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Securities code: 7094  
June 8, 2021

**To Shareholders with Voting Rights:**

Masahiro Anan  
President & CEO  
NexTone Inc.  
20F Ebisu Prime Square Tower  
1-1-39 Hiroo, Shibuya-ku, Tokyo  
Japan

**NOTICE OF  
THE 21st ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 21st Annual General Meeting of Shareholders of NexTone Inc. (the “Company”) will be held as described below.

From the perspective of preventing the further spread of COVID-19, we ask that you refrain from visiting the meeting venue as long as possible, giving priority to your health and safety and prevention of the spread of infections.

You can exercise your voting rights in advance in writing or via the Internet in lieu of attending the meeting on the date of the meeting. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 p.m., Tuesday, June 22, 2021.

- 1. Date and Time:** Wednesday, June 23, 2021 at 10:30 a.m. Japan time
- 2. Place:** Conference Space ABC, 5F EBISU SUBARU BUILDING “EBiS 303,”  
1-20-8 Ebisu, Shibuya-ku, Tokyo, Japan
  - \* Since we will arrange the seats at intervals with a view to preventing the spread of infections, the number of seats available will be limited. You may be, therefore, denied admission even if you appear in person to attend the meeting.
  - \* No gifts will be provided to shareholders attending the meeting.  
We appreciate your understanding.
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report and Consolidated Financial Statements for the Company’s 21st Fiscal Year (April 1, 2020 - March 31, 2021) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company’s 21st Fiscal Year (April 1, 2020 - March 31, 2021)

**Proposals to be resolved:**

- Proposal 1:** Election of Six (6) Directors  
**Proposal 2:** Election of One (1) Auditor  
**Proposal 3:** Granting of Retirement Benefits to a Retiring Auditor

**4. Others:**

(1) Pursuant to laws and regulations and Article 15 of the Articles of Incorporation, the items below are posted on the Company's website (<https://www.nex-tone.co.jp/>). Therefore, they are not included in the documents attached to this Notice.

- 1) System to Ensure Appropriateness of Business and the Status of Its Operation
- 2) Consolidated Statement of Changes in Net Assets
- 3) Non-consolidated Statement of Changes in Net Assets
- 4) Notes to the Consolidated Financial Statements
- 5) Notes to the Non-consolidated Financial Statements

Therefore, the documents attached to this Notice are part of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and the Auditors when they prepared their respective audit reports.

(2) Any corrections to the Reference Documents for the General Meeting of Shareholders, the Business Report, or the Consolidated and Non-consolidated Financial Statements will be posted on the Company's website mentioned above.

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- ◆ When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form to the reception desk.

< Request to Shareholders >

- Alcohol-based sanitizers will be available near the reception desk for shareholders' use. (Shareholders who intend to attend the meeting are requested to bring and wear face masks.)
- We will take our shareholders' temperatures near the entrance. If any person has a fever or shows signs of physical ailment, we may decline his/her entrance.
- Our staff at the meeting will take their own temperatures and check their own physical condition, etc., and will always wear face masks when interacting with shareholders during the meeting.
- At the meeting, we will omit detailed explanations of matters to be reported (including audit reports) and proposals at the venue, in order to shorten the operating hours and prevent the spread of infections. We would appreciate it if our shareholders would read the notice of convocation in advance.
- Please be aware that the proceedings at the meeting may be changed at any time, if necessitated by the spread of infections or announcements by the government in the days leading up to the date of the meeting. Please check the Company's website (<https://www.nex-tone.co.jp/>) for updates.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Election of Six (6) Directors

All five Directors will complete their terms of office at the conclusion of this General Meeting of Shareholders. Accordingly, the election of six Directors is proposed, with an increase in the number of Outside Directors by one (1) in order to diversify our management and further reinforce our corporate governance.

The candidates for Director are as follows:

No.	Name	Current positions at the Company	Attendance at the Board of Directors meetings
1	Masahiro Anan [Reappointment]	President & CEO	100% (12/12)
2	Yuji Arakawa [Reappointment]	President & COO	100% (12/12)
3	Teiji Nagoshi [Reappointment]	Senior Managing Director	100% (12/12)
4	Nobuhiko Takahashi [Reappointment] [Outside]	Outside Director	100% (12/12)
5	Yoshiro Masumoto [Reappointment] [Outside] [Independent]	Outside Director	91.7% (11/12)
6	Yuko Abe [New candidate] [Outside] [Independent]	—	—% (—/—)

