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(Stock Exchange Code 3697)
November 10, 2026
(Start of electronic provision measures: November 2, 2026)

To Our Shareholders

Masaru Tange, President and CEO
SHIFT Inc.
Azabudai Hills Mori JP Tower, 1-3-1
Azabudai, Minato-ku, Tokyo

Notice of the 21st Annual General Meeting of Shareholders

You are hereby notified that the 21st Annual General Meeting of Shareholders of SHIFT Inc. (the "Company") will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company has taken measures to provide information electronically. Items subject to the measures for electronic provision have been posted on the following websites under "Notice of the 21st Annual General Meeting of Shareholders."

◎Company website
https://en.shiftinc.jp/ir/stock/annual/

Items subject to the measures for electronic provision have been posted on the Tokyo Stock Exchange (TSE)'s website. Please access the following TSE Listed Company Search website and search for the Company by typing "SHIFT" in the "Issue name (company name)" line or "3697" in the "Code" line. Then, click "Basic Information" and select "Documents for public inspection/PR information."

◎TSE Listed Company Search website
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

In accordance with Article 66, Paragraph 1, of the Act on Strengthening Industrial Competitiveness and Article 12, Paragraph 2, of the Company's Articles of Incorporation, **this General Meeting of Shareholders will not be held at a designated location (virtual meeting only)**. For procedures required to attend, please see the instructions on pages 5 onward of the Japanese version.

For shareholders unable to attend the meeting, or as a precaution in the case of communications failure or other event for those planning to attend, you may exercise your voting rights in advance in writing or via the Internet. The Company asks that shareholders exercise their voting rights by **6:15 p.m. (JST) on Tuesday, November 24, 2026**, after reviewing the Reference Documents for the General Meeting of Shareholders.

1. Date and Time: Wednesday, November 25, 2026, at 1:00 p.m. Japan Standard Time
* Start of log in: 12:30 p.m.
* In the event that this General Meeting of Shareholders cannot be held at the designated date and time due to communication issues or other reasons, the meeting will be postponed to Friday, November 27, 2026, at 1:00 p.m. (JST).

2. Meeting method: General Meeting of Shareholders with no designated location (Virtual only)
* Shareholders cannot physically attend the meeting.

3. Meeting Agenda:

Matters to be reported:
1. Business Report and Consolidated Financial Statements for the Company's 21st Fiscal Year (September 1, 2025–August 31, 2026) and audit results of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee
2. Non-consolidated Financial Statements for the Company's 21st Fiscal Year (September 1, 2025–August 31, 2026)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Partial Amendment to the Articles of Incorporation

Proposal 3: Election of five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)

Proposal 4: Election of one (1) Director who is an Audit & Supervisory Committee Member

Proposal 5: Revision of Remuneration, etc. for Directors who are Audit & Supervisory Committee Members

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Notes:

- If any change is made to items subject to measures for electronic provision, information on the change will be posted on the above-mentioned websites.
- Communication regarding the proceedings of this General Meeting of Shareholders shall be via the Internet.
- If a shareholder who has exercised a voting right in advance in writing or via the Internet joins this General Meeting of Shareholders and exercises the voting right in duplicate, the voting right as exercised in conjunction with the meeting shall be accepted as valid. If a shareholder does not exercise the voting right at this General Meeting, the voting right as exercised in advance in writing or via the Internet shall be accepted as valid.
- For shareholders who have requested the delivery of paper-based documents, the Company has sent documents containing the items subject to measures for electronic provision but, in accordance with laws, regulations, and Article 18 of the Company's Articles of Incorporation, this does not include the notes to the consolidated financial statements, notes to the non-consolidated financial statements, the audit report of the Accounting Auditor on the consolidated financial statements, the audit report of the Accounting Auditor, and the audit report of the Audit & Supervisory Committee. In addition to these documents, documents audited by the Audit & Supervisory Committee and the Accounting Auditor in preparing audit reports will be the notes to the consolidated financial statements and notes to the non-consolidated financial statements posted on the websites.
- After this General Meeting of Shareholders, the Company plans to hold a business briefing to deepen the understanding of shareholders regarding the Company and its operations.
- The Company will not mail any notice of resolutions, instead posting it to the Company's website.

The Company's website is https://en.shiftinc.jp/

Reference Documents for the General Meeting of Shareholders

Proposals and reference items

Proposal 1: Appropriation of Surplus

The Company's basic policy is to continue paying stable dividends while enhancing dividends to shareholders and securing the retained earnings necessary for future business development and the strengthening of its management base. Based on this basic policy, and taking into account the trends in results for the current fiscal year and the future business environment, the Company proposes the year-end dividend and the appropriation of surplus as follows.

