

(Note) This document has been 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.

Securities Code: 2154

Date of sending by postal mail: September 10, 2025

Start date of measures for electronic provision: September 3, 2025

Dear Shareholders,

Yutaka Nishida
Chairman and President and
Representative Director, CEO
Open Up Group Inc.
1-3-1 Toranomom, Minato-ku,
Tokyo

Notice of the 21st Ordinary General Shareholders' Meeting

We are pleased to announce the 21st Ordinary General Shareholders' Meeting of Open Up Group Inc. (the "Company"), which will be held as described below.

In convening this Ordinary General Shareholders' Meeting, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company's website: <https://www.openupgroup.co.jp/en/ir/>

(Access the Company's website above, select "IR News" and then select "2025.")

Website for posted informational materials for the Ordinary General Shareholders' Meeting: <https://d.sokai.jp/2154/teiji/> (in Japanese)

Tokyo Stock Exchange (TSE) website (Listed Company Search): <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the above TSE website, enter "Open Up Group" in "Issue name (company name)" or the Company's securities code "2154" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].")

We ask that you take the time to first review the attached Reference Documents for the General Shareholders' Meeting and then exercise your voting rights by 6:00 p.m., Wednesday, September 24, 2025, as per the instructions provided in "Exercise of Voting Rights" on page 4 of this notice.

Details

1. **Date and Time:** Thursday, September 25, 2025, at 10:00 a.m. (JST)
2. **Place:** Akasaka Intercity Conference Center 301, 3F, Akasaka Intercity AIR
1-8-1 Akasaka, Minato-ku, Tokyo
(The venue is different from the previous one, so please be careful not to make a mistake.)
3. **Purposes of the Meeting**
Matters to be reported:
 - a. Business Report and Consolidated Financial Statements, and Audit Reports of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Committee for the 21st Fiscal Year (from July 1, 2024, to June 30, 2025)
 - b. Non-consolidated Financial Statements for the 21st Fiscal Year (from July 1, 2024, to June 30, 2025)**Matters to be resolved:**
 - Proposal 1:** Election of Five (5) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
 - Proposal 2:** Election of Three (3) Directors Who Are Audit & Supervisory Committee Members

<Request>

- If you plan to attend the meeting in person, please submit the Voting Rights Exercise Form to the reception desk.
- If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval of the proposals on the voting form, we will treat it as if you indicated your approval.

<Information>

- Paper-based documents stating matters related to electronic provisioning measures will be sent to shareholders who have requested the delivery of paper-based documents. Those documents exclude the following information in accordance with the provisions of laws and regulations and the Company's Articles of Incorporation.
 - a) Principal Business in the Business Report
 - b) Major Offices in the Business Report
 - c) Status of Employees in the Business Report
 - d) Shareholder Data in the Business Report
 - e) Status of Stock Acquisition Rights, etc. in the Business Report
 - f) Status of Accounting Auditors in the Business Report
 - g) Policy on Determination of Dividends of Surplus, etc. in the Business Report
 - h) System to Ensure the Properness of Operation and its Operational Status in the Business Report
 - i) Consolidated Statements of Changes in Equity
 - j) Notes to Consolidated Financial Statements
 - k) Non-consolidated Balance Sheet
 - l) Non-consolidated Statements of Income
 - m) Non-consolidated Statements of Changes in Equity
 - n) Notes to Non-consolidated Financial Statements
 - o) Accounting Auditor's Audit Report on the Non-consolidated Financial Statements
 - p) Audit Report of the Meetings of the Audit & Supervisory Committee

The Business Report which has been audited by the Audit & Supervisory Committee, shall include not only the documents stated in this document, but also items a) through h) above, which are matters subject to measures for electronic provision and posted on the Company's website.

The Consolidated Financial Statements and Non-consolidated Financial Statements, which have been audited by the Audit & Supervisory Committee and the Accounting Auditors, shall include not only the documents stated in this document, but also items i) through n) above, which are matters subject to measures for electronic provision and posted on the Company's website.

- If the matters subject to measures for electronic provision are revised, a notice of the revision and the details of the matters before and after the revision will be posted on the above websites.

Exercise of Voting Rights

Your **voting rights** allow you to participate in the Company's management. Please make sure to exercise them.

Voting rights are important rights that allow shareholders to participate in the Company's management. Below are the methods for exercising voting rights.