Note: Besides the Board of Directors meetings held as indicated above, there were two written resolutions whereby the resolutions of the Board of Directors were deemed to have been adopted pursuant to the provisions of Article 370 of the Companies Act and Article 25 of the Articles of Incorporation of the Company.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	<p>Masahiro Anan (September 1, 1962)</p> <p>[Reappointment]</p> <p>[Years of service as Director] 5 years</p> <p>[Attendance at the Board of Directors meetings] 100% (12/12)</p>	<p>April 1986      Joined CBS Sony Group Inc. (currently Sony Music Entertainment (Japan) Inc. (hereinafter SME))</p> <p>February 2002      General Manager of Contract Department of Contract Group, SME</p> <p>June 2004      General Manager of Corporate Staff Group and General Manager of Contract Department of Contract Group, SME</p> <p>April 2005      Representative Director of MusicRay'n Inc.; General Manager of Corporate Staff Group and General Manager of Contract Department of Contract Group of SME</p> <p>June 2006      Director of MUSIC ON! TV Inc. (currently M-ON! Entertainment Inc.)</p> <p>September 2007      Executive of Avex Group Holdings Inc. (currently Avex Inc.)</p> <p>June 2014      CEO &amp; President of Avex Music Publishing Inc.</p> <p>March 2015      Director of e-License Inc. (currently the Company)</p> <p>October 2015      President &amp; Representative Director of e-License Inc.</p> <p>February 2016      President &amp; CEO of the Company (to present)</p> <p>January 2018      In charge of compliance of the Company (to present)</p> <p><b>Significant concurrent positions</b> —</p>	75,000
<p><b>Reasons for nomination as a candidate for Director</b></p> <p>Mr. Masahiro Anan engaged in music copyright management services, the Company's key business, for some time before the start of the Company in February 2016 and has accumulated rich experience and knowledge related to the said business and the music industry. He has played an important role in determining and executing the Company's management policy and business strategies since assuming office as a Representative Director of the Company. Therefore, we renominated him as a candidate for Director with a view to further growing the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
2	<p>Yuji Arakawa (April 14, 1965)</p> <p>[Reappointment]</p> <p>[Years of service as Director] 5 years</p> <p>[Attendance at the Board of Directors meetings] 100% (12/12)</p>	<p>June 1992      Joined DENTSU COTEC INC. (currently DENTSU TEC INC.)</p> <p>April 1995      Director of PROMAX Inc.</p> <p>December 2000      Representative Director of Japan Rights Clearance Inc.</p> <p>August 2003      Representative Director of JRC Holdings Inc.</p> <p>October 2010      Representative Director of JRC Accounting Inc.</p> <p>February 2016      President &amp; COO of the Company (to present)</p> <p>June 2017      Director of NexTone Systems inc. (to present)</p> <p><b>Significant concurrent positions</b> Director of NexTone Systems Inc.</p>		60,000
<p><b>Reasons for nomination as a candidate for Director</b></p> <p>Mr. Yuji Arakawa engaged in music copyright management services, the Company's key business, for some time before the start of the Company in February 2016 and has accumulated rich experience and knowledge related to the said business and the music industry. He has played an important role in determining and executing the Company's business strategies since assuming office as a Representative Director of the Company. Therefore, we renominated him as a candidate for Director with a view to further growing the Company.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	<p>Teiji Nagoshi (May 29, 1956)</p> <p>[Reappointment]</p> <p>[Years of service as Director] 5 years</p> <p>[Attendance at the Board of Directors meetings] 100% (12/12)</p>	<p>April 1981      Joined NEWS Record Inc.</p> <p>January 1985    Joined SIXTY Records Inc.</p> <p>February 1988   Joined PLATZ Inc.; Manager of Advertising Section</p> <p>December 1991   Joined Warner Music Japan Inc.; A&amp;R Chief Producer</p> <p>August 1998    Joined Oracion Inc.; General Manager of Sales Department</p> <p>January 2001    Joined e-License Inc. (currently the Company); General Manager of Sales Department, e-License Inc.</p> <p>September 2001   Director of MCJP Inc.</p> <p>June 2002      Director of e-License Inc. (currently the Company)</p> <p>June 2006      Senior Managing Director of e-License Inc. Representative Director of MCJP Inc. (to present)</p> <p>June 2007      Director &amp; Vice President of e-License Inc. (currently the Company)</p> <p>April 2009      Director, Vice President &amp; COO of e-License Inc.</p> <p>April 2012      Director supervising Sales, e-License Inc.</p> <p>July 2014      Director supervising Copyright Management Service Department, e-License Inc.</p> <p>October 2015    Managing Director of e-License Inc.</p> <p>February 2016   Director &amp; General Manager of e-License Service Headquarters, the Company</p> <p>April 2017      Director &amp; General Manager of Sales Headquarters, the Company</p> <p>June 2017      Managing Director &amp; General Manager of Sales Headquarters, the Company</p> <p>June 2020      Senior Managing Director, the Company (to present) Chairman of Compliance Committee, the Company (to present)</p> <p><b>Significant concurrent positions</b> Representative Director of MCJP Inc.</p>	49,800
<p><b>Reasons for nomination as a candidate for Director</b></p> <p>Mr. Teiji Nagoshi engaged in music copyright management services, the Company's key business, for some time before the start of the Company in February 2016 and has accumulated rich experience and knowledge related to the said business and the music industry. He has mainly supervised sales departments and has played an important role in performing the Company's business since assuming office as a Director of the Company. Therefore, we renominated him as a candidate for Director with a view to further growing the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	<p>Nobuhiko Takahashi (May 8, 1952)</p> <p>[Reappointment] [Outside]</p> <p>[Years of service as Outside Director] 5 years</p> <p>[Attendance at the Board of Directors meetings] 100% (12/12)</p>	<p>November 1977    Joined Tokyo Music Publishing Inc. (currently HoriPro Inc.)</p> <p>April 1983        Established ROAD AND SKY Co., Ltd.; Representative Director (to present) Representative Director of ROAD AND SKY ORGANIZATION Co., Ltd. (to present) Representative Director of GEMMATIKA Records Co., Ltd. (to present)</p> <p>June 1989        Inspector of the Federation of Music Producers Japan (General Incorporated Association)</p> <p>April 2000        Director of Japan Rights Clearance Inc.</p> <p>February 2016    Outside Director, the Company (to present)</p> <p>June 2018        Representative Director, JRC Holdings, Inc. (to present)</p> <p><b>Significant concurrent positions</b> Representative Director of ROAD AND SKY Co., Ltd. Representative Director of ROAD AND SKY ORGANIZATION Co., Ltd. Representative Director of GEMMATIKA Records Co., Ltd. Representative Director of JRC Holdings, Inc.</p>	—
<p><b>Reasons for nomination as a candidate for Outside Director and expected roles</b></p> <p>Having served as a Representative Director of ROAD AND SKY Co., Ltd. since its foundation, Mr. Nobuhiko Takahashi has accumulated rich experience and expertise related to the music industry and other entertainment areas. In the expectation that his insight will support the determination of important matters of the Company and supervision of the management as an Outside Director, we renominated him as a candidate for Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Yoshiro Masumoto (June 18, 1962)  [Reappointment] [Outside] [Independent]  [Years of service as Outside Director] 2 years  [Attendance at the Board of Directors meetings] 91.7% (11/12)	April 1991 Entered the Legal Training and Research Institute of the Supreme Court of Japan April 1993 Registered with Daini Tokyo Bar Association Joined TMI Associates June 2000 Graduated from UCLA (University of California, Los Angeles) School of Law September 2000 Legal and Business Affairs Department of Sony Music Entertainment Inc. (New York) September 2001 Returned to TMI Associates January 2002 Partner of TMI Associates (to present) April 2004 Part-time lecturer of Chuo Law School (to present) June 2007 Director of the Foreign Films Importer-Distributors Association of Japan (to present) April 2017 Director of EIRIN (the Film Classification and Rating Organization); Councilor of the EIRIN COMMISSION OF COUNCILORS (to present) June 2018 Director of the Intellectual Property Association of Japan (to present) June 2019 Outside Director of the Company (to present) November 2019 Member of Compliance Committee of the Company (to present)  <b>Significant concurrent positions</b> Attorney-at-law Partner of TMI Associates	—
<b>Reasons for nomination as a candidate for Outside Director and expected roles</b> Having served as a Partner attorney-at-law of TMI Associates, Mr. Yoshiro Masumoto has accumulated rich experience and expertise related to the music industry and other entertainment areas as well as copyrights and other intellectual property rights. In the expectation that his insight will support the determination of important matters of the Company and supervision of the management as an Outside Director, we renominated him as a candidate for Outside Director. Although he has never been directly involved in corporate management from standpoints other than those of an Outside Director, we consider, for the reasons mentioned above, that he will appropriately perform his duties as an Outside Director.			



