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Securities code: 262A

March 11, 2026

(Start date of measures for electronic provision: March 4, 2026)

**To Shareholders with Voting Rights:**

Hiroshi Ueno  
Representative President  
INTERMESTIC INC.  
3-6-1 Kita Aoyama, Minato-ku,  
Tokyo, Japan

**NOTICE OF CONVOCATION OF  
THE 33RD ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 33rd Annual General Meeting of Shareholders of INTERMESTIC INC. (the “Company”) will be held as described below.

When convening this General Meeting of Shareholders, the Company has taken measures for electronic provision and posted the matters subject to electronic provision as “Notice of Convocation of the 33rd Annual General Meeting of Shareholders” on the following website.

The Company’s website: <https://www.zoff.com/en/ir/stock-docs/>

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

Tokyo Stock Exchange (TSE) website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the TSE website above, enter and search for either “INTERMESTIC INC.” in the “Issue name (company name)” field or “262A” in the “Code” field, and then select “Basic information,” followed by “Documents for public inspection/PR information” in order to view the information provided.

If you are unable to attend in person, you may exercise your voting rights by electronic means (such as via the internet) or in writing. Please review the Reference Documents for the General Meeting of Shareholders included in the information provided in electronic form and exercise your voting rights by 7:00 p.m. on Wednesday, March 25, 2026.

**1. Date and Time:** Thursday, March 26, 2026 at 10:00 a.m. Japan time  
(Reception opens at 9:30 a.m.)

**2. Place:** The Strings Omotesandoh, 1F, GRAND CENTRAL  
3-6-8, Kita Aoyama, Minato-ku, Tokyo, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 33rd Fiscal Year (January 1, 2025 to December 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-Consolidated Financial Statements for the Company's 33rd Fiscal Year (January 1, 2025 to December 31, 2025)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Three (3) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal 4:** Election of Three (3) Directors Who Are Audit & Supervisory Committee Members
- Proposal 5:** Election of One (1) Substitute Director Who Is an Audit & Supervisory Committee Member
- Proposal 6:** Setting the Amount of Remuneration for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal 7:** Setting the Amount of Remuneration for Directors Who Are Audit & Supervisory Committee Members

**4. Other Decisions Regarding the Convocation:**

- (1) When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- (2) If you do not indicate your approval or disapproval for proposals on the Voting Rights Exercise Form, it will be regarded as an indication of approval.
- (3) Please note that the following items, which are information provided in electronic form, are not presented in the documents sent to shareholders who have requested that documents be provided in printed form, in accordance with laws and regulations and the provisions under Article 15, paragraph 2 of the Company's Articles of Incorporation. The Audit & Supervisory Board Members and the Accounting Auditor audit the documents within the audit scope, including the following items.
  - (i) "6. Overview of the system for ensuring appropriate business operation and the status of its operation" and "7. Basic policy on the control of the Company" in the Business Report
  - (ii) Notes to Consolidated Financial Statements in the Consolidated Financial Statements
  - (iii) Non-Consolidated Balance Sheet, Non-Consolidated Statement of Income, Non-Consolidated Statement of Changes in Equity, and Notes to Non-Consolidated Financial Statements in the Non-Consolidated Financial Statements
- (4) Limitations to the exercising of voting rights by proxy  
Only shareholders will be permitted to enter the above venue. If you wish to exercise your voting rights via a proxy, you may do so by delegating your voting rights to another shareholder who holds voting rights. Please be aware that when doing so, the proxy will need to submit their own Voting Rights Exercise Form and written proof of their right of proxy at the reception desk.
- (5) If any revisions are made to the information provided in electronic form, the details thereof will be posted on the relevant websites.

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- Please be aware that gifts will not be given out at the General Meeting of Shareholders.
  - Notice of Resolutions of the General Meeting of Shareholders will not be mailed out. The results of this General Meeting of Shareholders will be posted on the Company's website described above.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company regards the return of profits to shareholders as an important management policy and aims to strengthen its management base and build a solid financial position. Its basic policy is to pay stable and continuous dividends from a long-term perspective.

Based on the above policy, the Company proposes to pay a year-end dividend from surplus for the fiscal year under review as indicated below, having taken into overall consideration the Company's business performance and dividend payout ratio for the fiscal year, the business environment, and other factors.

#### Matters concerning year-end dividends

- (1) Type of dividend property  
Cash
- (2) Matters concerning the allocation of dividend property to shareholders and the total amount of dividend property  
44.00 yen per share of the Company's common stock  
Total amount: 1,346,400,000 yen
- (3) Effective date of dividends from surplus  
Friday, March 27, 2026

**Proposal 2: Partial Amendments to the Articles of Incorporation**

1. Reasons for the amendments

The Company has decided to transition to a Company with an Audit & Supervisory Committee in order to further improve management transparency and enable accelerated decision-making by strengthening the supervisory function of the Board of Directors and enhancing corporate governance. Accordingly, the Company proposes to make the necessary changes to its Articles of Incorporation, including the establishment of new provisions related to an Audit & Supervisory Committee and Audit & Supervisory Committee Members, as well as the deletion of the provisions related to an Audit & Supervisory Board and Audit & Supervisory Board Members.

2. Details of the amendments

Details of the amendments are as follows.