Please review the Reference Documents for the General Shareholders' Meeting and exercise your voting rights.

Attending the General Shareholders' Meeting



Date and time
for the meeting

Thursday, September 25, 2025, at 10:00 a.m. (JST)
Please present the Voting Rights Exercise Form to the reception desk.
Also, please bring this notice for reference.

When exercising your voting rights by proxy, it is possible to delegate one other shareholder with voting rights in the Company. However, it is necessary to submit a document evidencing the proxy's right of representation.

Not attending the General Shareholders' Meeting



[Voting by mail]

Deadline for voting

6:00 p.m. on Wednesday,
September 24, 2025 (JST)

Please indicate your approval or disapproval of each of the proposals on the Voting Rights Exercise Form and return the Form to reach us by the deadline for voting.



[Voting via electromagnetic means
(the Internet, etc.)]

Deadline for voting

6:00 p.m. on Wednesday,
September 24, 2025 (JST)

After reviewing the Exercise of Voting Rights via the Internet, etc. on the next page, please access Exercise of Voting Rights Website (<https://www.web54.net>) from your computer or smartphone and register your approval or disapproval of each of the proposals in accordance with the instructions on the screen.

If you exercise your voting rights by both sending the Voting Rights Exercise Form and via electromagnetic means (the Internet, etc.), only your vote via the Internet, etc., shall be deemed effective. Also, if you exercise your voting rights several times via the Internet, etc., only your final vote shall be deemed effective.

Exercise of Voting Rights via the Internet, etc.

Method 1: Scanning QR code® “Smart Vote”

You can simply login to the website for exercising voting rights without entering your voting code and password.

- 1 Please scan the QR code® located on the bottom right of the voting form.



* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.

- 2 Indicate your approval or disapproval by following the instructions on the screen.



Note that your voting rights can be exercised only once by using the “Smart Vote” method.

If you need to make a correction to the content of your vote after you have exercised your voting rights, please access the website for personal computer and login by entering your voting code and password printed on the voting form, and exercise your voting rights again.

* You can access the website for personal computer by scanning the QR code® again.

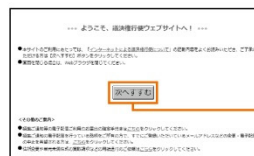
In case you need instructions for how to operate your personal computer/smartphone in order to exercise your voting rights via the Internet, please contact:

Method 2: Entering voting code and password

Exercise of Voting Rights Website

<https://www.web54.net>

- 1 Please access the Exercise of Voting Rights Website.



Click “Next.”

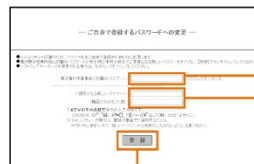
- 2 Enter your voting code printed on the Voting Rights Exercise Form.



Enter the Voting Rights Exercise Code.

Click “Login.”

- 3 Enter your password printed on the Voting Rights Exercise Form.



Enter the Password.

Set the new password you are going to use.

Click “Register.”

- 4 Indicate your approval or disapproval by following the instructions on the screen.

* The operation screens shown here are for reference purposes only.

Dedicated phone line for Stock Transfer Agency Web Support,
Sumitomo Mitsui Trust Bank, Limited
[Telephone number within Japan] 0120-652-031 (Toll free)
(9:00 a.m. to 9:00 p.m. on weekdays) (JST)

Institutional investors may use the platform operated for institutional investors by ICJ, Inc. to electronically exercise the voting rights.

Reference Documents for the General Shareholders' Meeting

Proposal 1:

Election of Five (5) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all seven (7) Directors (excluding Directors who are Audit & Supervisory Committee Members; the same applies to this proposal) will expire at the conclusion of this meeting.

Accordingly, the Company proposes to appoint five (5) Directors, lowering the number by two to enable quicker, more strategic and flexible decision making in the Board of Directors.

With respect to this proposal, the Company's Audit & Supervisory Committee has verified and considered that nominations of the candidates for Directors were made with appropriate procedures by the Nominating Committee, an advisory body to the Board of Directors that comprises independent outside Directors as its core members. As a result, all candidates are considered to be suitable.

