group of the Company
Feb. 2023	Representative Director, COO, CIO, Head of Service Development Group, and Head of DX Business Group of the Company
Apr. 2023	Representative Director, COO, and CIO of the Company
May 2023	Representative Director, COO of the Company
Apr. 2024	Representative Director, COO, CHO (Chief Human Officer), and Head of the AI-Agent Business Group of the Company (present)

**Reasons for nomination as a candidate for Board Director**

Having been in charge of multiple digital business divisions centered around online advertising and other marketing fields at Yahoo Japan Corporation (currently LY Corporation), which develops its business multilaterally, Masatsugu Shidachi has extensive knowledge related to the Internet, which is critical for the Company's business development. The Japanese labor market faces issues such as declining labor productivity due to delays in the utilization of digital technology, but Shidachi has made use of this extensive knowledge to leverage the latest technology, thereby significantly enhancing the accuracy and speed of matching jobseekers and client companies as well as promoting more efficiency in sales activities and promotional investment. Shidachi also provided timely and appropriate advice as Outside Board Director of the Company beginning in May 2019, and since being appointed Board Director and Chief Operating Officer in July 2020 and Representative Director and Chief Operating Officer in March 2022, has demonstrated strong leadership while engaging in general oversight of management. The Company has judged that Shidachi is appropriately qualified for our aim of continuing to sustainably increase corporate value and has therefore made this nomination as a candidate for Board Director of the Company.

Date of birth:	October 14, 1965
Number of Company shares owned:	0 shares
Position and responsibility in the Company:	Board Director
Attendance at the Board of Directors' meetings	100% (13 out of 13 meetings)

**Career summary, position and responsibility in the Company**

Apr. 1995	Joined Sapient Corporation
June 1998	Representative Director and President of DOE Co., Ltd.
Feb. 2009	Director of DDB Japan
Mar. 2012	Representative Director and President of OgilvyOne Japan (currently VML & Ogilvy Japan GK) Representative Director and President of neo@Ogilvy (currently VML & Ogilvy Japan GK)
Feb. 2016	Joined FleishmanHillard Japan K.K.
July 2018	Director of Facebook Japan K.K. (currently Facebook Japan G.K.)
Sept. 2018	Outside Director of PORT INC.
Dec. 2019	Outside Director of Makuake, Inc. (present)
May 2021	Outside Board Director of the Company (present)
Mar. 2022	Co-Representative Director of Metaverse Japan, Inc. (present)
June 2022	Outside Director (Audit and Supervisory Committee Member) of PORT INC. (present)
Jan. 2024	Director of Generative AI Japan (present)

**Significant concurrent positions outside the Company**

Outside Director of Makuake, Inc.  
Co-Representative Director of Metaverse Japan, Inc.  
Outside Director (Audit and Supervisory Committee Member) of PORT INC.  
Director of Generative AI Japan

**Reasons for nomination as a candidate for Outside Board Director and overview of expected roles**

Kuniyoshi Mabuchi has promoted the strengthening of the corporate governance system based on a wealth of management experience and extensive knowledge gleaned as a manager of several businesses, including global companies. Mabuchi also has abundant experience in and extensive knowledge of digital marketing and the latest technologies such as AI. In addition to the oversight and supervisory roles exercised as an Outside Board Director, it is anticipated that Mabuchi will continue to utilize his wealth of corporate management experience to ensure the transparency of management systems, and provide advice and suggestions related to the fields of marketing and technology. The Company has judged that Mabuchi is appropriately qualified for our aim of continuing to sustainably increase corporate value and has therefore made this nomination as a candidate for Outside Board Director. Furthermore, Mabuchi is currently an Outside Board Director of the Company, and the term of tenure as Board Director will be three years as of the conclusion of this Annual General Meeting of Shareholders.

