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Securities Code: 2122

December 2, 2024

To our shareholders

Shinichiro Kawabata
Representative Director and CEO

Interspace Co., Ltd.

2-4-1, Nishi Shinjuku, Shinjuku-ku, Tokyo

Notice of the 25th Annual General Meeting of Shareholders

We are pleased to announce the 25th Annual General Meeting of Shareholders of Interspace Co., Ltd. (the “Company”), to be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and has posted this information on each of the following websites on the Internet. Please access one of these websites and check the information.

[The Company’s website]

<https://www.interspace.ne.jp/ir/irnews.html> (in Japanese)

(Please visit the above website and select the “Announcements” tab.)

[Website for posted informational materials for the general meeting of shareholders]

<https://d.sokai.jp/2122/teiji/> (in Japanese)

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet or in writing, and we ask you to exercise your voting rights no later than 6:30 p.m., on Thursday, December 19, 2024 (JST).

Meeting Details

- 1. Date and Time:** Friday, December 20, 2024 at 3:00 p.m. (JST)
(Reception will open at 2:00 p.m.)
- 2. Venue:** NS Sky Conference Hall A, B
Shinjuku NS Building 30F, 2-4-1, Nishi Shinjuku, Shinjuku-ku,
Tokyo

3. Purpose of the meeting:

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 25th Fiscal Year (from October 1, 2023 to September 30, 2024), as well as the Audit Report for the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Report of Non-consolidated Financial Statements for the 25th Fiscal Year (from October 1, 2023 to September 30, 2024)

Matters to be resolved:

- Proposal No. 1:** Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2:** Election of Three Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 3:** Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

- If you plan to attend the meeting, please submit the enclosed voting card to the receptionist at the meeting.
- If you are unable to attend the General Meeting of Shareholders, another shareholder who holds a voting right may attend the meeting as a proxy. In this case, please note that the proxy is requested to submit a document evidencing the proxy's authority to represent.
- For this General Meeting of Shareholders, regardless of whether or not a request for delivery of the paper-based documents has been made, the Company will uniformly send paper-based documents stating the items for which measures for providing information in electronic format are to be taken. Of the items for which measures for providing information in electronic format are to be taken, the following are not included in the paper-based documents to be sent pursuant to the provisions of laws and regulations, and Article 15, paragraph 2 of the Company's Articles of Incorporation. Accordingly, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements included in such documents constitute part of the documents audited by the Financial Auditor and the Audit and Supervisory Committee in preparing their audit reports.
 - (i) "Status of Share Acquisition Rights, etc." and "System to Ensure the Appropriateness of the Company's Business and Its Operation Status" in the Business Report
 - (ii) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - (iii) "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- In the event of any modification to the items for which measures for providing information in electronic format are to be taken, a notice of the modification and the details before and after the modification will be posted on each of the above-mentioned Internet websites.

Reference Documents for the General Meeting of Shareholders

Proposal and Reference Information

Proposal No. 1: Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of all five Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of five Directors, including one new candidate.

The Audit and Supervisory Committee considered this proposal and did not raise any significant opinion.

The candidates for Directors are as follows:

Candidate No.	Name	Positions and responsibility in the Company	Attendance at meetings of the Board of Directors
1	Shinichiro Kawabata	Representative Director and CEO Performance Marketing Business [Reelection]	16/16 (100%)
2	Kazuya Ogyu	Director, Senior Executive Officer Media Business & Group Alliances [Reelection]	16/16 (100%)
3	Shohei Fujita	Director, Senior Executive Officer Overseas Business [Reelection]	16/16 (100%)
4	Keita Iwabuchi	Director, Senior Executive Officer Group CFO [Reelection]	16/16 (100%)
5	Katsuhiko Handa	[New election] [Outside, Independent]	—