The candidates for Director are as follows:

No.	Name	Current positions in the Company	Attribute of candidate			Attendance at Board of Directors meetings
1	Yutaka Nishida	Chairman and President and Representative Director, CEO	Reelection			18/18 (100%)
2	Hiroshi Sato	Director, CFO	Reelection			18/18 (100%)
3	Marie Oshima	Outside Director	Reelection	Outside	Independent	18/18 (100%)
4	Tomoko Kawakami	Outside Director	Reelection	Outside	Independent	18/18 (100%)
5	Yoichi Wada	Outside Director	Reelection	Outside	Independent	18/18 (100%)

No.

1.

Yutaka Nishida

Reelection

Tenure as Director

(at the conclusion of this meeting): 11 years

Number of the Company's shares held (As of June 30, 2025) 458,500 shares



(Mar. 17, 1963)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 1987 Joined Recruit Co., Ltd.
Apr. 1990 Joined Recruit Seeds Staff Co., Ltd. (currently Recruit Staffing Co., Ltd.)
Oct. 2003 Director, General Manager of Sales Headquarters, ORIFA Corporation
Apr. 2005 Executive Officer, Recruit Staffing Co., Ltd.
Apr. 2007 Director, Recruit Staffing Cities Co., Ltd.
Apr. 2010 Representative Director, Mates Co., Ltd.
Apr. 2011 Representative Director, Recruit From A Casting Co., Ltd.
Apr. 2014 Advisor, the Company
Sept. 2014 President and Representative Director, COO, the Company
July 2016 President and Representative Director, the Company
Mar. 2017 Director, FUSIONi Co., Ltd. (currently Open Up IT Engineer Inc.)
Dec. 2017 Director, Gap Personnel Holdings Limited
Aug. 2018 Director, Quattro Recruitment Limited
July 2019 Representative Director, BeNEXT Technologies Inc.
Apr. 2021 Chairman and Representative Director, the Company
July 2021 Chairman and Representative Director, CEO, the Company
June 2025 Outside Director, Matching Service Japan Co., Ltd. (current position)
July 2025 Chairman and President and Representative Director, CEO, the Company (current position)

(Reasons for nomination as a candidate for Director)

Mr. Yutaka Nishida has served as a Representative Director of the Company since 2014. The Company expects that while continuing to lead the management of the Group and making the most of his abundant experience as a corporate manager and his extensive insights relating to the Company's business, he will contribute to enhancing the long-term corporate value of the Company and to promoting growth strategies. Accordingly, the Company has nominated him as a candidate for Director.

No.

2.

Hiroshi Sato

Reelection

Tenure as Director

(at the conclusion of this meeting): 5 years

Number of the Company's shares held (As of June 30, 2025) 73,700 shares



(Dec. 26, 1956)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 1979	Joined NEC Corporation
May 2002	General Manager of Corporate Controller Division and Chief Manager of Corporate Planning Division, Electron Devices Company, NEC Corporation
Dec. 2002	Vice President and CFO, NEC Electronics Corporation
Oct. 2003	Senior Vice President and CFO, NEC Electronics Corporation
Apr. 2010	Senior Vice President, CFO and General Manager of Planning Department, NEC Networks & System Integration Corporation
Apr. 2013	Executive Officer and CFO, NEC Networks & System Integration Corporation
Feb. 2014	Director and CFO, TechnoPro Holdings, Inc.
July 2014	Director and Senior Managing Executive Officer, TechnoPro, Inc.
May 2020	Advisor, the Company
Sept. 2020	Director, the Company
July 2022	Outside Director, HRnetGroup Limited (current position)
June 2023	Director, CFO, the Company (current position)

(Reasons for nomination as a candidate for Director)

Mr. Hiroshi Sato has worked for many years as a CFO in different industries, including the same industry as the Company. He has abundant experience and knowledge related to finance, and the Company expects him to continue to contribute to enhancing the long-term corporate value of the Group through the formulation, promotion, etc. of financial strategies. Accordingly, the Company has nominated him as a candidate for Director.

No.
3.