Date of birth:	September 14, 1978
Number of Company shares owned:	0 shares
Position and responsibility in the Company:	Board Director
Attendance at the Board of Directors' meetings	100% (13 out of 13 meetings)

**Career summary**

Apr. 2001	Joined Tokyo Broadcasting System, Inc. (currently Tokyo Broadcasting System Television, Inc.)
Nov. 2012	Independent freelance announcer
June 2020	Outside Director of SBI Holdings, Inc. (present)
May 2022	Outside Board Director of the Company (present)

**Significant concurrent positions outside the Company**

Outside Director of SBI Holdings, Inc.

**Reasons for nomination as a candidate for Outside Board Director and overview of expected roles**

Kanae Takeuchi has extensive knowledge in a broad range of social issues, including the promotion of women's active participation in the workplace and diverse work styles, gained through considerable experience in serving as announcer for news programs and interviewing business executives. At meetings of the Board of Directors, Takeuchi provides guidance and suggestions related to compliance and risk management from an objective perspective cultivated through considerable experience, thereby contributing to stimulating discussion at meetings of the Board of Directors. In addition to the oversight and supervisory functions of an Outside Board Director, Takeuchi is also expected to continue to utilize an abundant knowledge related to social issues to provide effective advice related to the social issues that we strive to address, and provide advice and suggestions aimed at strengthening compliance and risk management.

The Company has judged that Takeuchi is appropriately qualified for our aim of continuing to sustainably increase corporate value and has therefore made this nomination as a candidate for Outside Board Director.

While Takeuchi has never been directly involved in the management of a company, we judge that this candidate will appropriately fulfill the duties of the post due to achievements as an outside director of another company in addition to the reasons mentioned above.

Furthermore, Takeuchi is currently an Outside Board Director of the Company, and the term of tenure as Board Director will be two years as of the conclusion of this Annual General Meeting of Shareholders.



Date of birth:	July 17, 1973
Number of Company shares owned:	0 shares
Position and responsibility in the Company:	Board Director
Attendance at the Board of Directors' meetings	90% (9 out of 10 meetings)

**Career summary, position and responsibility in the Company**

Apr. 1996	Joined Pasona Inc.
June 2002	Joined GE Japan, Ltd. (currently General Electric Japan Holdings Limited)
Aug. 2008	Joined Unilever Japan Holdings K.K. (currently Unilever Japan Holdings G.K.)
Apr. 2014	Director and General Manager of HR & General Affairs Division of Unilever Japan Holdings G.K.
Feb. 2017	Jointly established YeeY Inc., Representative Director (present)
Nov. 2020	Established dialogue, Inc., Representative Director (present)
Oct. 2021	General Manager of HR & General Affairs Division of Unilever Japan Holdings G.K.
Apr. 2022	Representative Partner of NOTONO G.K. (present)
July 2022	CWO (Chief Well-being Officer) of Asteria Corporation (present)
Sept. 2022	Representative Director of Promotion Council for Well-being in Japan (present)
May 2023	Outside Board Director of the Company (present)

**Significant concurrent positions outside the Company**

Representative Director of YeeY Inc.  
Representative Director of dialogue, Inc.  
Representative Partner of NOTONO G.K.  
CWO (Chief Well-being Officer) of Asteria Corporation  
Representative Director of Promotion Council for Well-being in Japan

**Reasons for nomination as a candidate for Outside Board Director and overview of expected roles**

Yuka Shimada has promoted support for establishing organizational culture as the head of human resources and general affairs at a global company. In addition, as a manager at multiple companies, Shimada has been involved in promoting the spread of well-being (a state of healthy and sound mind and body) to Japanese companies and society and has a wealth of experience and extensive knowledge in the field of well-being. In addition to oversight and supervisory functions as an Outside Board Director, in order to hire more human resources and continue to grow sustainably, both now and in the future, Shimada is expected to provide effective advice and recommendations related to health management and efforts to increase the happiness of employees.