1. Matters concerning the year-end dividend

(1) Type of dividend property
Cash

(2) Matters concerning the allocation of dividend property and the total amount
4.53 yen per share of the Company's common stock; total amount: 1,172,469,191 yen

(3) Effective date of the dividend of surplus
November 26, 2026

2. Matters concerning the appropriation of surplus

Item and amount of surplus to be reduced
Retained earnings brought forward: total amount 1,172,469,191 yen

Proposal 2: Partial Amendment to the Articles of Incorporation

The Company proposes to amend the business purposes in its Articles of Incorporation in order to respond flexibly to businesses that it may handle in the future. The details of the proposed amendment to the Articles of Incorporation are as follows.

(The underlined part is the changed part)

Current Articles of Incorporation	Proposed Amendment
Article 2 (Purpose)	Article 2 (Purpose)
The purpose of the Company is to engage in the following businesses.	(No change)
1 to 14 (provisions omitted)	1 to 14 (No change)
15. Lending of money, factoring, credit cards, and other financial businesses	15. Lending of money, factoring, credit cards, <u>investment business</u>, and other financial businesses
16 to 20 (provisions omitted)	16 to 20 (No change)

Proposal 3: Election of five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)

The term of office of all six (6) Directors (excluding Directors who are Audit & Supervisory Committee Members; hereinafter "Directors" in this proposal) will expire at the conclusion of this General Meeting of Shareholders, and Director Michio Sasaki will retire. To improve the efficiency of the management structure, the number of Directors will be reduced by one (1), and the Company proposes the election of five (5) Directors, including two (2) Outside Directors.

This proposal was discussed with the Nominating & Compensation Committee, and, based on its recommendations, the proposal was finalized. There are no specific matters of note regarding this proposal from the Audit & Supervisory Committee.

The candidates are as follows.

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Shares owned (Thousands)
1	Masaru Tange (September 22, 1974) [Reappointment] (Male)	April 2000 Joined Incs Inc. (currently SOLIZE Holdings Corporation) September 2005 Established SHIFT Inc., became President and CEO (current position) September 2012 Director of SHIFT Global Pte Ltd. (current position)	81,699
Reason for nomination as candidate for Director: Mr. Masaru Tange, as the founder and manager of the Company, has built a unique business model, led overwhelming business growth, and established the management foundation of the current Group. He has foresight into industry trends, outstanding leadership in promoting diversified business development, and extensive experience and deep insight into corporate management in general. In an increasingly changing business environment, his strong driving force remains indispensable for realizing the further leap forward of the Group and the sustainable enhancement of its corporate value. The Company nominates Mr. Tange for reappointment as a Director, judging that, as Chief Executive Officer, he will promote the management strategy of the entire Group and lead swift and accurate decision-making at the Board of Directors.		