This proposal shall take effect upon the conclusion of this General Meeting of Shareholders.  
(Amendments are underlined)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter I. General Provisions</p> <p>Articles 1 to 3 [Omitted] (Organizations)</p> <p>Article 4 The Company shall have, in addition to the general meeting of shareholders and Directors, the following organizations:</p> <p>(1) Board of Directors;</p> <p>(2) <u>Audit &amp; Supervisory Board Members;</u></p> <p>(3) <u>Audit &amp; Supervisory Board; and</u></p> <p>(4) Accounting Auditor.</p> <p>Article 5 [Omitted]</p>	<p style="text-align: center;">Chapter I. General Provisions</p> <p>Articles 1 to 3 [Unchanged] (Organizations)</p> <p>Article 4 The Company shall have, in addition to the general meeting of shareholders and Directors, the following organizations:</p> <p>(1) Board of Directors;</p> <p>(2) <u>Audit &amp; Supervisory Committee; and</u> [Deleted]</p> <p>(3) Accounting Auditor.</p> <p>Article 5 [Unchanged]</p>
<p style="text-align: center;">Chapter II. Shares</p> <p>Articles 6 to 11 [Omitted]</p>	<p style="text-align: center;">Chapter II. Shares</p> <p>Articles 6 to 11 [Unchanged]</p>
<p style="text-align: center;">Chapter III. General Meeting of Shareholders</p> <p>Articles 12 to 18 [Omitted]</p>	<p style="text-align: center;">Chapter III. General Meeting of Shareholders</p> <p>Articles 12 to 18 [Unchanged]</p>
<p style="text-align: center;">Chapter IV. Directors and Board of Directors (Number)</p> <p>Article 19 The Company shall have no more than ten (10) Directors.</p> <p style="text-align: center;">[Newly established]</p>	<p style="text-align: center;">Chapter IV. Directors and Board of Directors (Number)</p> <p>Article 19 The Company shall have no more than ten (10) Directors <u>(excluding Directors who are Audit &amp; Supervisory Committee Members).</u></p> <p><u>2. The Company shall have no more than four (4) Directors who are Audit &amp; Supervisory Committee Members.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Method of Election)  Article 20 Directors shall be elected by a resolution of a general meeting of shareholders.</p> <p>2. Resolutions for the election of Directors shall be adopted by a majority of the voting rights of shareholders present at a meeting where shareholders holding one-third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights are present.</p> <p>3. Resolutions for the election of Directors shall not be by cumulative voting.</p> <p>(Term of Office of Directors)  Article 21 The term of office of Directors shall expire at the conclusion of the annual general meeting of shareholders relating to the final fiscal year ending within one (1) year from their election.</p> <p style="text-align: center;">[Newly established]</p> <p style="text-align: center;">[Newly established]</p>	<p>(Method of Election)  Article 20 Directors shall be elected by a resolution of a general meeting of shareholders, <u>distinguishing Directors who are Audit &amp; Supervisory Committee Members from other Directors.</u></p> <p>2. Resolutions for the election of Directors shall be adopted by a majority of the voting rights of shareholders present at a meeting where shareholders holding one-third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights are present.</p> <p>3. Resolutions for the election of Directors shall not be by cumulative voting.</p> <p>(Term of Office of Directors)  Article 21 The term of office of Directors <u>(excluding Directors who are Audit &amp; Supervisory Committee Members)</u> shall expire at the conclusion of the annual general meeting of shareholders relating to the final fiscal year ending within one (1) year from their election.</p> <p>2. <u>The term of office of Directors who are Audit &amp; Supervisory Committee Members shall expire at the conclusion of the annual general meeting of shareholders relating to the final fiscal year ending within two (2) years from their election.</u></p> <p>3. <u>The term of office of a Director who is an Audit &amp; Supervisory Committee Member elected as a substitute for a Director who is an Audit &amp; Supervisory Committee Member who retired from office before the expiration of his/her term shall continue until the expiration of the term of office of the retired Director who is an Audit &amp; Supervisory Committee Member.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="395 219 635 250" style="text-align: center;">[Newly established]</p> <p data-bbox="229 663 619 694">(Directors with Executive Titles)</p> <p data-bbox="229 703 794 1016">Article 22 The Company may, by a resolution of the Board of Directors, appoint one (1) Director as President and, as necessary, may appoint one (1) or more Directors as Chairman of the Board, Vice Chairman of the Board, Vice President, Executive Director, or Managing Director, from among the Directors.</p> <p data-bbox="229 1066 593 1097">Articles 23 to 24 [Omitted]</p> <p data-bbox="229 1115 769 1178">(Notice of Convocation of Board of Directors Meetings)</p> <p data-bbox="229 1187 804 1456">Article 25 A notice of convocation of a meeting of the Board of Directors shall be sent to each Director <u>and each Audit &amp; Supervisory Board Member</u> no less than three (3) days prior to the date of the meeting; provided, however, that in the event of urgency, such period may be shortened.</p> <p data-bbox="229 1464 804 1617">2. With the consent of all Directors <u>and Audit &amp; Supervisory Board Members</u>, a meeting of the Board of Directors may be held without following the convening procedures.</p>	<p data-bbox="829 219 1407 649">4. <u>The period during which a resolution regarding the election of a substitute Director who is an Audit &amp; Supervisory Committee Member pursuant to the provisions of Article 329, paragraph 3 of the Companies Act shall remain in effect, unless shortened by such resolution, shall be until the commencement of the annual general meeting of shareholders relating to the final fiscal year ending within two (2) years from his/her election.</u></p> <p data-bbox="829 663 1219 694">(Directors with Executive Titles)</p> <p data-bbox="829 703 1398 1057">Article 22 The Company may, by a resolution of the Board of Directors, appoint one (1) Director as President and, as necessary, may appoint one (1) or more Directors as Chairman of the Board, Vice Chairman of the Board, Vice President, Executive Director, or Managing Director, from among the Directors <u>(excluding Directors who are Audit &amp; Supervisory Committee Members)</u>.</p> <p data-bbox="829 1066 1232 1097">Articles 23 to 24 [Unchanged]</p> <p data-bbox="829 1115 1372 1178">(Notice of Convocation of Board of Directors Meetings)</p> <p data-bbox="829 1187 1369 1420">Article 25 A notice of convocation of a meeting of the Board of Directors shall be sent to each Director no less than three (3) days prior to the date of the meeting; provided, however, that in the event of urgency, such period may be shortened.</p> <p data-bbox="829 1429 1401 1541">2. With the consent of all Directors, a meeting of the Board of Directors may be held without following the convening procedures.</p>

