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Securities Code: 3150

June 10, 2025

(Start date of electronic provision measures: June 3, 2025)

To Our Shareholders

Masaomi Tanaka, President/Chief Executive Officer
gremz, Inc.
Tennoz First Tower 19F, 2-2-4 Higashi-Shinagawa, Shinagawa-ku, Tokyo

Notice of the 20th Annual General Meeting of Shareholders

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

We are pleased to announce the 20th Annual General Meeting of Shareholders of gremz, Inc. (the “Company”). The meeting will be held as stated below.

The Company takes measures to electronically provide the information that constitutes the reference documents for the General Meeting of Shareholders (electronic provision measures matters) in the procedure for convening this General Meeting of Shareholders and posts the Notice of the 20th Annual General Meeting of Shareholders on its website. Please visit the Company’s website for the information.

The Company’s website

<https://www.gremz.co.jp/en/shareholders.html>



In addition to the website above, the electronic provision measures matters are posted on the website of the Tokyo Stock Exchange (TSE). If you cannot view the electronic provision measures matters on the Company’s website, please visit the TSE website (Listed Company Search) below. Enter the issue (gremz) and the securities code (3150) to conduct a search and then choose “Basic information” and “Documents for public inspection/ PR information.”

TSE website (Listed Company Search)

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



If you may not attend the meeting, you may exercise your voting rights in advance in writing or via the Internet. After reviewing the Reference Documents for the General Meeting of Shareholders, please refer to the Instructions for exercising voting rights and exercise your voting rights no later than 6:00 p.m. on Tuesday, June 24, 2025.

Details

1. Date and Time: 1:00 p.m. on Wednesday, June 25, 2025 (Reception will open at 12:30 p.m.)
2. Place: AP Shinagawa, Shinagawa Tokyu Building 8F, 1-6-31 Konan, Minato-ku, Tokyo
(Please refer to the “Location Map” at the end of this Notice.)
3. Meeting Agenda:
 - Matters to be Reported:
 1. The Business Report, Consolidated Financial Statements for the Company’s 20th fiscal year (from April 1, 2024 to March 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 20th fiscal year (from April 1, 2024 to March 31, 2025)
 - Proposals to be Resolved:
 - Proposal 1: Dividend of Surplus
 - Proposal 2: Partial Amendments to the Articles of Incorporation
 - Proposal 3: Election of six (6) Directors (excluding Directors who are Audit & Supervisory Committee Members)
 - Proposal 4: Election of one (1) Director who is Audit & Supervisory Committee Member
4. Guidance on Exercising Voting Rights
 - (1) In the case of exercising voting rights in writing
 - Please indicate your vote for or against the proposals on the voting rights exercise form that will be sent to you along with this convocation notice and return it so that it is received by 6:00 p.m. on Tuesday, June 24, 2025 (Japan time).
 - If you do not indicate your support for or against each proposal in writing, you are deemed to support for the proposal.
 - (2) If you exercise your voting rights via the Internet, etc.
 - If you exercise your voting rights via the Internet, etc., please refer to the Instructions for exercising voting rights via the Internet, etc. on page 3, and exercise your voting rights no later than 6:00 p.m. on Tuesday, June 24, 2025.
 - (3) If you have voted twice by voting both in writing and on the Internet, etc., your vote on the Internet will be treated as valid. If you exercise your voting rights via the Internet, etc. several times, we will treat the last exercise as the valid exercise of your voting rights.
 - If you attend the meeting in person, please submit the voting rights exercise form sent with this notice to the receptionist.
 - Under the laws and regulations and the Company’s Articles of Incorporation, of the documents stating electronic provision measures matters, Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are posted on the Company’s website (<https://www.gremz.co.jp/en/shareholders.html>) and the TSE website (<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>). They are not included in the documents that shall be issued to shareholders who request the issuance of documents.
 - The consolidated and non-consolidated financial statements audited by the Audit & Supervisory Committee and Accounting Auditor when preparing the audit report and accounting report, respectively, include information provided in this document and the Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements.
 - If the electronic provision measures matters are revised, the matters before and after the revisions shall be posted on the Company’s website (<https://www.gremz.co.jp/en/shareholders.html>) and the TSE website (<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>).

Reference Documents for the General Meeting of Shareholders

Proposal 1: Dividend of Surplus

Under the policy of paying dividends to return profits to shareholders, the Company will pay year-end dividends for the 20th term as described below.

(1) Type of dividend property

Cash

(2) Matters related to allocation of dividend property to shareholders and total amount

¥59 per share of common stock of the Company, or ¥1,363,018,413 in total

(3) Effective date of dividends of surplus

June 26, 2025

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reason for the proposal

As part of efforts to increase awareness and strengthen its brand power, the Company has decided to express its English name as grems, Inc. instead of gremz, Inc. It therefore proposes a change to Article 1 (Corporate Name) of the current Articles of Incorporation.