Marie Oshima

Reelection

Outside

Independent

Tenure as Director
(at the conclusion of this meeting): 3
years

Number of the Company's shares held (As of June 30, 2025) – shares



(Mar. 25, 1962)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 1992 Assistant, Institute of Industrial Science, the University of Tokyo
 Apr. 1995 Overseas Researcher, Ministry of Education, Science, Sports and Culture (Stanford University, United States of America)
 June 1998 Instructor, Institute of Industrial Science, the University of Tokyo
 Apr. 1999 Assistant Professor, Institute of Engineering Mechanics and Systems, University of Tsukuba / Institute of Industrial Science, the University of Tokyo
 Apr. 2000 Assistant Professor, Institute of Industrial Science, the University of Tokyo
 July 2005 Professor, Institute of Industrial Science, the University of Tokyo (current position)
 Apr. 2006 Professor, Interfaculty Initiative in Information Studies, the University of Tokyo (current position)
 Apr. 2014 Director, National Institute of Technology
 Apr. 2017 President, the Japan Society of Mechanical Engineers (95th term)
 Apr. 2017 Director, NSK Scholarship Foundation (current position)
 Oct. 2017 Council Member, Science Council of Japan
 July 2018 Outside Director, Toyota Central R&D Labs., Inc. (current position)
 Sept. 2018 Director, Mitsubishi Gas Chemical Memorial Foundation (current position)
 June 2019 Director, The Hitachi Global Foundation (current position)
 Aug. 2020 Advisor, Japan Society for Science Education (current position)
 Apr. 2022 Director, The Japan Society of Fluid Mechanics
 Sept. 2022 Director, steAm BAND (current position)
 Sept. 2022 Outside Director, the Company (current position)
 Oct. 2023 Associate Member, Science Council of Japan (current position)
 Nov. 2023 Director, Japan Society of Vascular Medicine and Rheology (current position)
 Apr. 2024 Deputy Director, Tokyo College, University of Tokyo Institutes for Advanced Studies (current position)
 June 2025 Member of the Managing Board (Outside), SYSMEX CORPORATION (current position)

(Reasons for nomination as a candidate for outside Director and overview of expected role)
 Ms. Marie Oshima possesses abundant experience mainly in the digital, cyber security, technology, and scientific and technological education, as well as an excellent academic background, and is expected to continue to contribute to the further enhancement of the Company's management system by providing expert advice and recommendations in the decision making process of the Company's Board of Directors. Accordingly, the Company has nominated her as a candidate for outside Director. Although she has never been involved in corporate management other than acting as an outside officer, the Company judges that she will continue to adequately perform her duties as outside Director based on the above reasons.

No.
4.

Tomoko Kawakami

Reelection

Outside

Independent

Tenure as Director
(at the conclusion of this meeting): 3
years

Number of the Company's shares held (As of June 30, 2025) – shares



(May 3, 1965)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 2000 Full-time Instructor, Faculty of Business and Commerce, Kansai University
Apr. 2002 Assistant Professor, Faculty of Business and Commerce, Kansai University
Apr. 2003 Visiting Researcher, Foster School of Business, University of Washington
Apr. 2007 Associate Professor, Faculty of Business and Commerce, Kansai University
Apr. 2009 Professor, Faculty of Business and Commerce, Kansai University
Aug. 2012 Visiting Researcher, INSEAD Blue Ocean Strategy Institute (current position)
Jan. 2013 Fulbright Researcher, Foster School of Business, University of Washington
Oct. 2013 Research Fellow, Institute on Asian Consumer Insight, Nanyang Technological University
Apr. 2015 Professor, Graduate School of Business and Finance, Faculty of Commerce, Waseda University (current position)
Apr. 2016 Secretary, Waseda Blue Ocean Strategy Institute (currently Waseda Blue Ocean Shift Institute), Comprehensive Research Organization, Waseda University (current position)
Apr. 2019 Director, Marketing International Institute (currently Marketing and Sustainability International Institute), Advanced Collaborative Research Organization for Smart Society, Waseda University (current position)
June 2019 External Director, Takara Holdings Inc. (current position)
Dec. 2019 Examination Board Member, Certified Public Accountant Examination
Sept. 2022 Outside Director, the Company (current position)
Sept. 2022 Visiting Professor, Copenhagen Business School
Mar. 2023 Visiting Researcher, Shidler College of Business, University of Hawai'i at Mānoa
Sept. 2024 Research Fellow, Graduate School of Business Administration, KOBE UNIVERSITY

(Reasons for nomination as a candidate for outside Director and overview of expected role)

Ms. Tomoko Kawakami possesses abundant experience mainly in business science and marketing fields as well as an excellent academic background, and is expected to continue to contribute to the further enhancement of the Company's management system by providing expert advice and recommendations in the decision making process of the Company's Board of Directors. Accordingly, the Company has nominated her as a candidate for outside Director. Although she has never been involved in corporate management other than acting as an outside officer, the Company judges that she will continue to adequately perform her duties as outside Director based on the above reasons.

