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(Securities Code: 4777)

(Start date of Measures for Electronic Provision: March 7, 2025)

(Dispatch date: March 13, 2025)

Hyunsu Kim  
Representative Director & Group CEO  
GALA INCORPORATED  
6-12-18, Jingumae, Shibuya-ku, Tokyo

## **CONVOCATION NOTICE OF THE 32<sup>nd</sup> ANNUAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

Notice is hereby given that the 32<sup>nd</sup> Annual Meeting of Shareholders will be held as follows.

The Meeting will be held as a meeting of shareholders without a designated location (Fully Online Shareholders Meeting) in accordance with Article 66, Paragraph 1 of the Industrial Competitiveness Enhancement Act and Article 12, Paragraph 2 of the Company's Articles of Incorporation.

In convening this Meeting of Shareholders, we have taken measures to electronically provide information that constitutes the contents of the Reference Documents for the 32nd Annual Meeting of Shareholders, etc. (Matters to be Provided Electronically). Please access the information on the Company's website using the following link:

The Company's Website: <https://www.gala.biz/investor-relations/shareholders-meeting>



(Please access the above website to review the materials for the meeting of shareholders regarding the fiscal year ended December 31, 2024 (32nd fiscal year).)

In addition to the Company's website, the Matters to be Provided Electronically are also posted on the website of the Tokyo Stock Exchange (TSE), which can be found at the following link.

Tokyo Stock Exchange Website (TSE Listed Company Information Service)  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



(Please access the above TSE website, search by entering "Gala" in "Issue name (company name)" or our securities code "4777" in "Code," select "Basic information" and then "Documents for public inspection/PR information," and access "Notice of General Shareholders Meeting/Informational

Materials for a General Shareholders Meeting" under "Filed information available for public inspection.")

If you are unable to attend the meeting, or even if you plan to attend the meeting, as a precaution against communication failure, etc., please exercise your voting rights in advance by mail (in writing) or via the Internet by 6:00 p.m. on Friday, March 28, 2025 (JST), as follows.

**[Voting in writing (by mail)]**

Please indicate your approval or disapproval of the proposals on the voting form to be sent together with this Notice of Convocation, and send it back so that it arrives at the Company by the above deadline.

**[Voting via the Internet]**

Please exercise your voting rights no later than the above deadline, by accessing the voting website designated by the Company, using the voting code and password printed on the voting form, and entering your approval or disapproval of each proposal following the instructions on your screen.

1. Date and Time: Saturday, March 29, 2025, at 10:00 a.m. (JST)  
(Login available from 9:30 a.m.)
2. Venue: Meeting of Shareholders without a designated location (Fully Online Shareholders Meeting)  
In the event that the Meeting cannot be held on the above date and time due to communication problems or other reasons, the Meeting will be postponed to Sunday, March 30, 2025, at 10:00 a.m., or a continuation meeting will be held. In such case, a notice will be promptly posted on the Company's website (<https://www.gala.biz/>)  
This Meeting of Shareholders will be held exclusively online, so there will be no physical venue for attendance. For details on how to attend and exercise voting rights at this Meeting of Shareholders, please refer to "How to Attend and Exercise Voting Rights at the Fully Online Shareholders Meeting and How to Attend the Online Business Briefing Session" on page 4.
3. Agenda for the Meeting:  
Matters to be reported:
  1. The Business Report and the Consolidated Financial Statements for the 32nd fiscal year (from January 1, 2024, to December 31, 2024), and the Audit Results of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors.
  2. The Non-Consolidated Financial Statements for the 32nd fiscal year (from January 1, 2024, to December 31, 2024).  
Matters to be resolved:  
Proposal No.1. Partial Amendment to the Articles of Incorporation  
Proposal No.2. Election of Two Directors
4. Matters Resolved for Convocation
  - (1) The method of communication used to send and receive information on the proceedings of this Meeting of Shareholders shall be via the Internet.
  - (2) In the event that your approval or disapproval of each proposal is not indicated on the voting form, it shall be considered as an indication of approval.