2. Details of change

Details of changes are below.

The underlined parts indicate the changes.

Current Articles of Incorporation	Proposed change
Chapter 1 General Provisions (Corporate Name) Article 1 The Company is referred to as 株式会社グ リムス, <u>gremz, Inc.</u> in English.	Chapter 1 General Provisions (Corporate Name) Article 1 The Company is referred to as 株式会社グ リムス, <u>gremz, Inc.</u> in English.

Proposal 3: Election of six (6) Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors who are Audit & Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of six (6) Directors, including one (1) Outside Director.

The Audit & Supervisory Committee concludes that all candidates are qualified as Director of the Company.

The candidates for directors are as follows.

No.	Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)	Number of the Company's shares owned
1	Masaomi Tanaka (October 21, 1978)	October 1999 Joins Telewave, Inc. (now iFLAG Co., Ltd.) April 2003 Director of Telewavelinks, Inc. (now iFLAG Co., Ltd.) June 2004 Director of Telewave, Inc. (now iFLAG Co., Ltd.) July 2005 President/ Chief Executive Officer of the Company (current position)	10,790,000 shares
2	Shinichi Nasu (November 23, 1975)	October 1999 Joins Telewave, Inc. (now iFLAG Co., Ltd.) October 2003 Joins Entrepreneur Co., Ltd. November 2004 Director of Entrepreneur Co., Ltd. July 2006 Director of the Company April 2007 Managing Director and Head of Sales Division of the Company April 2011 President and Representative Director of gremz solar, Inc. President and Representative Director of GR consulting, Inc. December 2012 President and Representative Director of GF lightec, Inc. (now gremz power, Inc.) June 2013 Executive Vice President/Chief Operating Officer of the Company (current position)	682,800 shares
3	Motoyuki Miura (April 19, 1974)	April 1995 Joins CANSYSTEM. Co., Ltd. September 1997 Joins Telewave, Inc. (now iFLAG Co., Ltd.) January 2003 Enters koji dot net Co., Ltd. (now Entrepreneur Co., Ltd.) July 2005 Audit & Supervisory Board Member of the Company August 2005 Head of Operations Department of the Company April 2007 Deputy Head of Sales Division of the Company June 2009 Director of the Company (current position) April 2012 Director of gremz solar, Inc. Director of GR consulting, Inc. December 2012 Director of GF lightec, Inc. (now gremz power, Inc.) April 2013 President and Representative Director of GR consulting, Inc. February 2016 President and Representative Director of gremz power, Inc. April 2019 Director of gremz power, Inc. (current position) April 2021 Director of GR consulting, Inc. (current position)	339,000 shares
4	Kenji Zenmura (February 24, 1959)	April 1978 Joins Okura Shoji K.K. (now K.K. Okura) March 1979 Joins Daimasu Shoji K.K. March 1982 Joins ACOM Co., Ltd. February 1998 Joins KID Corp. April 1999 Director of Entrepreneur Co., Ltd. November 2000 Director of SUCCESS Corporation August 2004 Managing Director of SUCCESS Corporation November 2005 Joins G-MODE Corporation, Head of Administration Division June 2006 Director of G-MODE Corporation. January 2007 Director and Head of Corporate Planning Office of G-MODE Corporation April 2008 Director and Head of Administration Division of G-MODE Corporation March 2010 Director of Aplix Corporation October 2012 Joins the Company, General Manager of Administration Division June 2013 Director of the Company (current position) June 2015 Director of GF lightec, Inc. (now gremz power, Inc.)	21,000 shares
5	Kosuke Kato (July 23, 1979)	April 2003 Joins Telewavelinks, Inc. (now iFLAG Co., Ltd.) September 2005 Joins the Company April 2011 Director of gremz solar, Inc. April 2013 President and Representative Director of gremz solar, Inc. June 2016 Director of the Company (current position) April 2019 Director of gremz solar, Inc. April 2022 President and Representative Director of gremz solar, Inc. (current position)	113,200 shares
6	Chieko Eda (November 21, 1950)	September 1985 Joins Milbank, Tweed, Hadley & McCloy LLP (now Milbank LLP) June 1986 Registers as an attorney in the State of New York, U.S.A. June 1990 Registers as an attorney in the State of California, U.S.A. October 1995 Joins Morrison & Foerster LLP September 1998 Joins Shearman & Sterling LLP (Tokyo) July 2003 Japan Representative at Johnson & Johnson Law Department (legal headquarters) March 2009 Representative Director of Johnson & Johnson K.K. Director of Janssen Pharmaceutical K.K. January 2018 Director of GSTV Co., Ltd. January 2020 Advisor to the Company June 2020 Director of the Company (current position) March 2022 Audit & Supervisory Board Member of Seijo Ishii Co., Ltd. May 2022 Director/Audit & Supervisory Committee member of Seijo Ishii Co., Ltd.	– shares