No.

5.

Yoichi Wada

Reelection

Outside

Independent

Tenure as Director

(at the conclusion of this meeting): 4 years

Number of the Company's shares held (As of June 30, 2025) – shares



(May 28, 1959)

Career summary, important concurrent positions, positions and areas of responsibility in the Company

Apr. 1984 Joined Nomura Securities Co., Ltd.
 Apr. 2000 Joined SQUARE CO., LTD.
 Dec. 2001 President and Representative Director and CEO, SQUARE CO., LTD.
 Apr. 2003 President and Representative Director, SQUARE ENIX CO., LTD. (currently SQUARE ENIX HOLDINGS CO., LTD.)
 Aug. 2016 Outside Director, WonderPlanet Inc. (current position)
 Mar. 2018 Outside Director, Mynet Inc.
 Mar. 2019 Outside Director (Audit & Supervisory Committee Member), Mynet Inc. (current position)
 Sept. 2021 Outside Director, the Company (current position)
 June 2022 Outside Director, COVER Corp. (current position)
 Oct. 2024 Outside Director (Audit & Supervisory Committee Member), Kurashicom Inc. (current position)

(Reasons for nomination as a candidate for outside Director and overview of expected role)

Mr. Yoichi Wada possesses abundant experience and insights as a manager in different industries. The Company expects him to continue to provide advice and recommendations that ensure objectivity in the decision making process of the Company's Board of Directors going forward, and to contribute to strengthening the Company's governance system. Accordingly, the Company has nominated him as a candidate for outside Director.

Notes:

1. No special interest exists between any of the candidates for Director and the Company.
2. The name of the candidate, Ms. Marie Oshima, in the family register is Marie Yamamoto.
3. The persons the Company has nominated as candidates for independent outside Director are those who have not held the position of executive Director or executed business of the Company in the past and who meet the requirements for outside Directors defined by the Companies Act and the requirements as set forth in the independence standards specified by the Tokyo Stock Exchange of being not at risk of having a conflict of interest with general shareholders.
4. Ms. Marie Oshima, Ms. Tomoko Kawakami, and Mr. Yoichi Wada are candidates for outside Director.
5. The number of years that the candidate for outside Director who has served as outside Director of the Company is outlined below.
 At the conclusion of this meeting, Ms. Marie Oshima will have served three years as an outside Director of the Company.
 At the conclusion of this meeting, Ms. Tomoko Kawakami will have served three years as an outside Director of the Company.
 At the conclusion of this meeting, Mr. Yoichi Wada will have served four years as an outside Director of the Company.
6. The Company has submitted notification to the Tokyo Stock Exchange that Ms. Marie Oshima, Ms. Tomoko Kawakami, and Mr. Yoichi Wada are designated as independent officers as provided for by the aforementioned exchange. Should they be re-elected, the Company plans to continue this designation.
7. The Company has entered into a limited liability agreement with Ms. Marie Oshima, Ms. Tomoko Kawakami, and Mr. Yoichi Wada pursuant to the Company's Articles of Incorporation. Should they be re-elected, the Company plans to continue this agreement. The gist of this agreement is that, pursuant to Article 427, paragraph 1 of the Companies Act, liability under Article 423, paragraph 1 of the same Act shall be limited to either the minimum amount provided in Article 425, paragraph 1 of the same Act or 10 million yen, whichever is higher.
8. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The policy will cover court costs and the amount of indemnification incurred by a Director who is an insured. If reelected, each candidate will continue to be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to also renew the policy with the same terms.

Proposal 2:

Election of Three (3) Directors Who Are Audit & Supervisory Committee Members

The terms of office of three (3) Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this meeting.

Accordingly, the Company proposes to appoint three (3) Directors who are Audit & Supervisory Committee Members.

The Audit & Supervisory Committee has consented to this proposal.

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

No.	Name	Current positions in the Company	Attribute of candidate			Attendance at Board of Directors meetings	Attendance at Audit & Supervisory Committee meetings
1	Rieko Zamma	Outside Director (Audit & Supervisory Committee Member)	Reelection	Outside	Independent	17/18 (94%)	12/13 (92%)
2	Shintaro Takahashi	Outside Director (Audit & Supervisory Committee Member)	Reelection	Outside	Independent	18/18 (100%)	13/13 (100%)
3	Noriko Sakai	—	New appointment	Outside	Independent	—	—

No.