- (3) When voting rights are exercised via the Internet more than once, the last vote shall be deemed effective.
- (4) When voting rights are exercised in duplicate, both in writing and via the Internet, the vote via the Internet shall be deemed effective regardless of when the vote reached the Company.
- (5) If you exercise your voting rights in advance in writing or via the Internet and attend the Meeting of Shareholders online and exercise your voting rights in duplicate, the vote exercised at the Meeting of Shareholders will be deemed effective. If you do not exercise your voting rights at the Meeting of Shareholders, the details of your vote exercised in writing or via the Internet in advance will be deemed effective. If you do not exercise your voting rights in advance and attend the Fully Online Shareholders Meeting on the day of the meeting, but the Company is unable to confirm your exercise of voting rights on the day of the meeting, your vote will be treated as an abstention.
- (6) If you wish to exercise your voting rights by proxy, one other shareholder with voting rights may attend the meeting as your proxy. However, please note that you will be required to submit a written document certifying your proxy's authority. Then, please attend the meeting after following the procedures described on page 4, "How to Attend and Exercise Voting Rights at the Fully Online Shareholders Meeting and How to Attend the Online Business Briefing Session."

Submission deadline: Thursday, March 27, 2025, 6:00 p.m. (JST, must arrive by this date)

Submission address: Gala Inc., 6-12-18 Jingumae, Shibuya-ku, Tokyo 150-0001, Japan

- (7) Summary of the contents of the policy regarding measures to prevent communication problems, and how shareholders who have difficulty using the Internet can participate in the meeting  
Please refer to "How to Attend and Exercise Voting Rights at the Fully Online Shareholders Meetings and How to Attend the Online Business Briefing Session" on page 4.

(Cautions and Requests)

- After the "Fully-Online Shareholders Meeting", the "Online Business Briefing Session" will be held on the day of the meeting, and you are cordially invited to attend the session. For details on how to attend the "Online Business Briefing Session," please refer to "How to Attend and Exercise Voting Rights at the Fully Online Shareholders Meetings and How to Attend the Online Business Briefing Session" on page 4.

(Notice)

- Shareholders who have requested delivery of the document will also receive a document stating the matters to be provided electronically, but such document will exclude the following matters in accordance with laws and regulations and Article 18, Paragraph 2 of the Company's Articles of Incorporation.
  - (i) "Systems to ensure the appropriateness of business operations and the status of operation of such systems" in the Business Report
  - (ii) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
  - (iii) "Statement of Changes in Equity" and "Notes to the Non-Consolidated Financial Statements" in the non-consolidated financial statements.

The above item (i) is included in the Business Report which was audited by the Corporate Auditors in the preparation of the Audit Report. The above items (ii) and (iii) are included in the Consolidated Financial Statements and the Non-Consolidated Financial Statements audited by the Accounting Auditor and the Corporate Auditors in the preparation of the Audit Report.

- In the event of any modification to the electronic provision measures, a notice of such modification and measures before and after the modification will be posted on the Company's website and the TSE's website above.

## **How to Attend and Exercise Voting Rights at the Fully Online Shareholders Meeting and How to Attend the Online Business Briefing Session**

### **1. What is a Fully Online Shareholders Meeting?**

A fully online shareholders meeting is a shareholders meeting in which directors, shareholders, and others "attend" the shareholders meeting (as prescribed by the Companies Act) through the Internet or other means, without holding a real shareholders meeting (a shareholders meeting held at a physical location).

This Meeting of Shareholders will be held as a fully online shareholders meeting, so shareholders who applied in advance to attend the meeting online and attended the meeting online on the day of the meeting can ask questions and exercise their voting rights while watching the live webcast.

\*The fully online shareholders meeting corresponds to the "virtual-only shareholders meeting" in the "Implementation Guide for Hybrid Virtual Shareholders' Meetings (February 26, 2020)" by the Ministry of Economy, Trade and Industry.

### **2. How to Pre-Register for the Fully Online Shareholders Meeting**

This Meeting of Shareholders will be held via Zoom video webinar. Shareholders who wish to attend the meeting are required to pre-register for the fully online meeting by following the instructions below:

- (1) Obtain a Zoom account.
- (2) Download the Zoom client or Zoom mobile app for the meeting.
- (3) Apply for the Online Shareholders Meeting by sending an e-mail with the required information and a screen capture of the voting form attached to the inquiry e-mail address ([sokai@gala.jp](mailto:sokai@gala.jp)) by 11:59 p.m., Wednesday, March 26, 2025 (JST).
- (4) Once the shareholders' identities are verified, you will receive the Zoom video webinar pre-registration e-mail from the Company's Secretariat. You can apply for the Zoom video webinar via the URL provided in the email (application deadline: 3:00 p.m., Thursday, March 27, 2025 (JST)).