The Company has judged that Shimada is appropriately qualified for our aim of continuing to sustainably increase corporate value and has therefore made this nomination as a candidate for Outside Board Director.

Furthermore, Shimada is currently an Outside Board Director of the Company, and the term of tenure as Board Director will be one year as of the conclusion of this Annual General Meeting of Shareholders.

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Ms. Kanae Takeuchi's name on her family register is Kanae Kusakari.
  3. Mr. Kuniyoshi Mabuchi, Ms. Kanae Takeuchi, and Ms. Yuka Shimada are candidates for Outside Board Director, and the Company has submitted notification to the Tokyo Stock Exchange that they have been designated as Independent Directors as provided for by the aforementioned exchange. If this proposal is approved and each candidate is appointed as an Outside Board Director, each of them will serve as an Independent Director.
  4. The Company has entered into a limited liability agreement with Mr. Kuniyoshi Mabuchi, Ms. Kanae Takeuchi, and Ms. Yuka Shimada, candidates for Outside Board Director, to limit their liability to the minimum amount stipulated in Article 425, paragraph (1) of the Companies Act. If this proposal is approved and they are reappointed as Outside Board Directors, the Company plans to renew the aforementioned agreement with them.
  5. The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses and costs incurred by Board Directors, etc. in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums for D&O insurance is borne by the Company. If this proposal is approved and each candidate assumes the office of Board Director, the Company plans to include every such Board Director as an insured party in the D&O insurance policy. The term of the D&O insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

**Proposal No. 3** Election of One (1) Board Director who is an Audit and Supervisory Committee Member

The Company proposes the election of one Board Director who is an Audit and Supervisory Committee Member.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for Board Director who is an Audit and Supervisory Committee Member is as follows:

Date of birth:	October 1, 1963
Number of Company shares owned:	256,500 shares
Position and responsibility in the Company:	Assistant to the President
Attendance at the Board of Directors' meetings	100% (3 out of 3 meetings)

#### Career summary, position and responsibility in the Company

Apr. 1986	Joined Sanpo Tsushin Co., Ltd.
May 2000	Joined the Company
June 2002	Board Director of the Company
Oct. 2004	Director of E-engine Co., Ltd.
May 2005	Managing Director of the Company
Mar. 2006	Managing Director and Managing Executive Officer of the Company
Feb. 2007	Board Director and Managing Executive Officer in charge of Hatarako.net Business Division and Outsourcing Business Division of the Company
Sept. 2007	Board Director, Managing Executive Officer and General Manager of Outsourcing Business Division of the Company
June 2008	Board Director, Managing Executive Officer, Manager of Agent Business and General Manager of Hatarako.net Business Division of the Company
May 2009	Board Director, Senior Managing Executive Officer, Manager of Agent Business and General Manager of Hatarako.net Business Division of the Company
Sept. 2009	Board Director, Senior Managing Executive Officer and General Manager of Agent Business Division of the Company
June 2010	Board Director, Senior Managing Executive Officer and General Manager of HR Solution Business Division of the Company
Mar. 2011	Board Director, Senior Managing Executive Officer and President of Hatarako Company of the Company
May 2011	Board Director, Managing Executive Officer and President of Hatarako Company of the Company
Mar. 2012	Board Director, Managing Executive Officer and President of Agent Company of the Company
Mar. 2013	Board Director, Managing Executive Officer and General Manager of Media No. 1 Business Division of the Company
Mar. 2014	Board Director, COO (Chief Operating Officer) and General Manager of the Media Business Division of the Company
Apr. 2018	Board Director, COO and Executive Manager of Personnel Recruiting Services Headquarters of the Company
Sept. 2019	Board Director, COO, Executive Manager of Personnel Recruiting Services Headquarters, and Executive Manager of Business Management Headquarters of the Company
June 2020	Board Director, COO, Personnel Recruiting Services Manager, and Executive Manager of Business Management Headquarters of the Company
July 2020	Board Director, CBO (Chief Business Officer) of the Company
May 2023	Senior Managing Executive Officer, CBO (Chief Business Officer) of the Company
Apr. 2024	Assistant to the President of the Company (present)