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Reelection Shinichiro Kawabata (October 16, 1970)	April 1994	Joined Daiwa Securities Co. Ltd.	2,933,200
		November 1999	Established the Company, Representative Director and President	
		October 2011	Representative Director and President, and General Manager of Media Business Headquarters	
		October 2024	Representative Director, CEO, Performance Marketing Business (current position)	
[Reason for nomination as candidate for Director] Since the Company's establishment in November 1999, Shinichiro Kawabata has served as Representative Director of the Company and has contributed to the Group's growth by establishing and developing the performance marketing business and the media business. The Company proposes his reelection as Director as we expect that he will continue to promote the execution of the medium-term management plan and the enhancement of the Group's corporate value under his strong leadership in the changing business environment.				
2	Reelection Kazuya Ogyu (September 6, 1974)	April 1998	Joined NICHIRI Inc.	33,000
		February 2009	Representative Director of Girls Auction Co, Ltd.	
		March 2011	Joined the Company, General Manager of Business & Solution Development Division	
		October 2014	Executive Officer, General Manager of Media & Solution Business Division	
		December 2015	Director in charge of Media Business	
		December 2019	Representative Director and President of 4MEEE Inc. (current position)	
		October 2024	Director, Senior Executive Officer, Media Business & Group Alliances (current position)	
[Reason for nomination as candidate for Director] Since assuming the position of Director of the Company in December 2015, Kazuya Ogyu has been a leader and contributed to the development of the media business of the Company through the operation and launch of female-oriented media such as "mamasta" and various lifestyle media. The Company proposes his reelection as Director as we expect that his knowledge of media will be reflected in business promotion.				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company, and significant concurrent positions outside the Company			Number of the Company's shares owned
3	Reelection Shohei Fujita (August 17, 1979)	April	2002	Joined ITX Corporation	4,900
		August	2005	Established ATG Co., Ltd., Representative Director	
		July	2013	Joined the Company, General Manager of Overseas Business Strategy Division	
		June	2018	Executive Officer, General Manager of Overseas Business Strategy Division	
		December	2019	Director in charge of Overseas Business	
		October	2024	Director, Senior Executive Officer, Overseas Business (current position)	
		[Reason for nomination as candidate for Director] Since joining the Company, Shohei Fujita was engaged in market development and management of the overseas affiliate advertising businesses since its establishment. Subsequently, he assumed the position of Director in December 2019 and since then, he has been contributing to the development of the Company's business in Southeast Asia. The Company proposes his reelection as Director as we expect that his knowledge and experience relating to management of overseas businesses will be reflected in the Group's aggressive global expansion.			
4	Reelection Keita Iwabuchi (March 26, 1981)	April	2000	Joined Hotel Keikyu Co., Ltd.	4,000
		October	2008	Joined HIKARI TSUSHIN, INC.	
		April	2010	Joined the Company	
		December	2011	Director, General Manager of Corporate Management Headquarters	
		October	2014	Director in charge of Corporate Management	
		October	2024	Director, Senior Executive Officer, Group CFO (current position)	
		[Reason for nomination as candidate for Director] Since assuming the position of Director in December 2011, Keita Iwabuchi has strengthened the management base and contributed to the business development by overseeing corporate planning, accounting, finance, etc., and by conducting corporate management, IR, and M&A. The Company proposes his reelection as Director as we expect that he will oversee management, giving consideration to all stakeholders, and he will appropriately strengthen the whole Group's financial structure and governance, in order to achieve sustainable growth of the Group.			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	New election [Outside, Independent] Katsuhiko Handa (May 9, 1972)	<div> <div>April 1995</div> <div>Joined DAIKO ADVERTISING INC.</div> </div> <div> <div>June 2001</div> <div>Joined Hakuhodo Incorporated</div> </div> <div> <div>December 2003</div> <div>Transferred to HAKUHODO DY MEDIA PARTNERS INCORPORATED</div> </div> <div> <div>June 2006</div> <div>Representative Director and President of F1 Media, Inc.</div> </div> <div> <div>November 2017</div> <div>Joined Dream Incubator Inc.</div> </div> <div> <div>October 2019</div> <div>Executive Officer of Dream Incubator Inc.</div> </div> <div> <div>February 2021</div> <div>Representative Director and Chairman of the Board of Directors of Peaks Inc.</div> </div> <div> <div>March 2022</div> <div>Outside Director of MOBCAST HOLDINGS INC. (current position)</div> </div> <div> <div>April 2024</div> <div>Established Chikai Inc., Representative Director (current position)</div> </div>	0
<p>[Reason for nomination as candidate for outside Director and expected roles, etc.]</p> <p>Katsuhiko Handa has substantial experience in the advertising agency industry and a high level of insight into the media business. He also has experience in corporate management as Representative Director of Peaks Inc. The Company proposes his election as outside Director as we expect that he will provide advice on the Company's management and supervise the execution of business operations from his perspective as a manager.</p>			

- Notes:
1. There is no special interest between any of the candidates for Directors and the Company.
 2. Shinichiro Kawabata is a parent company, etc. as defined in Article 2, item 4-2 of the Companies Act.
 3. Katsuhiko Handa is a new candidate for outside Director.
 4. If Katsuhiko Handa is elected, pursuant to provisions of Article 427, paragraph 1 of the Companies Act and Article 29 of the Company's Articles of Incorporation, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the amount provided for under Article 425, paragraph 1 of the same Act.
 5. Katsuhiko Handa satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and if he is elected, the Company plans to submit notification to the aforementioned exchange as an independent officer. Although he is from HAKUHODO DY MEDIA PARTNERS INCORPORATED, a business partner of the Company, the size of transactions with HAKUHODO DY MEDIA PARTNERS INCORPORATED in the most recent fiscal year was less than 0.1% of the annual net sales of both companies.
 6. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act. This policy covers damages due to "filed claims," "claims for damages" or "claims for compensation for securities related damages" arising from acts (including nonfeasance) carried out by the insured, which includes the Company, its subsidiaries and their Directors. If each candidate for Director is elected and assumes the office as Director, each one will be included as an insured in the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 2: Election of Three Directors Who Are Audit and Supervisory Committee Members

