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Securities code 3901
March 6, 2026
(Start date of electronic provision measures: March 2, 2026)

To All Shareholders

7-15-9 Roppongi, Minato Ward, Tokyo
MarkLines Co., Ltd.
President and Representative Director Makoto Sakai

Notice of the 25th Ordinary General Meeting of Shareholders

Dear Shareholders,

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

Notice is hereby given that the 25th Ordinary General Meeting of Shareholders of the Company will be held as follows:

The Company has adopted an electronic method of providing notice of the 25th Ordinary General Meeting of Shareholders, which is posted on the following website.

Company website (<https://www.marklines.com/ja/ir/library/>).

In addition, the information is also posted on the following website on the Internet.

Tokyo Stock Exchange website

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

Please access the above website, enter or search for our company name or stock code, and select "Basic information" and "Documents for public inspection/PR information" in that order.

If you are unable to attend the meeting, you may exercise your voting rights via the Internet or in writing. We kindly request that you refer to the "Information on How to Exercise Your Voting Rights" below and review the reference documents for the General Meeting of Shareholders posted in the Electronic Provision Measures section and exercise your voting rights by 5:30 p.m. on Monday, March 23, 2026 (Tokyo time).

Sincerely

Items

1. Date and time Tuesday, March 24, 2026, at 10:00 a.m.
2. Location 1-5-3 Jingumae, Shibuya Ward, Tokyo
Togo Memorial Hall 4F, Tensho Room
* Note: The venue is different from the previous Meeting.
3. Purpose
Matters to be reported:
 1. To report on the contents of the Business Report and the Consolidated Financial Statements for the 25th fiscal year (from January 1, 2025, to December 31, 2025) and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
 2. To report on the contents of the Financial Statements for the 25th fiscal year (January 1, 2025, through December 31, 2025)

Proposals to be resolved:

- Proposal 1: Appropriation of Surplus Funds
- Proposal 2: Election of seven (7) Directors
- Proposal 3: Election of two (2) Corporate Auditors
- Proposal 4: Payment of bonuses to Corporate Officers

4. Other matters to be decided at the time of convocation

- (1) When exercising voting rights by proxy, delegation is limited to shareholders who have voting rights. Please note that only one proxy is allowed.

- (2) In the event a shareholder intends to exercise voting rights in a non-uniform manner, please notify the Company of said intention and the reason thereof at least three days prior to the General Meeting of Shareholders.
- (3) Please note that any voting right exercised without an indication of for or against a proposal on the Voting Rights Exercise Form shall be treated as an intent of approval.

End



Remarks:

- ⊙ If you attend the meeting in person, please submit the enclosed Voting Rights Exercise Form to the receptionist at the meeting.
- ⊙ The document we are sending you based on your request for delivery of the document also serves as the document describing the matters for electronic provision measures.
- ⊙ If any revisions are made to the electronic provision measures, the revised information will be posted on the respective websites.
- ⊙ The Company will also send a document stating the matters to be provided electronically to shareholders who have requested the delivery of the document, but such a document will exclude the following matters pursuant to the provisions of laws and regulations as well as Article 14, Paragraph 2 of the Company's Articles of Incorporation.
 - ① "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - ② "Individual notes" to Financial Statements"

Accordingly, the Business Report, Consolidated Financial Statements and Financial Statements included in this document are part of the subject documents audited by the Accounting Auditor in preparing the Accounting Auditor's Report and by the Corporate Auditors in preparing its Audit Report.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus Funds

The appropriation of surplus funds is proposed as follows.

Matters related to year-end dividends

The Company would like to propose the year-end dividend for the 25th fiscal year as follows, taking into consideration the business performance of the current fiscal year, the emphasis on profit distribution to shareholders, and the securing of internal reserves.

(1) Type of dividend assets

The amount will be in cash.

(2) Matters related to the allocation of dividend assets and the total amount

Cash per share of common stock	JPY 52.00
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of the Company

Total dividend amount	JPY 662,819,040
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(3) Effective date of distribution of surplus funds

March 25, 2026

Proposal 2: Election of seven (7) Directors

The terms of office of all (6) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, in order to strengthen the management structure, the Company proposes to increase the number of Directors by one (1) and to elect seven (7) Directors.