Current Articles of Incorporation	Proposed Amendments
<p>(Omission of Resolutions of the Board of Directors)  Article 26 The Company shall deem that a resolution of the Board of Directors to approve the matters subject to a resolution of the Board of Directors has been adopted if all Directors consent to such matters in writing or by electronic record; <u>provided, however, that this shall not apply if an Audit &amp; Supervisory Board Member has indicated an objection.</u></p> <p style="text-align: center;">[Newly established]</p>	<p>(Omission of Resolutions of the Board of Directors)  Article 26 The Company shall deem that a resolution of the Board of Directors to approve the matters subject to a resolution of the Board of Directors has been adopted if all Directors consent to such matters in writing or by electronic record.</p> <p><u>(Delegation to Directors)</u>  <u>Article 27 The Company may, in accordance with Article 399-13, paragraph 6 of the Companies Act, delegate decision-making on the execution of important operations (excluding matters listed in each item of paragraph 5 of the same Article) to Directors, by a resolution of the Board of Directors.</u></p>
<p>(Minutes of Board of Directors Meetings)  Article 27 A summary of agenda proceedings at meetings of the Board of Directors, the outcomes thereof, and other matters stipulated in laws and regulations shall be stated or recorded in minutes, and the minutes shall be signed and sealed or electronically signed by the Directors <u>and Audit &amp; Supervisory Board Members</u> in attendance.</p>	<p>(Minutes of Board of Directors Meetings)  Article 28 A summary of agenda proceedings at meetings of the Board of Directors, the outcomes thereof, and other matters stipulated in laws and regulations shall be stated or recorded in minutes, and the minutes shall be signed and sealed or electronically signed by the Directors in attendance.</p>
<p>(Remuneration, Etc.)  Article 28 Remuneration, bonuses and other economic benefits provided by the Company as consideration for the execution of duties <u>(hereinafter referred to as “Remuneration, etc.”)</u> to Directors shall be determined by a resolution of a general meeting of shareholders.</p>	<p>(Remuneration, Etc.)  Article 29 Remuneration, bonuses and other economic benefits provided by the Company as consideration for the execution of duties to Directors shall be determined by a resolution of a general meeting of shareholders, <u>distinguishing Directors who are Audit &amp; Supervisory Committee Members from other Directors.</u></p>
<p>(Exemption of Directors from Liability)  Article 29 [Omitted]</p>	<p>(Exemption of Directors from Liability)  Article 30 [Unchanged]</p>

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="229 219 767 331">Chapter V. <u>Audit &amp; Supervisory Board Members and Audit &amp; Supervisory Board (Number)</u></p> <p data-bbox="229 338 767 450"><u>Article 30 The Company shall have no more than four (4) Audit &amp; Supervisory Board Members.</u></p> <p data-bbox="229 456 480 495"><u>(Method of Election)</u></p> <p data-bbox="229 501 807 613"><u>Article 31 Audit &amp; Supervisory Board Members shall be elected by a resolution of a general meeting of shareholders.</u></p> <p data-bbox="229 620 807 898">2. <u>Resolutions for the election of Audit &amp; Supervisory Board Members shall be adopted by a majority of the voting rights of shareholders present at a meeting where shareholders holding one-third (1/3) or more of the voting rights of shareholders entitled to exercise their voting rights are present.</u></p> <p data-bbox="229 904 427 943"><u>(Term of Office)</u></p> <p data-bbox="229 949 807 1173"><u>Article 32 The term of office of Audit &amp; Supervisory Board Members shall expire at the conclusion of the annual general meeting of shareholders relating to the final fiscal year ending within four (4) years from their election.</u></p> <p data-bbox="229 1180 807 1543">2. <u>The period during which a resolution to elect a substitute Audit &amp; Supervisory Board Member elected pursuant to the provisions of Article 329, paragraph 3 of the Companies Act shall remain in effect shall be until the commencement of the annual general meeting of shareholders relating to the final fiscal year ending within four (4) years from his/her election.</u></p>	<p data-bbox="858 219 1382 257">Chapter V. <u>Audit &amp; Supervisory Committee</u></p> <p data-bbox="1062 338 1174 376">[Deleted]</p> <p data-bbox="1062 501 1174 539">[Deleted]</p> <p data-bbox="1062 949 1174 987">[Deleted]</p>