The terms of all four Directors who are Audit and Supervisory Committee Members (Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of three Audit and Supervisory Committee Members. If this proposal is approved and adopted, the Audit and Supervisory Committee will be reduced by one member to three members (including three outside Directors), but we believe that the effectiveness of audits will continue to be ensured.

The Audit and Supervisory Committee has consented to this proposal.

The candidates for Audit and Supervisory Committee Members are as follows:

Candidate No.	Name	Positions and responsibility in the Company	Attendance at meetings of the Board of Directors	Attendance at meetings of the Audit and Supervisory Committee
1	Sachiyo Goto	Director, Full-Time Audit and Supervisory Committee Member [Reelection] [Outside, Independent]	16/16 (100%)	14/14 (100%)
2	Yoshiyuki Ishikubo	Director, Audit and Supervisory Committee Member [Reelection] [Outside, Independent]	16/16 (100%)	14/14 (100%)
3	Junichi Yoshitomi	Director, Audit and Supervisory Committee Member [Reelection] [Outside, Independent]	16/16 (100%)	14/14 (100%)

Candidate No.	Name (Date of birth)	Career summary, positions in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Reelection [Outside, Independent] Sachiyo Goto (October 1, 1985)	April 2008	Joined Daiwa Securities SMBC Co. Ltd. (current Daiwa Securities Co. Ltd.)	0
		March 2011	Joined Credit Suisse Securities (Japan) Limited	
December 2012		Joined Nihon L'Oréal K.K.		
September 2022		Outside Audit & Supervisory Board Member of Kabushiki Kaisha Strategy Advisors (current position)		
December 2022		Outside Director and Full-Time Audit and Supervisory Committee Member of the Company (current position)		
[Reason for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and expected roles, etc.] Although Sachiyo Goto has never been involved with corporate management other than as an outside officer, since assuming the position of Full-Time Audit and Supervisory Committee Member of the Company in December 2022, she has worked vigorously to revitalize the activities of the Audit and Supervisory Committee in cooperation with other Audit and Supervisory Committee Members and the Internal Audit Department. The Company has determined that she is able to carry out the duties of Audit and Supervisory Committee Member of the Company in an appropriate manner going forward, and proposes her election as Audit and Supervisory Committee Member.				
2	Reelection [Outside, Independent] Yoshiyuki Ishikubo (January 17, 1957)	October 1984	Joined Chuo Audit Corporation	200
		March 1988	Registered as a certified public accountant	
July 2001		Registered as a partner of ChuoAoyama Audit Corporation		
November 2006		Representative of Ishikubo Certified Public Accountant Office (current position)		
October 2015		Outside Director and Audit & Supervisory Committee Member of CRE, Inc. (current position)		
December 2015		Outside Audit & Supervisory Board Member of the Company		
December 2022		Outside Director and Audit and Supervisory Committee Member of the Company (current position)		
September 2024		Outside Audit & Supervisory Board Member of JICHODO Co., Ltd (current position)		
[Reason for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and expected roles, etc.] Although Yoshiyuki Ishikubo has not been involved with corporate management other than as an outside officer, since assuming the position of outside Audit & Supervisory Board Member of the Company in December 2015 and outside Audit and Supervisory Committee Member of the Company in December 2022, he has fulfilled his auditing functions in a fair and impartial manner, from his ample experience and specialist perspective as a certified public accountant. The Company has determined that he is able to carry out the duties of Audit and Supervisory Committee Member of the Company in an appropriate manner going forward, and proposes his election as Audit and Supervisory Committee Member.				