The candidates for Directors are as follows:

Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of Company shares held
1	[Reappointment] Makoto Sakai (January 27, 1954)	<p>April 1977 Joined Nissan Motor Co., Ltd.</p> <p>May 1990 M.B.A., Gies College of Business - University of Illinois Urbana-Champaign</p> <p>October 1991 Joined Japan Asia Investment Co., Ltd.</p> <p>March 1999 Joined Delphi Automotive Systems Japan, Ltd.</p> <p>March 2000 President and Representative Director, Net Riders Daytona, Inc.</p> <p>January 2001 Established the Company; President and Representative Director (present position)</p> <p>February 2003 President and Representative Director, MarkLines North America, Inc.</p> <p>September 2004 Executive Director, MarkLines (Shanghai) Co., Ltd. (present position)</p> <p>May 2011 President and Representative Director, MarkLines North America, Inc.</p> <p>May 2012 Director, MarkLines North America, Inc. (present position)</p> <p>July 2013 Director, MarkLines (Thailand) Co., Ltd. (present position)</p> <p>January 2015 President and Representative Director, MarkLines Europe GmbH (present position)</p> <p>April 2020 Automobile Fund Co., Ltd.</p> <p>Chairman and Representative Director (present position)</p> <p>December 2022 Director, MarkLines Mexicana S.A. de C.V. (present position)</p> <p>(Significant concurrent positions)</p> <p>Executive Director, MarkLines (Shanghai) Co., Ltd.</p> <p>Director, MarkLines North America, Inc.</p> <p>Director, MarkLines (Thailand) Co., Ltd.</p> <p>President and Representative Director, MarkLines Europe GmbH</p> <p>Chairman and Representative Director, Automotive Fund Co., Ltd.</p> <p>Director, MarkLines Mexicana S.A. de C.V.</p>	1,800,000 shares
<p>Reason for nomination as candidate for Director</p> <p>Mr. Makoto Sakai is the founder of the Company. In addition, he has overseen the Company's management as a Representative Director since its establishment and has a wealth of experience and accomplishments. We have nominated him as a candidate for Director as we believe that he is a person who can continue to improve the corporate values of the Group in a sustainable manner and supervise the Group as a whole.</p>			
Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of Company shares held
2	[Reappointment] Nana Kajiwara (August 5, 1968)	<p>April 1991 Joined Japan Asia Investment Co., Ltd.</p> <p>April 2001 Joined the Company</p> <p>December 2020 General Manager, Research Department III, Information Platform Division</p> <p>May 2022 Executive Officer of the Company, General Manager of Research Department III, Information Platform Division, and Head of Information Department</p> <p>March 2024 Company Director (present position)</p> <p>June 2025 General Manager, Information Platform Division</p> <p>General Manager of Information Department I and General Manager of Information Department II (present position)</p>	500 shares
<p>Reason for nomination as candidate for Director</p> <p>Ms. Nana Kajiwara oversees the Information Department, which is the content production division of the Information Platform that forms the core of the Group, and is working to improve business performance. We have nominated her as a candidate for Director because we believe that she will continue to contribute to the sustainable enhancement of the Group's corporate values.</p>			

Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of Company shares held
3	[Reappointment] Hiroyuki Asada (March 29, 1962)	<p>April 1986 Joined Mitsubishi Motors Corporation (MMC)</p> <p>September 2001 Senior Expert, Safety Testing Dept., MMC</p> <p>April 2014 General Manager, Advanced Vehicle Research Dept., MMC</p> <p>April 2017 General Manager, Advanced Vehicle Development Dept., MMC</p> <p>October 2018 Chief Technology Engineer, Vehicle Technology Development Division, MMC</p> <p>June 2020 Joined the Company</p> <p>March 2024 Company Director (present position)</p> <p>August 2024 General Manager, MarkLines Benchmark Center (present position)</p> <p>April 2025 MarkLines Software Development Co., Ltd. Director (present position)</p> <p>(Significant concurrent positions) Director, MarkLines Software Development Co., Ltd.</p>	500 shares
<p>Reason for nomination as candidate for Director</p> <p>Mr. Hiroyuki Asada is working hard to improve business performance by taking charge of various projects in the Consulting Services Department, utilizing the various experiences and knowledge he has cultivated in the Development Department of a major automobile manufacturer. We have nominated him as a candidate for Director because we believe that he will continue to contribute to the sustainable enhancement of the Group's corporate values.</p>			
Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of Company shares held
4	[New appointment] Mitou Takaku (October 16, 1974)	<p>August 1998 Joined Hong Kong. Sumida Electric (H.K.) Company Limited.</p> <p>September 2000 Joined Yoshida Institute of Japanese Language</p> <p>March 2008 Joined the Company</p> <p>May 2025 Company Executive Officer, Information Platform Division General Manager, Sales Planning Department (present position)</p>	10,500 shares
<p>Reason for nomination as candidate for Director</p> <p>Ms. Mitou Takaku oversees the Sales Department of the Information Platform division, which is the core of our group, and is committed to strengthening profitability and improving business performance through aggressive sales development. We have nominated her as a candidate for Director because we believe that she will continue to contribute to the sustainable enhancement of the Group's corporate values.</p>			
Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of Company shares held
5	[New appointment] Kazuyuki Kondo (July 30, 1966)	<p>April 1987 Joined Mitakogyo Co., Ltd.</p> <p>February 1990 Joined Tokyo System Research Corporation</p> <p>April 1996 Joined Mitsui Marine System Service Co., Ltd. (now MS&AD Systems Co., Ltd.)</p> <p>September 2001 Joined Moss Institute, Co., Ltd.</p> <p>October 2002 Joined SystemEXE, Inc.</p> <p>October 2016 Joined the Company</p> <p>May 2020 Executive Officer, in charge of IT (present position)</p>	—
<p>Reason for nomination as candidate for Director</p> <p>Mr. Kazuyuki Kondo has led the shift to in-house system development and the establishment of a global development system, contributing significantly to rapid business development and improved management efficiency. We have nominated him as a candidate for Director because we believe that he will continue to contribute to the sustainable enhancement of the Group's corporate values.</p>			

Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of Company shares held
6	[Reappointment] [Outside Director] Akihiko Shido (January 30, 1943)	<p>April 1968 Joined Yorozu Automobile Works (now Yorozu Corporation)</p> <p>June 1983 Appointed Director of Yorozu Corporation</p> <p>June 1992 Appointed Representative Director and Senior Managing Director of Yorozu Corporation</p> <p>March 1993 Outside Director of Yorozu Express Co., Ltd. (present position)</p> <p>June 1996 Appointed Representative Director and Vice President of Yorozu Corporation</p> <p>June 1998 Appointed Representative Director and Senior Managing Director of Yorozu Corporation</p> <p>June 1999 Outside Director, Toho Corporation (present position)</p> <p>July 1999 Outside Director of Ogura Kinzoku Co., Ltd. (present position)</p> <p>June 2008 Representative Director and Chairman, Chief Executive Officer, Yorozu Corporation (present position)</p> <p>June 2015 Outside Director, Ahresty Corporation</p> <p> Outside Director, Univance Corporation</p> <p>May 2016 Appointed Chairman and Representative Director of Japan Auto Parts Industries Association</p> <p>March 2018 Outside Director of the Company (present position)</p> <p>June 2018 President and Representative Director, Auto Parts Center</p> <p> June 2020 Director, Auto Parts Center (present position)</p> <p>(Significant concurrent positions)</p> <p>Representative Director and Chairman, Chief Executive Officer, Yorozu Corporation</p> <p>Outside Director, Yorozu Express Co., Ltd.</p> <p>Outside Director, Toho Corporation</p> <p>Outside Director, Ogura Kinzoku Co., Ltd.</p> <p>Director, Auto Parts Center</p>	—

Reason for nomination as candidate for Outside Director and expected role

Mr. Akihiko Shido holds an executive position at a major independent automotive parts manufacturer and has deep knowledge of the automotive industry from his concurrent experience serving as Chairman of the Japan Auto Parts Industries Association (JAPIA). We believe he can provide objective advice and recommendations on the appropriateness and fairness of the Board's decision-making from an independent, company-wide perspective.

Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of Company shares held
7	[Reappointment] [Outside Director] Hiroshi Miyagawa November 29, 1965	<p>April 1988 Joined ASCII Corporation, Ltd.</p> <p>December 1999 Joined Internet Research Institute, Inc.</p> <p>April 2000 Appointed as Director of IID, Inc.</p> <p>October 2002 Representative Director of IID, Inc. (present position)</p> <p>September 2005 Appointed as Director of Internet Research Institute, Inc.</p> <p>June 2010 CEO, Interface in Design, Inc.</p> <p>November 2012 Director of en Factory, Inc. (present position)</p> <p>June 2015 Director of Ehon navi Corporation (present position)</p> <p>March 2018 Outside Director of the Company (present position)</p> <p>July 2021 Director, SAVAWAY Corporation (present position)</p> <p>November 2022 Director, FIT Pacific Inc. (present position)</p> <p>July 2025 Outside Director of Impress Holdings, Inc. (current position)</p> <p>(Significant concurrent positions)</p> <p>Representative Director, IID Inc.</p> <p>Director, en Factory, Inc.</p> <p>Director, Ehon navi Corporation</p> <p>Director, SAVAWAY Corporation</p> <p>Director, FIT Pacific Inc.</p> <p>External Director, Impress Holdings, Inc.</p>	—

Reason for nomination as candidate for Outside Director and expected role

Mr. Hiroshi Miyagawa is nominated as a candidate for Outside Director of the Board because of his long and rich experience in the IT industry since the dawn of the Internet as well as his high level of management insight and supervisory skills as a manager of an IT information company. He is therefore qualified for the position of director of the Company.

Notes: 1. There are no special interests between each Director candidate and the Company.

2. Mr. Akihiko Shido and Mr. Hiroshi Miyagawa are candidates for Outside Directors, and both have been designated as independent directors as stipulated by the Tokyo Stock Exchange and have notified the Exchange of their designation.

3. Mr. Akihiko Shido and Mr. Hiroshi Miyagawa are currently Outside Directors of the Company and will have served for eight (8) years at the conclusion of this General Meeting of Shareholders.

4. The Company has entered into agreements with Mr. Akihiko Shido and Mr. Hiroshi Miyagawa to limit the liability for damages of each under Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability under such agreement is the minimum liability amount stipulated by law. If their reappointment is approved, the Company will continue the liability limitation agreements with each of them.

5. The Company has concluded an insurance contract for directors' and officers' liability insurance as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with all the Company's directors as insured persons. In the event a claim for damages is filed by a shareholder or a third party, etc., the insurance contract will cover damages, litigation costs, and other losses that the insured would bear. If the above candidates are appointed to the Board of Directors, each will be insured under the said policy.

Proposal 3: Election of Two (2) Corporate Auditors

At the conclusion of this Ordinary General Meeting of Shareholders, the terms of office of Corporate Auditors, Mr. Junichi Hashiguchi and Mr. Masami Shinozaki, will expire. Accordingly, the Company proposes the election of two (2) Corporate Auditors.

Please note that this proposal has been approved by the Board of Corporate Auditors.

The nominees for Corporate Auditor are as follows:

Candidate Number	Name (Date of birth)	Brief personal history, positions, and significant concurrent positions	Number of Company shares held
1	[Reappointment] [Outside Corporate Auditor] Junichi Hashiguchi (September 9, 1947)	April 1970 Joined Nissan Motor Co., Ltd. July 1996 General Manager, Purchasing Department No. 1, Nissan Motor Co., Ltd. April 2000 Joined Unisia JECs Corporation (now Astemo, Ltd.) June 2000 Executive Officer, General Manager of Purchasing Division and General Manager of Sales Division May 2004 Joined Kiriu Corporation, Managing Executive Officer, General Manager of Sales Department and General Manager of Purchasing Department June 2009 Appointed Representative Director and Senior Managing Director of Kiriu Corporation June 2014 Appointed Representative Director and Senior Managing Director of Kiriu Corporation March 2016 Outside Director of Daiichi Seiko Co., Ltd. (currently I-PEX Inc.) March 2018 Outside Director of Tsubaki Nakashima Co., Ltd. March 2022 Corporate Auditor of the Company (present position)	—
Reason for nomination as candidate for Outside Corporate Auditor Mr. Junichi Hashiguchi has worked globally in the procurement division of an automobile manufacturer in Japan and the U.S., and later as a representative director of a major parts supplier, where he was involved in management for a long period of time. He is nominated as a candidate for Outside Corporate Auditor because of his extensive experience as a manager and his high level of knowledge of the automotive industry, and because he is deemed to be suitable for the position of Outside Corporate Auditor of the Company. He will hold the position of Outside Corporate Auditor of the Company for four (4) years at the conclusion of this General Meeting of Shareholders.			
Candidate Number	Name (Date of birth)	Brief personal history, positions, and significant concurrent positions	Number of Company shares held
2	[Reappointment] [Outside Corporate Auditor] Masami Shinozaki (September 29, 1953)	April 1987 Registered as an attorney April 1987 Joined Hirai Law Office (currently Shinozaki & Partners Law Office) February 1990 Partner of the same firm April 2002 Tokyo Family Court Mediation Committee Member January 2004 President of Shibata & Shinozaki Law Office (currently Shinozaki & Partners Law Office) (to present) April 2004 Director, Tokyo Family Court Advisory Council February 2005 Registered tax accountant April 2006 Auditor, Kanto Federation of Bar Associations April 2008 Vice President, Dai-ichi Tokyo Bar Association April 2009 Civil Mediator, Tokyo District Court (present position) June 2009 Outside Corporate Auditor, Inageya Co., Ltd. June 2011 Mediator, Dispute Resolution Center, Ministry of Education, Culture, Sports, Science and Technology April 2013 Vice-Chairman, Disciplinary Committee, Japan Federation of Bar Associations March 2018 Corporate Auditor of the Company (present position) June 2022 Outside Corporate Auditor, Maesawa Kasei Industries Co., Ltd. (present position) (Significant concurrent positions) Director, Shinozaki & Partners Law Office Outside Corporate Auditor, Maesawa Kasei Industries Co., Ltd.	—
Reason for nomination as candidate for Outside Corporate Auditor Mr. Masami Shinozaki is nominated as a candidate for Outside Corporate Auditor because he will continue to utilize his deep insight on corporate legal affairs gained through his extensive experience as an attorney-at-law and his knowledge as a certified tax accountant in auditing the Company. He will hold the position of Outside Corporate Auditor of the Company for eight (8) years at the conclusion of this General Meeting of Shareholders. Although he has never been involved in corporate management in any way other than being an outside officer, for the reasons stated above, we believe that he will be able to appropriately perform his duties as an outside corporate auditor.			

- Notes:**
- There are no special interests between each Auditor candidate and the Company.
 - Mr. Junichi Hashiguchi and Mr. Masami Shinozaki are candidates for Outside Corporate Auditor.
 - Both Mr. Junichi Hashiguchi and Mr. Masami Shinozaki have been designated as independent officers as stipulated by the Tokyo Stock Exchange and have been notified to the Exchange.
 - The Company has entered into an agreement with Mr. Junichi Hashiguchi and Mr. Masami Shinozaki to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law. The limit on liability for damages under this agreement is the minimum amount stipulated by law. If their reappointments are approved, the agreement will continue.
 - The Company has concluded an insurance contract for auditors liability insurance as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with all the Company's auditors as insured persons. In the event that a claim for damages is filed by a shareholder or a third party, etc., the insurance contract will cover damages, litigation costs, and other losses that the insured would bear. If the above candidates are appointed as a Corporate Auditor, they will be insured under the policy.

(Reference) Skill matrix of Directors and Corporate Auditors

Name	Corporate Management	Industry Insight	Legal and Risk Management	Finance and Accounting	Global Leadership	DX	Marketing and Sales
Makoto Sakai	○	○	○		○		○
Nana Kajiwara		○			○		
Hiroyuki Asada		○			○		
Mitai Takaku		○			○		○
Kazuyuki Kondo					○	○	
Akihiko Shido	○	○	○		○		○
Hiroshi Miyagawa	○					○	○
Masaaki Ueno	○	○	○	○	○		
Junichi Hashiguchi	○	○	○				○
Masami Shinozaki			○				

Proposal 4: Payment of Bonuses to Corporate Officers

Taking into consideration the business results for the current fiscal year, the Company proposes paying a total of JPY 15 million (JPY 10.318 million for Directors, JPY 1.877 million for Outside Directors, and JPY 2.805 million for Corporate Auditors) as bonuses to the six Directors (including two Outside Directors) and three Corporate Auditors at the end of the current fiscal year.

With respect to this proposal, the Company has determined that it is appropriate because the calculation is based on 1% of net income attributable to shareholders of the parent company, taking into consideration the overall level of contribution and achievement against the management plan.

The amount to be paid to each Director and each Corporate Auditor is to be left to the discretion of the Board of Directors in the case of Directors, and to the discretion of the Corporate Auditors in the case of Corporate Auditors.