For further details, please refer to our website at the following link:

[https://www.gala.biz/investor-relations/shareholders-meeting/20250329\\_meeting.pdf](https://www.gala.biz/investor-relations/shareholders-meeting/20250329_meeting.pdf).

### **3. How to Attend the Fully Online Shareholders Meeting**

After you apply for the Zoom video webinar described in (4) of the above "2. How to Pre-Register for the Fully Online Shareholders Meeting," the Secretariat will confirm the webinar registration. Once

confirmed, you will receive an e-mail with the information you need to attend the online shareholders' meeting (including the URL, webinar ID, PW, etc. to access the meeting on the day of the meeting).

By clicking the access URL for the day, the Zoom client or Zoom mobile app will be launched and you will be asked to log in to the webinar (\*).

Logging in for the online shareholders meeting on the day of the meeting will be available from 9:30 a.m. From the time of admission until the start of the shareholders meeting (10:00 a.m.), you will be placed on standby after admission, so please wait until the meeting starts.

(\*) If the Zoom client or Zoom mobile app does not start up, please enter your webinar ID and PW directly into the Zoom client or Zoom mobile app to log in.

#### **4. How to Attend the Online Business Briefing Session**

After the "Fully Online Shareholders Meeting", the "Online Business Briefing Session" will be held on the day of the meeting, and you are cordially invited to attend the session. Shareholders who wish to attend the "Online Business Briefing Session" are requested to attend the "Online Meeting of Shareholders" online and the "Online Business Briefing Session" held after the "Online Meeting of Shareholders" by referring to the above "2. How to Pre-Register for the Fully Online Shareholders Meeting."

#### **5. Handling Questions**

Shareholders who attend the meeting online may raise their hands by using the "raise your hand" function of the Zoom video webinar when the Chairman announces that the meeting is open for questions and any comments on the deliberations, including motions. The shareholder nominated by the Chairman may ask a question.

Please note the following points:

- If a question does not relate to the agenda of this Meeting of Shareholders, answering a question requires detailed investigation, a question is duplicative, answering a question may infringe on the rights or interests of customers, employees, or others, or a question is abusive and clearly intended to interfere with the operation of this Meeting of Shareholders, we may not take up the question or refrain from answering it.

#### **6. Exercise of Voting Rights**

Shareholders attending the meeting online may exercise their voting rights through the voting function of the Zoom video webinar by following the Chairman's instructions.

## **7. Submit Motions**

If shareholders attending this Meeting of Shareholders online wish to submit motions, they can raise their hands by using the Zoom video webinar's "raise your hand" function when the Chairman announces that the meeting will be open for questions and any comments on the deliberations, including motions. The shareholder nominated by the Chairman may submit a motion.

Please note that motions made at a timing or by a method other than those specified by the Chairman, or motions that cannot be determined whether they are motions, may not be taken up as motions. If a shareholder repeatedly submits a similar motion or a motion that is clearly unlawful, or makes any other motion that is deemed to interfere with the progress of the proceedings or the stable operation of the online shareholder meeting system, the communication of the shareholder in question may be forcibly blocked by order of the Chairman or by the discretion of the Secretariat under the Chairman's direction.

## **8. Summary of the Contents of the Policy on Measures to Prevent Communication Failures**

We will ensure a sufficient system capacity so that the meeting is accessible to all shareholders who wish to attend.

The Company will take measures in advance to prepare for the occurrence of system failures, including the preparation of manuals to address communication failures.

In the event of a significant disruption to the proceedings of this Meeting of Shareholders due to a communication failure or other reasons, the Chairman may decide to postpone or continue this Meeting of Shareholders, and a resolution to that effect will be proposed at the beginning of this Meeting of Shareholders. In the event that the Chairman decides to postpone or continue the Meeting of Shareholders in accordance with such resolution, the postponed or continued shareholders meeting will be held on Sunday, March 30, 2025, at 10:00 a.m. (JST). In such case, the Company will promptly announce such meeting on the Company's website (<https://www.gala.biz/>), and you are cordially invited to attend the postponed or continued meeting of the Shareholders' Meeting in accordance with the instructions on the above "3. How to Attend the Fully Online Shareholders Meeting."