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Past experience, positions and responsibility in the Company,
and significant concurrent positions</th><th>Shares owned
(Thousands)</th></tr>
<tr><td>2</td><td>Motoya Kobayashi
(February 13, 1979)
[Reappointment]
(Male)</td><td>April 2003
April 2007
November 2009
May 2013
November 2014
October 2023
April 2026</td><td>Joined Incs Inc. (currently SOLIZE Holdings Corporation)
Joined SHIFT Inc.
Head of Software Testing Department at SHIFT Inc.
Executive Officer of SHIFT Inc.
Director of SHIFT Inc. (current position)
Representative Director of ALH Inc.
Director of Nisseicom, Limited (current position)</td><td>2,262</td></tr>
<tr><td colspan="5">Reason for nomination as candidate for Director:
Mr. Motoya Kobayashi launched the software testing business that has supported the Company’s growth, and has been at the forefront of establishing the service and driving the Group’s development. He has a deep understanding and advanced knowledge of the foundation of the Company’s business model. As the Group enters a phase of further business expansion, the deep, hands-on experience he has cultivated over many years is important for the steady execution of management strategy and the building of a strong organizational structure. The Company nominates Mr. Kobayashi for reappointment as a Director, judging that, from his position of having fostered the Company’s business structure and organizational culture, he will continue to contribute to multifaceted and highly effective decision-making at the Board of Directors.</td></tr>
<tr><td>3</td><td>Yosuke Sugahara
(May 10, 1980)
[New appointment]
(Male)</td><td>April 2005
April 2008
June 2014
November 2020
November 2022
September 2023
April 2026</td><td>Joined Incs Inc. (currently SOLIZE Holdings Corporation)
Joined SHIFT Inc.
Executive Officer of SHIFT Inc.
Senior Executive Officer of SHIFT Inc. (current position)
Director of ALH Inc.
Director of Build Plus K.K. (current position)
Director of Nisseicom, Limited (current position)</td><td>1,702</td></tr>
<tr><td colspan="5">Reason for nomination as candidate for Director:
Since joining the Company, Mr. Yosuke Sugahara has led numerous business developments, has overseen a wide range of human resources recruitment strategies that are a source of the Company’s growth, and has worked to build a strong organizational foundation by planning and executing initiatives not bound by conventional frameworks. He also currently oversees the AI business, a new area of focus, and leads the Company’s innovation. By reflecting in the Company’s management decision-making his extensive experience in leading business growth and expansion, his deep knowledge of human capital, and his high level of expertise in AI and advanced technologies, he will realize the building of next-generation business models and a company-wide improvement in organizational capabilities. The Company therefore nominates Mr. Sugahara as a new candidate for Director, judging that he will contribute significantly to the enhancement of the Company’s corporate value over the medium to long term.</td></tr>
<tr><td>4</td><td>Takafumi Murakami
(August 16, 1978)
[Reappointment]
[Outside] [Independent]
(Male)</td><td>April 2003
July 2017
November 2020
January 2022
March 2022
March 2022
April 2022</td><td>Joined Goldman Sachs (Japan) Ltd. (currently Goldman Sachs Japan Co., Ltd.)
Founded Signifiant Inc., became Representative Director (current position)
Outside Director of SHIFT Inc. (current position)
Outside Director of BitStar Inc.
Outside Director of hacomono, Inc. (current position)
Outside Director of SmartHR, Inc. (current position)
Outside Director of XICA Co., Ltd. (current position)</td><td>8</td></tr>
<tr><td colspan="5">Reason for nomination as candidate for Outside Director and summary of expected role:
Mr. Takafumi Murakami has been active on the front lines of the capital markets for many years, and has extremely extensive experience and advanced specialized insight in dialogue with domestic and overseas investors and in the fields of governance and ESG. Based on his outstanding knowledge, he has so far provided useful advice and appropriate supervision to the Company’s management from an independent and objective standpoint. His specialized perspective is indispensable for the Group to achieve further discontinuous growth and to meet the expectations of global capital markets. The Company nominates Mr. Murakami for reappointment as an Outside Director, judging that he will continue to contribute significantly to the sustainable enhancement of the Company’s corporate value as a driving force for strengthening constructive dialogue with capital markets and building a highly transparent governance structure.</td></tr>
</table>

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions		Shares owned (Thousands)
5	Fumiko Motoya (July 8, 1947) [Reappointment] [Outside] [Independent] (Female)	April 1966	Joined Fukui Shinkin Bank	191
		June 1971	Director of Shinkin Development Co., Ltd. (currently APA Co., Ltd.) (current position)	
		December 1980	Founded APA Hotels Co., Ltd., became Director	
		February 1994	President and Director of APA Hotels Co., Ltd. (current position)	
		December 2015	Director of APA Holdings Co., Ltd. (current position)	
		November 2020	Outside Director of SHIFT Inc. (current position)	
		May 2021	Outside Director of TKP Corporation (current position)	
Reason for nomination as candidate for Outside Director and summary of expected role: Ms. Fumiko Motoya, as a manager, has a track record of growing APA Hotels and the APA Group into one of the largest hotel chain groups in Japan, and has a wealth of experience in corporate management. She has so far provided diverse and practical advice on the Company's overall management from the sharp perspective of the head of a growing company. In the current phase, in which the Group is further expanding its business scale and enhancing its social presence, her deep insight into business scale-up know-how and strong leadership is important. The Company nominates Ms. Motoya for reappointment as an Outside Director, judging that she will continue to support the bold challenges of the Company's management team from an independent and objective standpoint and, by fulfilling a highly effective supervisory function, contribute to the Company's further growth and the strengthening of its management structure.				

Notes:

- If the election of each candidate for Director is approved, the term of office is scheduled to commence at the conclusion of this General Meeting of Shareholders and end at the conclusion of the Annual General Meeting of Shareholders for the fiscal year ending August 31, 2027.
- There is no special interest between each candidate for Director and the Company.
- Mr. Takafumi Murakami and Ms. Fumiko Motoya are candidates for Outside Directors.
- Mr. Takafumi Murakami and Ms. Fumiko Motoya meet the requirements for independent officers as stipulated by the Tokyo Stock Exchange, and will be designated as independent officers if the election is approved.
- Number of years since the candidates for Outside Directors were appointed as Outside Directors

  The term of office of Mr. Takafumi Murakami as an Outside Director will be six (6) years at the conclusion of this General Meeting of Shareholders.

