

This document has been partially translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities code: 9168

Materials dispatched on: May 11, 2026

(Measures for electronic provision of information starts on: May 7, 2026)

To Shareholders with Voting Rights:

Tatsuhiro Matsuoka
President & COO
Rise Consulting Group, Inc.
1-6-1 Roppongi, Minato-ku,
Tokyo, Japan

NOTICE OF THE 6th ANNUAL SHAREHOLDERS MEETING

We are pleased to inform you that the 6th Annual Shareholders Meeting (this “Meeting”) of Rise Consulting Group, Inc. (the “Company”) will be held as described below.

In convening this Meeting, information contained in the Reference Documents for the Shareholders Meeting and its attachments, which are subject to the measures for electronic provision, has been posted on the Company’s website, as part of its electronic provision measures. Please visit the Company’s website below to view the relevant information.

The Company’s website

<https://www.rise-cg.co.jp/ir/meeting/>

In addition to the above website, the matters subject to the measures for electronic provision have been posted on the website of the Tokyo Stock Exchange (TSE). Please access the TSE website below, enter the name “Rise Consulting Group” in the “Issue name (company name)” field or the securities code “9168” in the “Code” field to search the Company, select “Basic information,” go to “Documents for public inspection/PR information,” and click on “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection” to review the material.

TSE website (Listed Company Search)

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

Instead of attending the meeting in person, you may exercise your voting rights via the Internet or in writing (by mail). If you are unable to attend this Meeting, please review the Reference Documents for the Shareholders Meeting and exercise your voting rights no later than 6:00 p.m. Japan time on Thursday, May 28, 2026, in accordance with the “Guidance to the Exercise of Voting Rights” described on page 4 of the Japanese version of this document.

- 1. Date and Time:** Friday, May 29, 2026 at 10:00 a.m. Japan time
(Reception starts at 9:30 a.m.)
- 2. Place:** Trust City Conference Kamiyacho,
2nd Floor, Kamiyacho Trust Tower,
4-1-1 Toranomom, Minato-ku, Tokyo, Japan
(The venue has been changed from the 5th Annual Shareholders Meeting)
- 3. Meeting Agenda:**
Matters to be reported:
1. The business report and consolidated financial statements for the Company's 6th fiscal year (March 1, 2025 - February 28, 2026) and results of audits of the consolidated financial statements by the Accounting Auditor and the Board of Statutory Auditors
 2. Non-consolidated financial statements for the Company's 6th fiscal year (March 1, 2025 - February 28, 2026)
- Proposals to be resolved:**
- Proposal 1:** Partial Amendments to the Articles of Incorporation
- Proposal 2:** Election of Seven (7) Directors

- ◎ When attending the Meeting, please submit the enclosed Voting Rights Exercise Form to the reception.
- ◎ If you exercise your voting rights in writing (by mail) without indicating an approval or disapproval of the proposals, your vote will be deemed as an approval.
- ◎ The details of any amendments to the material provided as matters subject to the measures for electronic provision, before and after the change, will be posted on the aforementioned websites.
- ◎ At this Meeting, paper copies containing the matters subject to the measures for electronic provision will be sent to all shareholders, regardless of whether they requested delivery of paper copies, except for the items below, which are omitted in accordance with laws and regulations and Article 17 of the Company's Articles of Incorporation, and posted on each website. These matters are part of the matters audited by the Accounting Auditor and the Statutory Auditors in preparing their audit reports.
 - Matters Concerning the Share Acquisition Rights and other matters in the business report
 - Matters Concerning the Accounting Auditor in the business report
 - Matters Concerning the Policy on Determining Dividends of Surplus and Other Matters in the business report
 - Systems to Ensure Appropriate Operations in the business report
 - Operational Status of the Systems to Ensure Appropriate Operations in the business report
 - Basic Policy on the Control over the Company in the business report
 - Consolidated Statement of Changes in Equity of the consolidated financial statements
 - Notes to the Consolidated Financial Statements of the consolidated financial statements
 - Non-consolidated Balance Sheet of the non-consolidated financial statements
 - Non-consolidated Statement of Income of the non-consolidated financial statements
 - Non-consolidated Statement of Changes in Equity of the non-consolidated financial statements
 - Notes to the Non-consolidated Financial Statements of the non-consolidated financial statements

Reference Documents for the Shareholders Meeting

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reason for the proposal

To accommodate future business development and diversification of business activities, the Company proposes to amend Article 2 (Purpose) of the current Articles of Incorporation by adding the new items and renumbering the subsequent items accordingly.