Current Articles of Incorporation	Proposed Amendments
<p>3. <u>The term of office of an Audit &amp; Supervisory Board Member elected as a substitute shall continue until the expiration of the term of office of the retired Audit &amp; Supervisory Board Member; provided, however, that if a substitute Audit &amp; Supervisory Board Member elected in accordance with the preceding paragraph assumes office as an Audit &amp; Supervisory Board Member, the term of office of such Audit &amp; Supervisory Board Member may not exceed the conclusion of the annual general meeting of shareholders relating to the final fiscal year ending within four (4) years from his/her election as a substitute Audit &amp; Supervisory Board Member.</u></p> <p><u>(Full-Time Audit &amp; Supervisory Board Members)</u></p> <p><u>Article 33 The Audit &amp; Supervisory Board shall appoint full-time Audit &amp; Supervisory Board Members from among the Audit &amp; Supervisory Board Members.</u></p> <p><u>(Notice of Convocation of Audit &amp; Supervisory Board Meetings)</u></p> <p><u>Article 34 A notice of convocation of a meeting of the Audit &amp; Supervisory Board shall be sent to each Audit &amp; Supervisory Board Member no less than three (3) days prior to the date of the meeting; provided, however, that in the event of urgency, such period may be shortened.</u></p> <p>2. <u>With the consent of all Audit &amp; Supervisory Board Members, a meeting of the Audit &amp; Supervisory Board may be held without following the convening procedures.</u></p>	<p>[Deleted]</p> <p><u>(Notice of Convocation of Audit &amp; Supervisory Committee Meetings)</u></p> <p><u>Article 31 A notice of convocation of a meeting of the Audit &amp; Supervisory Committee shall be sent to each Audit &amp; Supervisory Committee Member no less than three (3) days prior to the date of the meeting; provided, however, that in the event of urgency, such period may be shortened.</u></p> <p>2. <u>With the consent of all Audit &amp; Supervisory Committee Members, a meeting of the Audit &amp; Supervisory Committee may be held without following the convening procedures.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Method of Resolutions of the <u>Audit &amp; Supervisory Board</u>)</p> <p>Article 35 <u>Unless otherwise provided for in laws and regulations, resolutions of the Audit &amp; Supervisory Board shall be adopted by a majority of the Audit &amp; Supervisory Board Members.</u></p> <p>(Minutes of <u>Audit &amp; Supervisory Board Meetings</u>)</p> <p>Article 36 <u>A summary of agenda proceedings at meetings of the Audit &amp; Supervisory Board, the outcomes, and other matters stipulated in laws and regulations shall be stated or recorded in minutes, and the minutes shall be signed and sealed or electronically signed by the Audit &amp; Supervisory Board Members in attendance.</u></p> <p>(Rules of the <u>Audit &amp; Supervisory Board</u>)</p> <p>Article 37 <u>Other matters relating to the Audit &amp; Supervisory Board of the Company shall be in accordance with the Rules of the Audit &amp; Supervisory Board established by the Audit &amp; Supervisory Board.</u></p> <p>(Remuneration, Etc.)</p> <p>Article 38 <u>Remuneration, etc. for the Audit &amp; Supervisory Board Members is determined by a resolution of a general meeting of shareholders.</u></p>	<p>(Method of Resolutions of the <u>Audit &amp; Supervisory Committee</u>)</p> <p>Article 32 <u>Resolutions of the Audit &amp; Supervisory Committee shall be adopted by a majority of the Audit &amp; Supervisory Committee Members present at a meeting where a majority of the Audit &amp; Supervisory Committee Members entitled to participate in the vote are present.</u></p> <p>(Minutes of <u>Audit &amp; Supervisory Committee Meetings</u>)</p> <p>Article 33 <u>A summary of agenda proceedings at meetings of the Audit &amp; Supervisory Committee, the outcomes thereof, and other matters stipulated in laws and regulations shall be stated or recorded in minutes, and the minutes shall be signed and sealed or electronically signed by the Audit &amp; Supervisory Committee Members in attendance.</u></p> <p>(Rules of the <u>Audit &amp; Supervisory Committee</u>)</p> <p>Article 34 <u>In addition to that stipulated in laws and regulations and these Articles of Incorporation, other matters relating to the Audit &amp; Supervisory Committee shall be in accordance with the Rules of the Audit &amp; Supervisory Committee established by the Audit &amp; Supervisory Committee.</u></p> <p style="text-align: center;">[Deleted]</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>(Exemption of Audit &amp; Supervisory Board Members from Liability)</u></p> <p><u>Article 39 The Company may, in accordance with the provisions of Article 426, paragraph 1 of the Companies Act, exempt by a resolution of the Board of Directors, an Audit &amp; Supervisory Board Member (including a person who was formerly an Audit &amp; Supervisory Board Member) from liability as provided for in Article 423, paragraph 1 of the same Act, to the extent permitted by laws and regulations.</u></p> <p><u>2. The Company may, in accordance with the provisions of Article 427, paragraph 1 of the Companies Act, conclude agreements with Audit &amp; Supervisory Board Members to limit their liability as provided for in Article 423, paragraph 1 of the same Act; provided, however, the maximum amount under such agreement shall be the higher of a pre-determined amount of not less than five (5) million yen or the amount stipulated by laws and regulations.</u></p> <p>Chapter VI. Calculation Articles <u>40</u> to <u>42</u> [Omitted]</p> <p>[Newly established]</p>	<p>[Deleted]</p> <p>Chapter VI. Calculation Articles <u>35</u> to <u>37</u> [Unchanged]</p> <p><u>Supplementary Provisions</u> <u>(Transitional Measures Regarding the Exemption of Audit &amp; Supervisory Board Members from Liability)</u> <u>The Company may exempt, by a resolution of the Board of Directors, an Audit &amp; Supervisory Board Member (including a person who was formerly an Audit &amp; Supervisory Board Member) from liability for damages as provided for in Article 423, paragraph 1 of the Companies Act with respect to acts performed prior to the conclusion of the 33rd Annual General Meeting of Shareholders, to the extent permitted by laws and regulations.</u></p>

**Proposal 3:** Election of Three (3) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The Company will transition to being a Company with an Audit & Supervisory Committee subject to the approval and adoption of Proposal 2 “Partial Amendments to the Articles of Incorporation.” In connection with this, the terms of office of all five (5) Directors will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes the election of three (3) Directors (excluding Directors who are Audit & Supervisory Committee Members), including one (1) Outside Director. This proposal shall take effect upon the effectiveness of Proposal 2 “Partial Amendments to the Articles of Incorporation.”

The candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows:

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings
1	Hiroshi Ueno [Reappointment]	Representative President	21/21 (100%)
2	Teruhiro Ueno [Reappointment]	Director and Chairman of the Board	21/21 (100%)
3	Hitoshi Hasegawa [Reappointment] [Outside] [Independent]	Outside Director	21/21 (100%)

[Reappointment] = Candidate for reappointment as Director

[Outside] = Candidate for Outside Director

[Independent] = Candidate for Independent Officer

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	<p>Hiroshi Ueno (December 30, 1973)</p> <p>[Reappointment] [Male]</p> <p>Tenure as Director: 24 years and 11 months (as of the conclusion of this Meeting)</p> <p>Attendance at the Board of Directors meetings: 21/21 (100%)</p>	<p>July 1993</p> <p>August 2000</p> <p>February 2001</p> <p>April 2001</p> <p>January 2009</p> <p>March 2012</p> <p>October 2014</p> <p>October 2016</p> <p>November 2020</p>	<p>Director, LOUIS BOSTON Ltd. (currently LOUIS BOSTON Co., Ltd.) (current position)</p> <p>Joined Picto Inc.</p> <p>Joined Dentsu Tech Inc. (currently Dentsu Promotion Inc.)</p> <p>Director, the Company</p> <p>Director, Zoff Co., Ltd.</p> <p>Executive Director, the Company</p> <p>Chairman, Zoff Shanghai Trading Co., Ltd.</p> <p>Director, ZOFF I SINGAPORE PTE. LTD.</p> <p>Director, INTERMESTIC HONG KONG LIMITED</p> <p>Representative President, the Company (current position)</p> <p>Representative President, Zoff Co., Ltd. (current position)</p>	3,279,900
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Hiroshi Ueno serves as Representative President of the Company and Zoff Co., Ltd., and is the chief executive responsible for business execution at both companies. He possesses abundant practical experience and an extensive track record of business management and all aspects of the Group's business. For these reasons, we have again nominated him as a candidate for Director.</p>				
2	<p>Teruhiro Ueno (December 25, 1940)</p> <p>[Reappointment] [Male]</p> <p>Tenure as Director: 24 years and 11 months (as of the conclusion of this Meeting)</p> <p>Attendance at the Board of Directors meetings: 21/21 (100%)</p>	<p>April 1963</p> <p>April 1968</p> <p>February 1989</p> <p>March 1993</p> <p>May 1993</p> <p>April 2001</p> <p>March 2012</p> <p>October 2012</p> <p>October 2014</p> <p>June 2017</p> <p>March 2020</p> <p>March 2022</p>	<p>Joined Nishiki Co., Ltd.</p> <p>Joined Ueno Iryo Co., Ltd.</p> <p>Representative Director, Polo Club Japan Co., Ltd.</p> <p>Representative Director, Galileo Club Co., Ltd. (currently Zoff Co., Ltd.)</p> <p>Audit &amp; Supervisory Board Member, the Company</p> <p>Representative President</p> <p>Representative Director and Chairman of the Board</p> <p>Representative Director, LOUIS BOSTON Co., Ltd. (current position)</p> <p>Representative Director and Chairman of the Board, Zoff Co., Ltd.</p> <p>Director, On the hill INC.</p> <p>Director and Chairman of the Board, the Company (current position)</p> <p>Director and Chairman of the Board, Zoff Co., Ltd. (current position)</p>	500,000
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Teruhiro Ueno is the Company's founder and has served as its Representative Director for many years. He has a superb record of steering the Company's management and growing the Group into what it is today. He has also demonstrated strong leadership and possesses abundant experience and an extensive track record of business management. For these reasons, we have again nominated him as a candidate for Director.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Hitoshi Hasegawa (July 1, 1960)  [Reappointment] [Male] [Outside] [Independent]  Tenure as Director: 3 years and 8 months (as of the conclusion of this Meeting)  Attendance at the Board of Directors meetings: 21/21 (100%)	April 1985 April 2015  April 2021 July 2021  July 2022 March 2023	Joined CBS Sony Group Inc. Representative Director, Sony Creative Products Inc. Director, Sony Creative Products Inc. Senior Advisor, Sony Creative Products Inc. (current position) Advisor, TOKYO BROADCASTING SYSTEM TELEVISION, INC. (current position) Outside Director, the Company (current position) Director, Zoff Co., Ltd. (current position)	0
	<p>[Reason for nomination as candidate for Outside Director and summary of expected roles]</p> <p>Mr. Hitoshi Hasegawa has occupied important positions in the entertainment industry for many years. He is knowledgeable about management as a whole and possesses wide-ranging insights and experience in licensing business, both in Japan and overseas. At Board of Directors meetings, he actively shares insights and recommendations from his expert perspectives on management as a whole and the content business. We believe he will contribute to increasing the value of the Company's products and its corporate value. For these reasons, we have again nominated him as a candidate for Outside Director.</p>			