  The term of office of Ms. Fumiko Motoya as an Outside Director will be six (6) years at the conclusion of this General Meeting of Shareholders.
- The Company has entered into an agreement with Mr. Takafumi Murakami and Ms. Fumiko Motoya to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the same Act. If the election of Mr. Murakami and Ms. Motoya is approved, the Company plans to continue the above liability limitation agreement. The maximum amount of liability based on the said agreement is the minimum liability amount stipulated by laws and regulations.
- The Company has entered into a directors and officers liability insurance policy with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If a claim for damages is filed by a shareholder or a third party, the said insurance policy will cover the damages and litigation expenses that the insured would have to bear. However, damages caused by acts committed by the insured while being aware that they violate laws and regulations will not be covered. The Company bears the full premium for all insured persons. If each candidate for Director is appointed as a Director, he or she will be insured under the said insurance policy. The term of this insurance policy is until April 1, 2027, but is scheduled to be renewed with the same scope of coverage.

Proposal 4: Election of one (1) Director who is an Audit & Supervisory Committee Member

Mr. Tetsujiro Nakagaki, a Director who is an Audit & Supervisory Committee Member, will retire upon the expiration of his term of office at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) new Director who is an Audit & Supervisory Committee Member. This proposal was discussed with the Nominating & Compensation Committee and finalized based on its recommendations, and the consent of the Audit & Supervisory Committee has been obtained.

The candidate is as follows.

Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions		Shares owned (Thousands)
Amy Shigemi Hatta (March 7, 1968) [New appointment] [Outside] [Independent] (Female)	April 1996	Joined ASTRA AB (currently AstraZeneca PLC)	-
	August 2000	Joined Merrill Lynch & Co. (currently BofA Securities, Inc.)	
	April 2002	Joined TIAA-CREF (currently Nuveen, a TIAA company)	
	April 2023	Established Aglow Management Inc.	
	August 2023	Outside Director of Nomura Holding America Inc. (current position)	
	November 2023	Outside Director of SHIFT Inc. (current position)	
	March 2024	Outside Director and Audit & Supervisory Committee Member of SUMCO Corporation (current position)	
	June 2025	Outside Director and Audit & Supervisory Committee Member of Nomura Asset Management Co., Ltd.	
Reason for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and summary of expected role: Ms. Amy Shigemi Hatta has extensive experience and advanced knowledge regarding capital markets on a global scale and corporate governance, cultivated through her experience at one of the world's largest pension managers and her activities as an institutional investor over many years. Her specialized perspective on the latest overseas corporate trends and global standards is indispensable as the Company promotes its management strategy and capital policy with a view to global markets. The reason the Company is newly proposing her election as a Director who is an Audit & Supervisory Committee Member is to directly reflect in its audit and supervisory functions her "rigorous perspective as a global institutional investor," which she has cultivated, in addition to her experience as an Audit & Supervisory Committee Member at other companies. The Company nominates Ms. Hatta as a new candidate for Outside Director who is an Audit & Supervisory Committee Member, judging that she will supervise the legality and appropriateness of management from an independent and objective standpoint and contribute to building a highly transparent governance structure.			

Notes:

- If the election of the candidate for Director is approved, the term of office is scheduled to commence at the conclusion of this General Meeting of Shareholders and end at the conclusion of the Annual General Meeting of Shareholders for the fiscal year ending August 31, 2028.
- There is no special interest between the candidate for Director who is an Audit & Supervisory Committee Member and the Company.
- Ms. Amy Shigemi Hatta is a candidate for Outside Director.
- The Company has designated Ms. Amy Shigemi Hatta as an independent officer as stipulated by the Tokyo Stock Exchange and notified the stock exchange to that effect. If her election is approved, she is scheduled to continue to serve as an independent officer.
- Number of years since the candidate for Outside Director was appointed as Outside Director
  The term of office of Ms. Amy Shigemi Hatta as an Outside Director will be three (3) years at the conclusion of this General Meeting of Shareholders.
- The Company has entered into an agreement with Ms. Amy Shigemi Hatta to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the same Act. If the election of Ms. Hatta is approved, the Company plans to continue the above liability limitation agreement. The maximum amount of liability based on the said agreement is the minimum liability amount stipulated by laws and regulations.
- The Company has entered into a directors and officers liability insurance policy with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If a claim for damages is filed by a shareholder or a third party, the said insurance policy will cover the damages and litigation expenses that the insured would have to bear. However, damages caused by acts committed by the insured while being aware that they violate laws and regulations will not be covered. The Company bears the full premium for all insured persons. If the candidate for Director is appointed as a Director, he or she will be insured under the said insurance policy. The term of this insurance policy is until April 1, 2027, but is scheduled to be renewed with the same scope of coverage.