2. Details of the amendments

The proposed amendments to the Articles of Incorporation are as follows.

The amendments shall take effect upon the closing of this Meeting.

(Underlines indicate amended portions.)

Current Articles of Incorporation	Proposed amendments
Article 2 (Purpose) The purpose of the Company shall be to engage in the following businesses: (1)-(4) (omitted) (New) (New) <u>(5)</u> (omitted)	Article 2 (Purpose) The purpose of the Company shall be to engage in the following businesses: (1)-(4) (unchanged) <u>(5) Worker dispatching services</u> <u>(6) Fee-based employment placement services</u> <u>(7)</u> (unchanged)

Proposal 2: Election of Seven (7) Directors

The terms of office of all eight (8) incumbent Directors will expire at the closing of this Meeting. Accordingly, the Company proposes the election of seven (7) Directors.

The candidates for Director are as follows.

No.	Name	Current positions and responsibilities at the Company	Attendance at the Board of Directors meetings
1	Tatsuhiro Matsuoka Reappointment	President & COO	15/15
2	Manabu Wada Reappointment	Representative Director & Vice President General Manager of Consulting Dept.	20/20
3	Motohiro Shindo Reappointment	Director & CFO General Manager of Administrative Dept.	20/20
4	Toshiyuki Takeda Reappointment Outside Independent	Director	20/20
5	Takashi Okuda Reappointment Outside Independent	Director	20/20
6	Masumi Sai Reappointment Outside Independent	Director	20/20
7	Shoki Ohkura Reappointment Outside	Director	15/15