- Notes:
1. There are no special interests between the candidates and the Company.
  2. Mr. Hitoshi Hasegawa is a candidate for Outside Director.
  3. In accordance with Tokyo Stock Exchange regulations, the Company has submitted notification that Mr. Hitoshi Hasegawa is an Independent Officer. If he is appointed, the Company plans to submit further notification that he is an Independent Officer.
  4. In accordance with Article 427, paragraph 1 of the Companies Act, the Company has concluded a limitation of liability agreement with Mr. Hitoshi Hasegawa. Under this agreement, if an Outside Director causes damages to the Company as a result of negligence of his/her duties, provided that the Outside Director was acting in good faith and without gross negligence, the Outside Director's liability will be limited to either 5 million yen or the minimum amount stipulated in Article 425, paragraph 1 of the Companies Act, whichever is greater. If Mr. Hitoshi Hasegawa is appointed, the Company intends to conclude the above limitation of liability agreement with him.
  5. The Company has concluded a directors and officers liability insurance agreement with an insurance company. This agreement covers any damages and legal expenses in the event of claims for compensation arising from acts (including omissions) in the performance of the insured's duties. If this proposal is approved as originally proposed, all candidates for Director will be insured under this insurance agreement. When renewing this insurance agreement, the Company plans to renew it with the same contents.

**Proposal 4:** Election of Three (3) Directors Who Are Audit & Supervisory Committee Members

The Company will transition to being a Company with an Audit & Supervisory Committee subject to the approval and adoption of Proposal 2 “Partial Amendments to the Articles of Incorporation.” Accordingly, the Company proposes the election of three (3) Directors who are Audit & Supervisory Committee Members, including three (3) Outside Directors.

This proposal shall take effect upon the effectiveness of Proposal 2 “Partial Amendments to the Articles of Incorporation.”

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings
1	Kazuhiro Endo [New appointment] [Outside] [Independent]	Outside Director	21/21 (100%)
2	Emima Abe [New appointment] [Outside] [Independent]	Outside Audit & Supervisory Board Member	21/21 (100%)
3	Akira Kurihara [New appointment] [Outside] [Independent]	Outside Audit & Supervisory Board Member	21/21 (100%)

[New appointment] = Candidate for new appointment as Director

[Outside] = Candidate for Outside Director

[Independent] = Candidate for Independent Officer

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	<p>Kazuhiro Endo (May 7, 1970)</p> <p>[New appointment] [Male] [Outside] [Independent]</p> <p>Tenure as Director: 4 years (as of the conclusion of this Meeting)</p> <p>Attendance at the Board of Directors meetings: 21/21 (100%)</p>	<p>April 1993      Joined KANEMATSU CORPORATION</p> <p>December 2008      Registered as an attorney at law; joined Higuchi Law Firm</p> <p>February 2012      Established Towa Sogo Law Firm (Representative Attorney)</p> <p>January 2017      Established Coach Law Firm (Managing Partner) (current position)</p> <p>January 2018      Audit &amp; Supervisory Board Member, North River Inc. (current position)</p> <p>April 2018      Audit &amp; Supervisory Board Member, KINLISER CO., LTD.</p> <p>February 2022      Audit &amp; Supervisory Board Member, Japan Current Co., Ltd. (currently AIexe, Inc.) (current position)</p> <p>March 2022      Outside Director, the Company (current position)</p> <p>October 2022      Visiting Professor, FUJITA HEALTH UNIVERSITY (current position)</p> <p>November 2022      Audit &amp; Supervisory Board Member, Art Republic Co., Ltd. (current position)</p> <p>April 2023      Audit &amp; Supervisory Board Member, ENJIN01 Cultural Strategy Council (current position)</p> <p>March 2024      Audit &amp; Supervisory Board Member, Akimoto Yasushi Office Co., Ltd. (current position)</p>	0
<p>[Reason for nomination as candidate for Outside Director who is an Audit &amp; Supervisory Committee Member and summary of expected roles]</p> <p>As an attorney, Mr. Kazuhiro Endo has served as an Audit &amp; Supervisory Board Member at multiple companies and possesses abundant experience and knowledge concerning management as a whole, corporate legal affairs, and governance. At Board of Directors meetings, he actively shares insights and recommendations from his expert perspectives on management as a whole and legal affairs. We believe he will contribute to strengthening corporate governance and increasing the corporate value of the Company. For these reasons, we have nominated him as a candidate for Outside Director who is an Audit &amp; Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	<p>Emima Abe (December 31, 1979)</p> <p>[New appointment] [Female] [Outside] [Independent]</p> <p>Tenure as Director: 0 years (as of the conclusion of this Meeting)</p> <p>Attendance at the Board of Directors meetings: 21/21 (100%)</p>	<p>April 2002      Joined Beacon Communications K.K.</p> <p>December 2013      Registered as an attorney at law</p> <p>January 2014      Joined BOOKSCAN Co., Ltd.</p> <p>November 2015      Joined COLOPL, Inc.</p> <p>August 2016      Joined Max General Law Firm (currently Miyamasuzaka the Firm Law &amp; Accounting Office) (current position)</p> <p>December 2018      Outside Director, Noevir Holdings Co., Ltd. (current position)</p> <p>June 2021      Outside Director, e-Jan Networks Co. (current position)</p> <p>March 2022      Outside Director, B-R 31 Ice Cream Co., Ltd. (current position)</p> <p>June 2023      Outside Director (Audit and Supervisory Committee Member), LIFENET INSURANCE COMPANY (current position)</p> <p>March 2024      Outside Audit &amp; Supervisory Board Member, the Company (current position)</p>	0
<p>[Reason for nomination as candidate for Outside Director who is an Audit &amp; Supervisory Committee Member and summary of expected roles]</p> <p>Ms. Emima Abe has experience as an Outside Director in multiple companies and as an Outside Director (Audit and Supervisory Committee Member) in a listed company. She is an experienced attorney with a high level of expertise regarding the law and governance, and we believe she will be able to use her knowledge to appropriately carry out the duties of Director who is an Audit &amp; Supervisory Committee Member of the Company. For these reasons, we have nominated her as a candidate for Outside Director who is an Audit &amp; Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	<p>Akira Kurihara (February 21, 1972)</p> <p>[New appointment] [Male] [Outside] [Independent]</p> <p>Tenure as Director: 0 years (as of the conclusion of this Meeting)</p> <p>Attendance at the Board of Directors meetings: 21/21 (100%)</p>	<p>August 1995      Joined Tateno Consulting Offices Group</p> <p>March 1996      Joined Junichiro Yamada Certified Public Tax Accountant Office (currently Yamada &amp; Partners Tax Co.)</p> <p>June 1998        Registered as a certified public accountant</p> <p>September 2002   Partner, Yusei Audit &amp; Co. (currently Grant Thornton Taiyo LLC)</p> <p>December 2004   Established Kurihara Certified Public Accountant Office; Representative (current position)</p> <p>September 2005   Representative Director, K2 Consulting Ltd. (current position)</p> <p>February 2009    Registered as a certified public tax accountant</p> <p>April 2015        Audit &amp; Supervisory Board Member, VALUE GOLF Inc. (current position)</p> <p>August 2019      Outside Director (Audit &amp; Supervisory Committee Member), BASE CO., LTD. (current position)</p> <p>May 2021         Director, Sukima Department Inc.</p> <p>March 2022       Outside Audit &amp; Supervisory Board Member, the Company (current position)</p>	0
<p>[Reason for nomination as candidate for Outside Director who is an Audit &amp; Supervisory Committee Member and summary of expected roles]</p> <p>Mr. Akira Kurihara is certified as a public accountant and as a public tax accountant. Not only does he possess abundant experience and advanced, specialized knowledge concerning finance and accounting, but he also has experience as a Director and Audit &amp; Supervisory Board Member in multiple listed companies. We believe he will be able to use his knowledge to appropriately carry out the duties of Director who is an Audit &amp; Supervisory Committee Member of the Company. For these reasons, we have nominated him as a candidate for Outside Director who is an Audit &amp; Supervisory Committee Member.</p>			