1.

Rieko Zamma

Reelection

Outside

Independent

Tenure as Director

(at the conclusion of this meeting): 9 years

Number of the Company's shares held (As of June 30, 2025) – shares



(Mar. 21, 1950)

Career summary, important concurrent positions and positions in the Company

Apr. 1970 Joined Shizuoka Broadcasting System, Inc., Announcer
June 1973 Joined Kobunsha Co., Ltd., Reporter of Josei Jishin (Women's Self) Editorial Department
May 1980 Representative Director and President, Candid Co., Ltd. (currently Candid Produce Co., Ltd.) (current position)
Feb. 2001 Panel member, Panel on Infrastructure Development, Ministry of Land, Infrastructure, Transport and Tourism
Mar. 2004 General Producer, International Skills Festival for All, Japan 2007, Ministry of Health, Labour and Welfare
July 2005 Representative Director and President, Creative Senior Co., Ltd. (currently Candid Produce Co., Ltd.) (current position)
Jan. 2007 Member, Fiscal System Council, Ministry of Finance
Jan. 2009 Representative, club willbe (social network for all adults) (current position)
Aug. 2009 Member, Advisory Committee on Lay Judge system, Ministry of Justice
Mar. 2010 Outside Director, Fujita Kanko Inc.
June 2016 Outside Director, SHIMA SEIKI MFG., LTD. (current position)
Sept. 2016 Outside Director, the Company
Sept. 2023 Outside Director, the Company (Audit & Supervisory Committee Member) (current position)

(Reasons for nomination as a candidate for outside Director who is an Audit & Supervisory Committee Member and overview of expected roles)

Ms. Rieko Zamma possesses abundant experience as a business manager in different business fields with other industrial frameworks as well as an excellent academic background. In particular, she has been providing the Company with supervision and advice on the performance of duties of Directors from an objective and neutral standpoint especially in the field of sustainability. The Company expects that she will continue to contribute to strengthening the Company's governance system. Accordingly, the Company has nominated her as a candidate for outside Director who is an Audit & Supervisory Committee Member.

No.
2. **Shintaro
Takahashi**

Reelection

Outside

Independent

Tenure as Director
(at the conclusion of this meeting): 2
years

Number of the Company's shares held (As of June 30, 2025) – shares



(Jan. 8, 1965)

Career summary, important concurrent positions and positions in the Company

Apr. 1989 Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)
 Oct. 2001 Joined Magclick Inc. (currently GMO AD Partners Inc.)
 Mar. 2006 President and Representative Director, GMO AD Partners, Inc.
 Mar. 2008 Director, GMO Internet, Inc. (currently GMO Internet Group, Inc.)
 Mar. 2013 Managing Director, Supervisor of Group Media Division, GMO Internet, Inc. (currently GMO Internet Group, Inc.)
 Mar. 2015 Chairman of the Board, GMO AD Partners Inc.
 Apr. 2016 Representative Board Director, Head of Sales Division, Indeed Japan, Inc.
 July 2016 Non-executive Director, gumi Inc.
 Oct. 2017 Representative Board Director, General Manager and Head of Sales Division, Indeed Japan, Inc.
 Nov. 2020 Director, U-NEXT HOLDINGS Co., Ltd. (current position)
 Dec. 2021 President, Representative Director, U-POWER Co., Ltd. (current position)
 Sept. 2023 Director, USEN NETWORKS Co., Ltd. (current position)
 Sept. 2023 Director, USEN ICT Solutions CORPORATION (current position)
 Sept. 2023 Director, USEN Smart Works (current position)
 Sept. 2023 Director, U-MX Co., Ltd. (current position)
 Sept. 2023 Director, TACT INC. (current position)
 Sept. 2023 Director, Next Innovation Co., Ltd. (currently USEN WORKING Co., Ltd.) (current position)
 Sept. 2023 Outside Director, the Company (Audit & Supervisory Committee Member) (current position)
 Sept. 2024 Director, USEN WORK WELL Co., Ltd. (current position)

(Reasons for nomination as a candidate for outside Director who is an Audit & Supervisory Committee Member and overview of expected roles)

Mr. Shintaro Takahashi possesses abundant experience as a business manager in different business fields with other industrial frameworks as well as an excellent academic background. In particular, he has been providing the Company with supervision and advice on the performance of duties of Directors from an objective and neutral standpoint especially in areas such as group governance. The Company expects that he will continue to contribute to strengthening the Company's governance system. Accordingly, the Company has nominated him as a candidate for outside Director who is an Audit & Supervisory Committee Member.