## **9. How Shareholders Who Have Difficulty Using the Internet Can Participate in the Meeting (Outline of the Contents of the Policy Regarding Consideration of Securing Profits)**

Shareholders who have difficulty using the Internet are requested to exercise their voting rights in advance by mail (in writing). Please refer to page 2 for the method of exercise.

## **10. Support Regarding This Matter**

Please send all inquiries regarding this matter, including those regarding online shareholders meeting pre-registration, to the inquiry email address ([sokai@gala.jp](mailto:sokai@gala.jp)). Please note that we cannot respond to inquiries by telephone.

For inquiries regarding how to obtain a Zoom account, how to install the Zoom application, how to connect to Zoom, Zoom functions, etc., we can provide general instructions by e-mail, but we are unable to provide instructions that correspond to the individual communication environment of each shareholder. We appreciate your understanding.

Please note that we will not be able to provide support for any problems that may arise on the day of the online shareholders meeting due to problems with the shareholder's environment or other issues on the shareholder's side, such as inability to connect, delays, inability to hear voices, inability to speak, or inability to exercise voting rights. We will not be liable for any disadvantage incurred as a result of such problems.

## **11. Other Notes Regarding Attendance at the Meeting of Shareholders**

- (1) In case of communication failure or computer malfunction, we recommend that you exercise your voting rights in advance even if you attend this Meeting of Shareholders. Please refer to page 2 for instructions on how to exercise your voting rights in advance.
- (2) To attend the meeting online, you must (1) obtain a Zoom account and (2) access the meeting via the Zoom client for meetings (for PCs) or the Zoom mobile app (for smartphones or tablet devices). Therefore, you will need to do the following:
  - (i) Obtain a Zoom account.
  - (ii) Download the Zoom client or Zoom mobile appPlease note that you will not be able to attend the meeting by any method other than logging in with your Zoom account from the Zoom client for meetings or the Zoom mobile app (e.g., attending the meeting using only a browser without installing the app).
- (3) Expenses related to the use of the Internet (provider connection fees, communication fees, etc.) shall be borne by shareholders.
- (4) Any problems before the opening of or during this Meeting of Shareholders, or any changes in its operation will be posted on our website (<https://www.gala.biz/>), so please refer to it for further information including subsequent actions to be taken.

## Reference Documents for the 32<sup>nd</sup> Annual Meeting of Shareholders

### Proposal No.1: Partial Amendment to the Articles of Incorporation

#### 1. Reasons for the proposal

We propose to amend Article 19 (Number of Directors) of the current Articles of Incorporation, increasing the maximum number of directors from 12 to 14. The purposes of the proposal are to further strengthen and enhance the management foundation of our group, improve the independence and effectiveness of the Board of Directors, and reinforce the corporate governance system.

#### 2. Details of the amendment

Details of the amendment are as follows:

(The amended parts are underlined)

Current Articles of Incorporation	Proposed Amendments
Articles of Incorporation of Gala Inc. (Number of Directors) Article 19 The Company shall have no more than <u>12</u> directors. <u>Revised on March 23, 2024</u>	Articles of Incorporation of Gala Inc. (Number of Directors) Article 19 The Company shall have no more than <u>14</u> directors. <u>Revised on March 29, 2025</u>

## Proposal No.2: Election of Two Directors

We propose to increase the number of directors by two in order to further strengthen and enhance the management foundation of our group, improve the independence and effectiveness of the Board of Directors, and reinforce the corporate governance structure. This proposal is contingent upon the approval of Proposal No. 1, "Partial Amendment to the Articles of Incorporation," as originally proposed. According to the provision of the Company's Articles of Incorporation, the term of the directors appointed under this proposal ends at the end of the term of other current directors.