Candidate No.	Name (Date of birth)	Career summary, positions in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Reelection [Outside, Independent] Junichi Yoshitomi (June 15, 1963)	<p>April 1987 Joined Wako Securities Co., Ltd. (current Mizuho Securities Co., Ltd.)</p> <p>April 2008 General Manager of Corporate Business Promotion 1st Department, Global Investment Bank Division</p> <p>July 2012 Established JYSolution Co., Ltd., Representative Director (current position)</p> <p>August 2014 Outside Director of Conversion Technology, Inc. (current Subscription Factory, Inc.)</p> <p>December 2021 Outside Audit & Supervisory Board Member of the Company</p> <p>June 2022 Outside Director and Audit and Supervisory Committee Member of JCD Solution Co., Ltd. (current TOPHILLS Co., Ltd.) (current position)</p> <p>December 2022 Outside Director and Audit and Supervisory Committee Member of the Company (current position)</p>	0
<p>[Reason for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and expected roles, etc.]</p> <p>Junichi Yoshitomi has many years of experience in securities companies and a wealth of expertise as a corporate manager and outside officer. He assumed the position of outside Audit & Supervisory Board Member of the Company in December 2021 and outside Audit and Supervisory Committee Member of the Company in December 2022, and has provided valuable advice from the viewpoint of a corporate manager. The Company has determined that he is able to carry out the duties of Audit and Supervisory Committee Member of the Company in an appropriate manner going forward, and proposes his election as Audit and Supervisory Committee Member.</p>			

- Notes:
1. There is no special interest between any of the candidates for Audit and Supervisory Committee Members and the Company.
 2. Sachiyo Goto, Yoshiyuki Ishikubo and Junichi Yoshitomi are candidates for outside Directors.
 3. At the conclusion of this General Meeting of Shareholders, Sachiyo Goto's tenure as outside Audit and Supervisory Committee Member will have been two years.
 4. At the conclusion of this General Meeting of Shareholders, Yoshiyuki Ishikubo's tenure as officer of the Company will include seven years as outside Audit & Supervisory Board Member and two years as outside Audit and Supervisory Committee Member.
 5. At the conclusion of this General Meeting of Shareholders, Junichi Yoshitomi's tenure as officer of the Company will include one year as outside Audit & Supervisory Board Member and two years as outside Audit and Supervisory Committee Member.
 6. Pursuant to provisions of Article 427, paragraph 1 of the Companies Act and Article 29 of the Company's Articles of Incorporation, the Company has entered into agreements with Sachiyo Goto, Yoshiyuki Ishikubo and Junichi Yoshitomi to limit their liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages is the amount provided for under Article 425, paragraph 1 of the same Act. If their reelection is approved, the Company plans to renew the aforementioned agreement with each of them.
 7. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Sachiyo Goto, Yoshiyuki Ishikubo and Junichi Yoshitomi have been designated as independent officers who will not have any conflict of interests with general shareholders, as provided for by the aforementioned exchange. If their reelection is approved, the Company plans to submit notification concerning their appointment as independent officers to continue to the aforementioned exchange.
 8. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act. This policy covers damages due to "filed claims," "claims for damages" or "claims for compensation for securities related damages" arising from acts (including nonfeasance) carried out by the insured, which includes the Company, its subsidiaries and their Directors who are Audit and Supervisory Committee Members. If each candidate for Audit and Supervisory Committee Member is elected and assumes the office as Director who is an Audit and Supervisory Committee Member, each one will be included as an insured in the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 3: Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

The Company proposes the election of one substitute Director who is an Audit and Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

The validity of the election of substitute Director who is an Audit and Supervisory Committee Member can be nullified by resolution of the Board of Directors if the consent of the Audit and Supervisory Committee has been obtained; provided, however, that it is only in a time before assuming office as Audit and Supervisory Committee Member.

The Audit and Supervisory Committee has consented to this proposal.

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

Name (Date of birth)	Career summary, positions and responsibility in the Company, and significant concurrent positions outside the Company			Number of the Company’s shares owned
Tomoaki Yoritake (April 16, 1976)	April	1999	Joined MAC HOUSE CO., LTD., assigned to Accounting Department	0
	June	2006	Chief of Accounting Department	
	September	2013	Assigned to Internal Audit Office	
	March	2017	Leader of Internal Audit Office	
	January	2019	Joined the Company, Group Manager of Internal Audit (current position)	
[Reasons for nomination as candidate for substitute Director who is an Audit and Supervisory Committee Member] Tomoaki Yoritake has been engaged in the accounting and internal audit departments of a listed company for many years and has broad knowledge of finance, accounting, taxation, and financial statement disclosure operations, as well as considerable knowledge and experience in auditing operations, particularly J-SOX. The Company has determined that he is able to leverage this knowledge and experience and to carry out these duties in an appropriate manner even in an emergency, and proposes his election as substitute Director who is an Audit and Supervisory Committee Member.				

- Notes:
1. There is no special interest between the candidate and the Company.
 2. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act. This policy covers damages due to "filed claims," "claims for damages" or "claims for compensation for securities related damages" arising from acts (including nonfeasance) carried out by the insured, which includes Directors who are Audit and Supervisory Committee Members. If the candidate assumes the office as Director who is an Audit and Supervisory Committee Member, he will be included as an insured in the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.