No.
3.

Noriko Sakai

New
appointment

Outside

Independent

Number of the Company's shares held (As of June 30, 2025) – shares



(June 2, 1969)

Career summary, important concurrent positions and positions in the Company

Apr. 1997 Admitted to the bar
Apr. 1997 Joined Nagashima & Ohno (currently Nagashima Ohno & Tsunematsu)
Jan. 2003 Working at New York Office, Paul, Hastings, Janofsky & Walker LLP (currently Paul Hastings LLP)
June 2003 Admitted to the bar in the State of California
Sept. 2003 Working at Taiyo Law Offices (currently Paul Hastings LLP, foreign law joint enterprise)
Dec. 2005 Working at O'Melveny & Myers gaikokuho kyodojigyo horitsujimusho
Feb. 2008 Partner, O'Melveny & Myers gaikokuho kyodojigyo horitsujimusho
Jan. 2011 Partner, TMI Associates
Jan. 2013 Jointly founded Marunouchi International Law Office
Jan. 2017 Partner, Hirakawa International Law Office (current position)
Mar. 2021 Outside Director, KOKUSAI ELECTRIC CORPORATION
June 2025 Outside Director, KOKUSAI ELECTRIC CORPORATION (Audit and Supervisory Committee Member) (current position)

(Reasons for nomination as a candidate for outside Director who is an Audit & Supervisory Committee Member and overview of expected roles)

Although Ms. Noriko Sakai has never been involved in corporate management other than acting as an outside officer, she possesses abundant experience, extensive knowledge and great global insight as a lawyer. She is expected to provide the Company with audits and advice on the performance of duties of Directors from an objective and neutral standpoint particularly in the field of legal compliance. Accordingly, the Company has nominated her as a candidate for outside Director who is an Audit & Supervisory Committee Member.

Notes:

1. No special interest exists between any of the candidates for Director who is an Audit & Supervisory Committee Member and the Company.
2. The name of the candidate, Ms. Noriko Sakai, in the family register is Noriko Matsumoto.
3. The persons the Company has nominated as candidates for independent outside Director are those who have not held the position of executive Director or executed business of the Company in the past and who meet the requirements for outside Directors defined by the Companies Act and the requirements as set forth in the independence standards specified by the Tokyo Stock Exchange of being not at risk of having a conflict of interest with general shareholders.
4. Ms. Rieko Zamma, Mr. Shintaro Takahashi, and Ms. Noriko Sakai will be candidates for outside Directors.
5. The number of years that the candidate for outside Director who has served as outside Director of the Company is outlined below.
At the conclusion of this meeting, Ms. Rieko Zamma will have served nine years as an outside Director of the Company.
At the conclusion of this meeting, Mr. Shintaro Takahashi will have served two years as an outside Director of the Company.
6. The Company has submitted notification to the Tokyo Stock Exchange that Ms. Rieko Zamma and Mr. Shintaro Takahashi are designated as an independent officer as provided for by the aforementioned exchange. Should they be re-elected, the Company plans to continue this designation. If Ms. Noriko Sakai assumes the office as an outside Director, the Company plans to submit notification to the Tokyo Stock Exchange of her designation as an independent officer as provided for by the aforementioned exchange.
7. The Company has entered into a limited liability agreement with Ms. Rieko Zamma and Mr. Shintaro Takahashi to the Company's Articles of Incorporation. Should they be re-elected, the Company plans to continue this agreement. Should Ms. Noriko Sakai be elected and assume office, the Company plans to enter into a limited liability agreement with her pursuant to the Company's Articles of Incorporation. The gist of this agreement is that, pursuant to Article 427, paragraph 1 of the Companies Act, liability under Article 423, paragraph 1 of the same Act shall be limited to either the minimum amount provided in Article 425, paragraph 1 of the same Act or 10 million yen, whichever is higher.
8. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The policy will cover court costs and the amount of indemnification incurred by a Director who is an insured. If Ms. Rieko Zamma and Mr. Shintaro Takahashi are re-elected, they will continue to be included as an insured in the policy. If Ms. Noriko Sakai is elected and assumes office, she will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to also renew the policy with the same terms.