- Notes:
1. There are no special interests between the candidates and the Company.
  2. Mr. Kazuhiro Endo, Ms. Emima Abe, and Mr. Akira Kurihara are candidates for Outside Directors who are Audit & Supervisory Committee Members.
  3. In accordance with Tokyo Stock Exchange regulations, the Company has submitted notification that Mr. Kazuhiro Endo, Ms. Emima Abe, and Mr. Akira Kurihara are Independent Officers. If they are appointed, the Company plans to submit further notifications that they are Independent Officers.
  4. In accordance with Article 427, paragraph 1 of the Companies Act, the Company has concluded limitation of liability agreements with Mr. Kazuhiro Endo, Ms. Emima Abe, and Mr. Akira Kurihara. Under these agreements, if they cause damages to the Company as a result of negligence of their duties, provided that they were acting in good faith and without gross negligence, their liability will be limited to either 5 million yen or the minimum amount stipulated in Article 425, paragraph 1 of the Companies Act, whichever is greater. If Mr. Kazuhiro Endo, Ms. Emima Abe, and Mr. Akira Kurihara are appointed, the Company intends to conclude the above limitation of liability agreements with them.
  5. The Company has concluded a directors and officers liability insurance agreement with an insurance company. This agreement covers any damages and legal expenses in the event of claims for compensation arising from acts (including omissions) in the performance of the insured's duties. If this proposal is approved as originally proposed, all candidates for Director will be insured under this insurance agreement. When renewing this insurance agreement, the Company plans to renew it with the same contents.

**Proposal 5:** Election of One (1) Substitute Director Who Is an Audit & Supervisory Committee Member

The Company will transition to being a Company with an Audit & Supervisory Committee subject to the approval and adoption of Proposal 2 “Partial Amendments to the Articles of Incorporation.” Accordingly, in preparation for the event that the number of Directors who are Audit & Supervisory Committee Members falls below the number required by laws and regulations, the Company proposes the election of one (1) substitute Director who is an Audit & Supervisory Committee Member.

With respect to the effectiveness of this election, the election may be revoked by a resolution of the Company’s Board of Directors only before the candidate assumes office.

This proposal shall take effect upon the effectiveness of Proposal 2 “Partial Amendments to the Articles of Incorporation.”