Note: As Mr. Tatsuhiro Matsuoka and Mr. Shoki Ohkura were newly elected Directors at the Annual Shareholders Meeting held on May 29, 2025, the number of times they attended the Board of Directors meeting differs from that of other candidates.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Reappointment Tatsuhiro Matsuoka (August 6, 1972)	April 1998	Joined Japan Advance Technology Co., Ltd. (currently Mitsubishi Electric Software Corporation)	19,600
		April 2001	Joined Asahi Arthur Andersen Co., Ltd. (currently PwC Consulting LLC)	
		October 2008	Joined SIGMAXYZ Inc. (currently SIGMAXYZ Holdings Inc.)	
		November 2014	Managing Director	
		April 2017	Research Advisor, Artificial Intelligence Research Center, National Institute of Advanced Industrial Science and Technology (to present)	
		April 2019	Senior Executive Officer and Chief Information Security Officer (CISO), SIGMAXYZ Inc. (currently SIGMAXYZ Holdings Inc.)	
		October 2021	Senior Executive Officer	
		May 2022	Outside Director, Adastria Co., Ltd. (currently and ST HD Co., Ltd.)(to present)	
		October 2022	Joined the Company	
			Senior Executive Officer	
		October 2022	Director, Rise X, Inc. (to present)	
		October 2022	Expert Member, Digital Transformation Promotion Committee, Osaka Chamber of Commerce and Industry (to present)	
		October 2023	Appointed Special Advisor to the Japan Digital Space Economy Federation (to present)	
		June 2024	Manager of Business Development Dept., the Company	
	May 2025	President & COO (to present)		
Reason for nomination Mr. Tatsuhiro Matsuoka has served as President & COO of the Company since 2025, leading the execution of its growth strategies and working to strengthen its management foundation. We have judged that his participation in management decision-making and supervision as an executive leader leveraging his extensive experience in the industry will contribute to the sustainable growth of the Company and the enhancement of its corporate value over the medium to long term, and thus have renominated him as a candidate for Director.				
2	Reappointment Manabu Wada (January 13, 1985)	April 2007	Joined BayCurrent Consulting, Inc.	143,690
		May 2012	Joined former Rise Consulting Group, Inc.	
		April 2015	Director	
		March 2021	Representative Director & Vice President, the Company (to present)	
			General Manager of Consulting Dept. (to present)	
		February 2022	Director, Rise X, Inc.	
Reason for nomination As Representative Director & Vice President of the Company, Mr. Manabu Wada has strongly promoted the sales domain of the Company with his insight into management and extensive experience in the areas of sales and marketing. We have judged that his participation in management decision-making and supervision as an executive leader will contribute to the sustainable growth of the Company and the enhancement of its corporate value over the medium to long term, and thus have renominated him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Reappointment Motohiro Shindo (May 3, 1974)	April 1997 Joined JCB Co., Ltd. April 2000 Joined Digital Club Corporation (currently Broadmedia Corporation) April 2015 Joined former Rise Consulting Group, Inc. February 2016 Joined Soft Gear Co., Ltd. May 2017 Joined RoboCure Co., Ltd. September 2017 Director August 2018 Joined Vertex Partners inc. April 2020 Joined former Rise Consulting Group, Inc. Executive Officer March 2021 Executive Officer, the Company General Manager of Administrative Dept. (to present) February 2022 Statutory Auditor, Rise X, Inc. (to present) May 2024 Director, the Company May 2025 Director & CFO (to present) March 2026 Statutory Auditor, NouScale Inc. (to present)	44,600
	Reason for nomination As head of the Company's administrative department, Mr. Motohiro Shindo has contributed to the development of systems for finance, accounting, legal, and labor affairs, IR, and business management and the establishment of internal controls, as well as to the formulation and execution of financial strategies and capital policies and the advancement of IR activities. We have judged that his participation in management decision-making and supervision as a leader of the administrative department, which underpins the Company's growth, will contribute to the sustainable growth of the Company and the enhancement of its corporate value over the medium to long term, and thus have renominated him as a candidate for Director.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Reappointment Toshiyuki Takeda (November 7, 1979)	January 2012 Joined Aisin Seiki Co., Ltd. (currently AISIN CORPORATION) September 2014 Joined Mitsubishi UFJ Trust and Banking Corporation March 2017 Joined Aon Hewitt Japan Ltd. (currently Aon Solutions Japan Ltd.) July 2018 Joined PricewaterhouseCoopers Aarata LLC (currently PricewaterhouseCoopers Japan LLC) April 2020 Partner, Misono Sogo Law Office (to present) April 2020 Outside Statutory Auditor, former Rise Consulting Group, Inc. March 2021 Director, Front-IA Inc. (currently Frontier Advisory & Consulting, Inc.) (to present) November 2021 Representative Partner, iris G.K. (to present) May 2022 Outside Director, the Company (to present) April 2023 Outside Director, Retool, Inc. September 2023 Outside Director and Audit & Supervisory Committee Member (to present) October 2024 Partner, Axis, Tax Co. (to present)	—
Reason for nomination and roles expected as Outside Director As Mr. Toshiyuki Takeda has advanced expertise as an attorney-at-law, we expect him to provide appropriate supervision and recommendations leveraging his outstanding insight into the Companies Act and governance. Accordingly, we have judged that he will be able to appropriately perform his duties as an Outside Director, and thus have renominated him as a candidate for Outside Director.			
5	Reappointment Takashi Okuda (March 22, 1963)	April 1986 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.) July 1998 Joined General Electric Company (GE) July 2007 President and CEO, GE Capital Leasing K.K. November 2007 President and CEO, GE Fleet Services K.K. February 2010 Executive Managing Director, GE Japan September 2011 Representative Partner, Ocean Associates, LLC (to present) December 2011 Managing Director, LIXIL Corporation May 2017 Senior Director, DBJ Investment Advisory Co., Ltd. June 2017 Outside Director, Kinugawa Rubber Industrial Co., Ltd. September 2021 Outside Director, Fichia Inc. February 2023 Outside Director, the Company (to present) September 2025 Non-Executive Director, NAIGAI TRANS LINE LTD. (to present)	—
Reason for nomination and roles expected as Outside Director Mr. Takashi Okuda has management experience at major Japanese and global companies, as well as outstanding knowledge gained from his engagement in various areas such as M&A, sales, marketing, business development, and business turnaround. Therefore, we expect that his wealth of experience and achievements will contribute to the long-term enhancement of the Company's corporate value, and that he provides supervision and recommendations leveraging his assets. Accordingly, we have judged that he will be able to appropriately perform his duties as an Outside Director, and thus have renominated him as a candidate for Outside Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
6	Reappointment Masumi Sai (January 17, 1983) (Name recorded in family register: Masumi Ishihara)	April 2008	Joined the Daiwa Securities SMBC Co. Ltd. (currently Daiwa Securities Co. Ltd.)	—
		March 2016	Representative Director, Good News and Companies (to present)	
		April 2016	Outside Director, Avon Products Co., Ltd. (currently FMG & MISSION CO., LTD.)	
		June 2019	Outside Director, C'BON COSMETICS Co., Ltd.	
		June 2021	Outside Director, kaonavi, inc.	
		May 2024	Outside Director, the Company (to present)	
		October 2024	Outside Director, i-mobile Co., Ltd. (to present)	
		March 2026	Outside Director and Audit & Supervisory Committee Member, OPEN8 Inc. (to present)	
	Reason for nomination and roles expected as Outside Director As Ms. Masumi Sai has specialized knowledge in corporate governance and corporate finance, we expect her to provide supervision and recommendations leveraging her experience gained through research on economic and capital market analyses and financial literacy. Accordingly, we have judged that she will be able to appropriately perform her duties as an Outside Director, and thus have renominated her as a candidate for Outside Director.			
7	Reappointment Shoki Ohkura (October 12, 1988)	April 2011	Joined Fujitsu Limited	—
		June 2014	Joined PricewaterhouseCoopers Co., Ltd. (currently PwC Consulting LLC)	
		September 2022	Joined SHIFT Inc. General Manager of DAAE	
		February 2024	Director, Club Nets Corporation (to present)	
		November 2024	Director, nadia, Inc (to present) Director, DeMiA Inc. (to present)	
		May 2025	Outside Director, the Company (to present)	
		December 2025	General Manager of Corporate Strategy Department, SHIFT, Inc. (to present)	
		January 2026	General Manager of AI Department	
	April 2026	Division Director of AI BPaaS Business Division (to present)		
Reason for nomination and roles expected as Outside Director As Mr. Shoki Ohkura has a wealth of experience and extensive knowledge in the consulting business and new business development at listed companies, we expect him to provide supervision and advice on the overall management of the Company. Accordingly, we have judged that he will be able to appropriately perform his duties as an Outside Director, and thus have renominated him as a candidate for Outside Director.				