The candidates for Directors are as follows:

Candidate No.	Name (Date of Birth)	Brief Personal History, Position and Responsibility in the Company (Significant Concurrent Positions)	Number of the Company's shares held
1	Hwayong Seong* (April 16, 1984)	<p>Jul 2013 Tax Specialist, Korea Gas Corporation      Dec 2014 Registered as Korean Certified Public Accountant      Apr 2015 Manager, KPMG Samjong Accounting Corp.      May 2018 Strategic Planning Team Leader, Polus Inc.      Jul 2019 Head of Finance &amp; Accounting, Megazone Cloud Corporation (current position)</p> <p><b>[Reason for Appointment and Expected Role]</b>      The reason for nominating Mr. Hwayong Seong as an outside director candidate is that he is a certified public accountant with extensive expertise in accounting practices. We expect him to leverage this expertise, particularly in the field of IFRS practices in South Korea, to provide professional oversight and advice on the execution of directors' duties. If Mr. Seong assumes the position of director, he is expected to maintain an objective and neutral stance in overseeing other directors and assessing the adequacy and appropriateness of the Board's decision-making. Although Mr. Seong has no prior experience in corporate management other than serving as an outside officer, we believe that he is well-qualified to fulfill his duties as an outside director based on the reasons stated above.</p>	-
2	Sanguk Park* (November 27, 1978)	<p>Jan 2009 Joined NEXON Korea Corporation      Jan 2011 Joined KT Corp.      Apr 2014 Founded CLOUDNOA Corp., Representative Director      Jan 2025 Managing Director, Megazone Cloud Corporation (current position)</p> <p>(Important concurrent positions)      Managing Director, Megazone Cloud Corporation</p> <p><b>[Reason for Appointment and Expected Role]</b>      The reason for nominating Mr. Sanguk Park as an outside director candidate is his extensive experience and broad knowledge in corporate management and other areas as Managing Director of Megazone Cloud Corporation. We expect him to provide valuable advice that is beneficial to our company's management during the important decision-making processes at the Board level. If Mr. Park assumes the position of director, he is expected to maintain an objective and neutral stance in overseeing other directors and assessing the adequacy and appropriateness of the Board's decision-making. Based on the above reasons, we believe that Mr. Park will be able to fulfill the responsibilities of an outside director effectively.</p>	-

(Notes) 1. (\*) New candidates for Directors.

2. There are no special interests between the candidates and our company.
3. Mr. Hwayong Seong and Mr. Sanguk Park are candidates for outside directors.
4. If the election of Mr. Hwayong Seong and Mr. Sanguk Park is approved, the Company plans to enter into a liability limitation agreement with each of them, based on Article 427, Paragraph 1 of the Companies Act. The agreement will limit liability for damages under Article 423, Paragraph 1 of the said Act to the minimum liability amount set forth in Article 425, Paragraph 1 of the Act.
5. The company has concluded a directors and officers liability insurance policy with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which insures Directors, Corporate Auditors and employees in managerial and other positions of the Company and its subsidiaries. The policy provides for compensation for damages and costs of litigation to be borne by the insured in the event that a claim for damages is made against the insured due to wrongful acts committed by the insured in his/her capacity as an insured. However, in order to ensure that the insured's performance of his/her duties is not impaired, certain exclusions apply, such as not covering damages caused by acts committed with the knowledge that the acts violate laws and regulations. If each candidate is elected and assumes office as a Director, he/she will become an insured under the relevant insurance policy. The insurance policy will be renewed with the same terms and conditions at the next renewal.

[Reference] Skill Matrix of Directors

The Skill Matrix of Directors, if Proposal No.2 is approved as proposed at the 32<sup>nd</sup> Annual Meeting of Shareholders, is as follows.

Name	Position	Business Management	Finance and Accounting	Technology Development	Marketing	Legal Affairs	International Affairs
Hyunsu Kim	Representative Director Group CEO	○		○	○		○
Satoru Kikugawa	Chairman of the Board	○		○	○		○
Jiye Kim	Director	○			○		○
Yuki Okamoto	Director CFO	○	○				
Nicolas Pajot	Director	○			○		○
Hyun Hur	Director	○			○		○
Dongyeon Won	Director	○		○	○		
Sanghoon Cha	Outside Director	○			○		
Hyungwoo Chon	Outside Director	○				○	○
Jooyoung Lee	Outside Director	○		○	○		○
HyungJoon Jun	Outside Director	○			○		○
Hwayong Seong	Outside Director	○	○				○
Sanguk Park	Outside Director	○		○	○		○
Noriyuki Kuramochi	Outside Director	○			○		