Proposal 5: Revision of Remuneration, etc. for Directors who are Audit & Supervisory Committee Members

At the 14th Annual General Meeting of Shareholders held on November 27, 2019, the amount of remuneration for the Company's Directors who are Audit & Supervisory Committee Members was approved at up to 50 million yen per year. In addition, at the 16th Annual General Meeting of Shareholders held on November 26, 2021, the Company obtained approval for a total amount of up to 20 million yen per year for the Company's common stock issued or disposed of to, and money paid to, the Company's Directors who are Audit & Supervisory Committee Members (hereinafter "Eligible Directors") under the Restricted Stock Unit Plan (hereinafter the "Plan"), and for up to 90,000 shares to be delivered.

Since then, in addition to changes in economic conditions and the expansion of the Group's business scale, the roles and responsibilities required of Directors who are Audit & Supervisory Committee Members have increased further due to the recent strengthening of corporate governance and other factors.

Accordingly, in light of these changes in the business environment and the increase in responsibilities, and for the purpose of securing and retaining talented people who contribute to ensuring the validity and appropriateness of the Company's management, the Company proposes to revise the amount of remuneration for Directors who are Audit & Supervisory Committee Members to up to 100 million yen per year (of which the total amount of the Company's common stock issued or disposed of to, and money paid to, Eligible Directors under the Plan is up to 50 million yen per year, and the number of shares to be delivered is up to 225,000 shares).

This proposal was determined by the Board of Directors based on a comprehensive consideration of the Company's business scale, the executive remuneration system and its payment levels, the current number of officers, and future trends, and in light of the recommendations of the voluntary Nominating & Compensation Committee, the majority of whose members are Independent

Outside Directors. The Company considers the proposal to be appropriate.

The number of current Directors who are Audit & Supervisory Committee Members is three (3) (including three (3) Outside Directors). If Proposal 4 is approved as proposed, the number of Directors who are Audit & Supervisory Committee Members will be three (3).

(Reference) Skill matrix of candidates for Directors and Executive Officers

If all the nominees listed in this Notice of Convocation are elected as originally proposed, the expertise and experience of each Director will be as shown in the skill matrix below.

Name	Position (Planned)	Experience and expertise										
		Corporate management	Sales/Marketing	Service/Technology	Human Capital Management	M&A/PMI	Finance/Accounting	Corporate governance	ESG/Public Relations & Investor Relations	Legal/Risk management	Global	AI & Digital Transformation Promotion
Masaru Tange	President and CEO	◎	◎	◎	◎	◎	○		◎			◎
Motoya Kobayashi	Director	○	◎	◎	○	○	○	○	◎			○
Yosuke Sugahara	Director	○	○	○	◎			○	○			◎
Takafumi Murakami	Outside Director	○				◎	◎	○	○			
Fumiko Motoya	Outside Director	○	◎		○				○			
Yusuke Arai	Outside Director Audit & Supervisory Committee Member (full-time)						◎	◎		○		
Naoko Yanaka	Outside Director Audit & Supervisory Committee Member (part-time)							○	○	◎		
Amy Shigemi Hatta	Outside Director Audit & Supervisory Committee Member (part-time)					○	○	○	◎		◎	

The Company has adopted an executive officer system. The expertise and experience of each Executive Officer, etc. will be as shown in the skill matrix below.

Name	Position (As of the end of August)	Experience and expertise										
		Corporate management	Sales/Marketing	Service/Technology	Human Capital Management	M&A/PMI	Finance/Accounting	Corporate governance	ESG/Public Relations & Investor Relations	Legal/Risk management	Global	AI & Digital Transformation Promotion
Toshiaki Hosoda	Senior Executive Officer		○	◎								◎
Aki Yamaji	Executive Officer								◎		○	
Hidetaka Kojima	Head of Group Management Promotion Division					◎					○	
Yukinori Matsumoto	Head of Legal Department							○		◎		
Shun Yamaguchi	Head of Corporate Planning Department Head of Accounting Department						◎	○				