[Reference]

■ Candidate Director Skills Matrix

The composition of the Board of Directors and the principal skills, knowledge, and experience held by each officer, if Proposals 1 and 2 are approved, are as follows:

Name	Position in the Company	Age	Attributes		Knowledge and experience important to the management of the Company's Group (skill category)		
			Outside	Independent	Industry with experience	Experience of business management	Officer of listed companies, economics, business administration, etc.
Yutaka Nishida	Chairman and President and Representative Director, CEO	62			◎	○	
Hiroshi Sato	Director, CFO	68					○
Marie Oshima	Director	63	■	■			
Tomoko Kawakami	Director	60	■	■			○
Yoichi Wada	Director	66	■	■		○	○
Rieko Zamma	Director who is an Audit & Supervisory Committee Member	75	■	■		○	○
Shintaro Takahashi	Director who is an Audit & Supervisory Committee Member	60	■	■		○	○
Noriko Sakai	Director who is an Audit & Supervisory Committee Member	56	■	■			

Name	Knowledge and experience important to the management of the Company's Group (skill category)						
	Global experience	M&A investment, PMI	Law	Finance and financial strategies	Governance SR, sustainability	Digital technology, cyber security	Education on science and technology
Yutaka Nishida					○		
Hiroshi Sato	○			○			
Marie Oshima	○					○	○
Tomoko Kawakami	○				○		
Yoichi Wada		○					
Rieko Zamma					○		
Shintaro Takahashi						○	
Noriko Sakai	○		○		○		

* The above shows three best individual skills each Director will exert particularly for the Group.

* For Representative Director, skills exerted particularly for the Company are indicated with the “◎” mark.

* See the next page for details of important knowledge and experience (skill category)

■ Important Knowledge and Experience (Skill Category) and Reason for Selection

Industry with experience	As the Group emphasizes growth potential and requires Directors who are able to make business decisions based on their actual experience with industry transitions, challenges and opportunities
Experience of business management	As the Group is a corporate group comprising several operating companies, and requires directors with total leading experience with business promotion, risk management, etc.
Officer of listed companies, economics, business administration, etc.	As the Group requires directors with experience in business promotion and risk management in a variety of industries or with extensive knowledge in business administration that can contribute to objectivity and transparency in the management of the Group
Global experience	As the Group is expanding its business overseas, and requires directors who have experience with global management and an understanding of the overseas environment
M&A investment, PMI	As the Group positions M&A as an important strategy and requires directors with extensive experience in M&A
Law	As the Group requires directors with extensive experience, broad knowledge and information on legal affairs, compliance and other matters to support the foundation of its legally compliant and fair corporate activities
Finance and financial strategies	As the Group requires directors with extensive experience and knowledge on financial and other matters to achieve its growth investments (M&A) and stable shareholder returns
Governance, SR, sustainability	As the Group requires directors with experience in the areas of governance, risk management and social contribution in order to grow in a sustainable manner in harmony with society
Digital technology, cyber security	As the Group requires directors with knowledge and experience in making appropriate decisions when the company promotes DX and the new risks present in IT
Education on science and technology	As the Group requires directors with knowledge on changes in technology and trends involving manufacturers that are customers, as well as on training human resources for adapting to these changes

■ Corporate Governance Structure

The Company's Directors elected at the General Meeting of Shareholders make decisions on important corporate management matters at the Board of Directors meetings, and are also in charge of their own supervisory function from the stance of clarifying the soundness of management and ensuring proper execution of operations. Since September 2023, the Company has transitioned to a company with an Audit & Supervisory Committee in order to strengthen the supervisory function of the Board of Directors and further enhance its corporate governance through a stronger monitoring system.

The Company also delegates decisions for important business execution to directors at the Board of Directors meetings and has established a Management Committee with the aim of speedy and efficient decision-making and business execution. More than half of the appointed directors are outside Directors in order to strengthen the management monitoring system, including supervising the validity of the execution of duties by directors. To ensure the effectiveness of audits, the Company appoints three outside Directors with a high level of independence out of three Audit & Supervisory Committee members, and the Audit & Supervisory Committee also constantly strives to maintain mutual cooperation with the Accounting Auditor and the Internal Audit Department.

The Internal Controls Committee and the Sustainability Committee have been established as a body for holding other meetings for the purpose of establishing management systems for operating companies and reporting the statuses thereof in a timely fashion to the Board of Directors.

■ Corporate Governance Structure Chart