- (Notes)
1. Each candidate does not have any special interest in the Company.
 2. The Company has entered into an agreement on officer indemnification insurance set forth in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. An overview of the insurance policy is described in the business report on page 16: 4. (3) An overview of the officer indemnification insurance policy. If the election of candidates for Directors is approved, they will be included in the insured person of the insurance contract. The Company also intends to renew the insurance contract with the same content at next renewal.
 3. Ms. Chieko Eda, a candidate for director, is a candidate for an Outside Director. Ms. Chieko Eda is an Outside Director at the Company and will be in office for five years at the close of this General Meeting of Shareholders.
 4. Ms. Chieko Eda has been fully fulfilling her roles and responsibilities from an independent standpoint to enhance the functions of the Board of Directors and supervise the execution of business operations, leveraging her extensive experience as a corporate executive and her extensive knowledge about legal affairs, particularly corporate law, as a qualified lawyer in the United States. She has also been contributing to strengthening corporate governance by checking and reviewing compliance at the Company. Expecting that she will continue to provide appropriate advice to the Company as an Outside Director, taking advantage of her knowledge, the Company asks the shareholders to elect her.
 5. The Company has executed a contract with Ms. Chieko Eda on the limitation of liability for damages as provided for under the provisions of Paragraph 1, Article 423 of the Companies Act according to the provisions of Paragraph 1, Article 427 thereof. The maximum amount of liability under the contract shall be one million yen or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is larger. If her reappointment is approved, the agreements will continue.
 6. The Company has notified the TSE of Ms. Chieko Eda as an Independent Officer pursuant to the stipulations of the TSE. If she is reappointed, the Company will continue to designate her as an Independent Officer.

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

To strengthen the audit system, the Company proposes the election of one Director who is Audit & Supervisory Committee Member.

The Audit & Supervisory Committee has given its consent to this proposal.

The candidate for Audit & Supervisory Committee Member is as follows.

Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)	Number of the Company's shares owned
Shinichi Wakao (January 12, 1962) [Newly appointed]	April 1984 Joins Marui Co., Ltd. (now MARUI GROUP CO., LTD.) October 1988 Joins Asahi Shinwa & Co. (now KPMG AZSA LLC) May 2009 Representative Partner, Asahi & Co. (now KPMG AZSA LLC) July 2010 Partner, KPMG AZSA LLC. December 2015 Member of the certified public accountant examination committee (auditing theory) December 2021 Member of the certified public accountant examination committee (auditing theory) (current position) July 2024 Head of Wakao Shinichi Certified Public Accountant Office (current position) April 2025 Advisor to the Company (current position)	– shares

- (Notes)
1. There are no special interests between Ms. Shinichi Wakao and the Company.
 2. The Company has entered into an agreement on officer indemnification insurance set forth in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. An overview of the insurance policy is described in the business report on page 16: 4. (3) An overview of the officer indemnification insurance policy. If the election of candidates for Directors is approved, they will be included in the insured person of the insurance contract. The Company also intends to renew the insurance contract with the same content at next renewal.
 3. Mr. Shinichi Wakao is a candidate for an Outside Director. He has no experience of being directly involved in corporate management. However, the Company has decided to select him as a candidate for an Outside Director with the expectation that he will utilize the extensive experience, achievements and knowledge he has gained in relation to accounting, finance and taxation as a certified public accountant to strengthen the Company's corporate governance.
 4. The Company will execute an agreement on the limitation of liability for damages with Mr. Shinichi Wakao if he takes office as Outside Director, as provided for under the provisions of Paragraph 1, Article 423 of the Companies Act according to the provisions of Paragraph 1, Article 427 thereof. The maximum amount of liability under the contract shall be one million yen or the minimum amount of liability stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is larger.

(Reference)

Main areas of expertise and experience of the Directors of the Company subject to the approval of Proposal 3 and Proposal 4 without modification

Name	Positions and responsibilities in the Company	Business management	Industry knowledge	Compliance/ risk management	Finance/ accounting	Human resource management	Sustainability
Masaomi Tanaka	President/Chief Executive Officer	○	○	○		○	○
Shinichi Nasu	Executive Vice President/Chief Operating Officer	○	○	○		○	○
Motoyuki Miura	Director	○	○	○		○	
Kenji Zenmura	Director			○	○	○	○
Kosuke Kato	Director	○	○	○		○	
Chieko Eda	Director			○			
Hiromizu Tezuka	Director/Audit & Supervisory Committee Member			○	○		
Masamichi Nishimoto	Director/Audit & Supervisory Committee Member			○			
Shinichi Wakao	Director/Audit & Supervisory Committee Member			○	○		