#### Reasons for nomination as a candidate for Board Director who is an Audit and Supervisory Committee Member

Since joining the Company in May 2000, Kazuhisa Iwata has helped increase market share and improve the Company's performance in our core business, the personnel recruiting services business, and has held executive positions in charge of the said business, and served as Board Director in the position of Chief Business Officer, responsible for directing the Company's business management. He subsequently resigned as Board Director and continued to serve in the position of Chief Business Officer as Senior Managing Executive Officer. It is expected that this candidate will continue to utilize the broad range of knowledge developed through the experience gained in various roles to date to supervise the management of the Company, while also strengthening the decision-making function of the Board of Directors, and audit and supervisory functions.

The Company has judged that Iwata is appropriately qualified for our aim of continuing to sustainably increase corporate value and has therefore made this nomination as a candidate for Board Director who is an Audit and Supervisory Committee Member.

- Notes:
1. There is no special interest between Mr. Kazuhisa Iwata and the Company.
  2. Mr. Kazuhisa Iwata is a new candidate for Board Director who is an Audit and Supervisory Committee Member.
  3. The Company has entered into a directors and officers liability insurance (“D&O insurance”) policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses and costs incurred by Board Directors, etc. in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums for D&O insurance is borne by the Company. If this proposal is approved and Mr. Kazuhisa Iwata assumes the office of Board Director who is an Audit and Supervisory Committee Member, the Company plans to include him as an insured party in the D&O insurance policy. The term of the D&O insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

## For reference: Skills matrix of the Board of Directors and the Audit and Supervisory Committee

Composition of the Board of Directors and the Audit and Supervisory Committee when Proposals No. 2 and No. 3 are approved, and areas in which each person has a high level of expertise:

Number of female Board Directors: Five (percentage of Board Directors: 55.6%)

Name	Positions/ responsibilities	Outside Director	Independ- ent Director	Diversity (female/ interna- tionality)	Areas in which the person has a high level of expertise								
					Corporate manage- ment	HR develop- ment/ promot- ion of women's active participa- tion	Sales	Service develop- ment	Market- ing/ promot- ion	Technol- ogy	Finance/ account- ing	Risk Manage- ment	Sustain- ability/ ESG
Hideki Tomita	Reappointment Representative Director, President and Chief Executive Officer				•	•	•	•	•				•
Masatsugu Shidachi	Reappointment Representative Director, Chief Operating Officer, Chief Human Officer, and Head of AI-Agent Business Group				•	•		•	•	•	•		•
Kuniyoshi Mabuchi	Reappointment Board Director	•	•		•			•	•	•			
Kanae Takeuchi	Reappointment Board Director	•	•	•		•						•	•
Yuka Shimada	Reappointment Board Director	•	•	•	•	•							•
Kazuhiwa Iwata	New appointment Board Director (Full-Time Audit and Supervisory Committee Member)				•	•	•	•				•	
Eriko Tanabe	Board Director (Audit and Supervisory Committee Member)	•	•	•	•	•				•		•	•
Yukiko Imazu	Board Director (Audit and Supervisory Committee Member)	•	•	•		•						•	•
Misae Maruyama	Board Director (Audit and Supervisory Committee Member)	•	•	•		•					•		

\* Ms. Kanae Takeuchi, Ms. Yuka Shimada, Ms. Eriko Tanabe, Ms. Yukiko Imazu, and Ms. Misae Maruyama are female officer candidates. Ms. Kanae Takeuchi possesses lengthy experience from residing overseas and combined with her considerable experience in serving as announcer for news programs and interviewing business executives, she has international experience and expertise.

\* The above list does not show all experience and expertise possessed by each officer.