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

Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings
Hitoshi Hasegawa [Outside] [Independent]	Outside Director	21/21 (100%)

[Outside] = Candidate for Outside Director

[Independent] = Candidate for Independent Officer



- Notes:
1. There is no special interests between Mr. Hitoshi Hasegawa and the Company.
  2. Mr. Hitoshi Hasegawa is a candidate for substitute Director who is an Audit & Supervisory Committee Member.
  3. In accordance with Tokyo Stock Exchange regulations, the Company has submitted notification that Mr. Hitoshi Hasegawa is an Independent Officer. If he assumes office as a Director who is an Audit & Supervisory Committee Member, the Company plans to submit further notification that he is an Independent Officer.
  4. In accordance with Article 427, paragraph 1 of the Companies Act, the Company has concluded a limitation of liability agreement with Mr. Hitoshi Hasegawa. Under this agreement, if he causes damages to the Company as a result of negligence of his duties, provided that he was acting in good faith and without gross negligence, his liability will be limited to either 5 million yen or the minimum amount stipulated in Article 425, paragraph 1 of the Companies Act, whichever is greater. If Mr. Hitoshi Hasegawa assumes office as a Director who is an Audit & Supervisory Committee Member, the Company intends to conclude the above limitation of liability agreement with him.
  5. The Company has concluded a directors and officers liability insurance agreement with an insurance company. This agreement covers any damages and legal expenses in the event of claims for compensation arising from acts (including omissions) in the performance of the insured's duties. If Mr. Hitoshi Hasegawa assumes office as a Director who is an Audit & Supervisory Committee Member, he will be insured under this insurance agreement. When renewing this insurance agreement, the Company plans to renew it with the same contents.
  6. If Proposal 2 "Partial Amendments to the Articles of Incorporation" and Proposal 3 "Election of Three (3) Directors (Excluding Directors who are Audit & Supervisory Committee Members)" are approved and adopted as originally proposed, Mr. Hitoshi Hasegawa is scheduled to assume office as a Director (excluding Directors who are Audit & Supervisory Committee Members). However, if this proposal is approved and adopted as originally proposed and the number of Directors who are Audit & Supervisory Committee Members falls below the number required by laws and regulations, he will resign as a Director (excluding Directors who are Audit & Supervisory Committee Members) and assume office as a Director who is an Audit & Supervisory Committee Member.

**Proposal 6:** Setting the Amount of Remuneration for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

At the 11th Annual General Meeting of Shareholders held on March 26, 2004, the amount of remuneration for Directors of the Company was approved to be no more than 800 million yen per year, and has remained unchanged to date.

At this time, the Company will transition to being a Company with an Audit & Supervisory Committee subject to the approval and adoption of Proposal 2 “Partial Amendments to the Articles of Incorporation.”

Accordingly, in order to set a new remuneration amount for Directors (excluding Directors who are Audit & Supervisory Committee Members) in connection with the transition to a Company with an Audit & Supervisory Committee, the Company proposes to abolish the current provision concerning the amount of remuneration for Directors and, taking into consideration various circumstances including the economic situation, to set the amount of remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members) at no more than 800 million yen per year (including no more than 100 million yen per year for Outside Directors).

If this proposal is approved, the Company intends, at a meeting of the Board of Directors to be held after the conclusion of this General Meeting of Shareholders, to revise the policy for determining the details of remuneration, etc. for individual Directors described in the Business Report (available in Japanese only) so that it is consistent with the approved content, replacing “Directors” with “Directors (excluding Directors who are Audit & Supervisory Committee Members)” and “Audit & Supervisory Board Members” with “Directors who are Audit & Supervisory Committee Members.”

This proposal is necessary to determine the details of remuneration, etc. for each individual Director in accordance with the policy. In addition, in determining the amount of remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members) within a reasonable range, the Company has taken into consideration economic conditions, the Company’s size, the number of Directors, the levels at other companies, and other factors. The Company has, therefore, determined that this proposal is appropriate for these reasons and based on the recommendation of the Nomination and Remuneration Committee, which comprises the President and Independent Outside Directors, to ensure fairness and transparency.

If Proposal 2 “Partial Amendments to the Articles of Incorporation” and Proposal 3 “Election of Three (3) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)” are approved and adopted as originally proposed, the number of Directors (excluding Directors who are Audit & Supervisory Committee Members) will be three (3), including one (1) Outside Director.

This proposal shall take effect upon the effectiveness of Proposal 2 “Partial Amendments to the Articles of Incorporation.”

**Proposal 7: Setting the Amount of Remuneration for Directors Who Are Audit & Supervisory Committee Members**

The Company will transition to being a Company with an Audit & Supervisory Committee subject to the approval and adoption of Proposal 2 “Partial Amendments to the Articles of Incorporation.”

Accordingly, in connection with the transition to a Company with an Audit & Supervisory Committee, the Company proposes to set the amount of remuneration for Directors who are Audit & Supervisory Committee Members at no more than 200 million yen per year, taking into consideration the duties and responsibilities of Directors who are Audit & Supervisory Committee Members.

If this proposal is approved, the Company intends to revise the policy for determining the details of remuneration, etc. for individual Directors, as described in Proposal 6 “Setting the Amount of Remuneration for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members).”

This proposal is necessary to determine the details of remuneration, etc. for each individual Director in accordance with the policy. In addition, in determining the amount of remuneration for Directors who are Audit & Supervisory Committee Members within a reasonable range, the Company has taken into consideration the responsibilities of such Directors, the level of remuneration for Directors (excluding Directors who are Audit & Supervisory Committee Members), and other factors. The Company has, therefore, determined that this proposal is appropriate for these reasons and based on the recommendation of the Nomination and Remuneration Committee, which comprises the President and Independent Outside Directors, to ensure fairness and transparency.

If Proposal 2 “Partial Amendments to the Articles of Incorporation” and Proposal 4 “Election of Three (3) Directors Who Are Audit & Supervisory Committee Members” are approved and adopted as originally proposed, the number of Directors who are Audit & Supervisory Committee Members will be three (3), including three (3) Outside Directors.

This proposal shall take effect upon the effectiveness of Proposal 2 “Partial Amendments to the Articles of Incorporation.”