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Mr. Toshiyuki Takeda, Mr. Takashi Okuda, Ms. Masumi Sai and Mr. Shoki Ohkura are candidates for Outside Director.
 3. The Company has registered Mr. Toshiyuki Takeda, Mr. Takashi Okuda and Ms. Masumi Sai, candidates for Director, as independent officers based on the rules of the Tokyo Stock Exchange. If their reelection is approved, the Company plans to continue to register them as independent officers.
 4. Mr. Toshiyuki Takeda will have served as Outside Director for four years at the closing of this Meeting.
 5. Mr. Takashi Okuda will have served as Outside Director for three years and three months at the closing of this Meeting.
 6. Ms. Masumi Sai will have served as Outside Director for two years at the closing of this Meeting.

7. Mr. Shoki Ohkura will have served as Outside Director for one year at the closing of this Meeting.
8. The Company has entered into a liability limitation agreement with Mr. Toshiyuki Takeda, Mr. Takashi Okuda, Ms. Masumi Sai and Mr. Shoki Ohkura in accordance with the provision set forth in Article 427, Paragraph 1 of the Companies Act and Article 27, Paragraph 2 of the Company's Articles of Incorporation. If they are reelected and take office as Directors, the Company plans to renew the agreement with each of them. The maximum amount of liability for damages under the agreement is the amount stipulated by laws and regulations.
9. The Company has a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act and each candidate will be insured under the policy. The insurance policy covers legal damages and litigation expenses in the event that a claim for damages is made against the insured during the insurance period. However, there are certain exclusions, such as no coverage for liability arising from actions taken with the knowledge that they were in violation of laws and regulations. The Company plans to renew the policy with the same terms when it expires.