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	<p>Yuko Abe (September 2, 1961)</p> <p>[New candidate] [Outside] [Independent]</p> <p>[Years of service as Outside Director] — years</p> <p>[Attendance at the Board of Directors meetings] — % (—/—)</p>	<p>April 1985      Joined Secretariat of the House of Representatives</p> <p>August 2002    Seconded to the Ministry of Health, Labour and Welfare; Examiner, Short-Term and Working at Home Division, Equal Employment, Children and Families Bureau</p> <p>September 2004 Returned to Secretariat of the House of Representatives from secondment; Director, Planning Office, Personnel Division, General Affairs Department</p> <p>September 2005 Director, Personnel Division, General Affairs Department</p> <p>January 2008    Director, House Management Division, Committees Department</p> <p>July 2008        Deputy Director General, Committees Department</p> <p>August 2009    Deputy Director General, Secretariat of the Constitutional Review Council</p> <p>July 2010        Director General, Records Department</p> <p>October 2012    Director General, Proceedings Department</p> <p>July 2013        Director General, Secretariat of the Constitutional Review Council</p> <p>January 2016    Director General, Committees Department</p> <p>July 2016        Deputy Secretary General</p> <p>January 2019    Director General, Research Bureau</p> <p>February 2020   Retired from Secretariat of the House of Representatives</p> <p><b>Significant concurrent positions</b> —</p>	—
<p><b>Reasons for nomination as a candidate for Outside Director and expected roles</b></p> <p>Ms. Yuko Abe acquired a wide range of experience and knowledge through her career successively holding key posts in Secretariat of the House of Representatives, including posts as the Director General of the Research Bureau and Deputy Secretary General of the Secretariat, as well as a post in which she took part in the formulation and implementation of labor policies at the Ministry of Health, Labour and Welfare. In the expectation that her insight will support the determination of important matters of the Company and supervision of the management as an Outside Director, we nominated her as a candidate for Outside Director. Although she has never been directly involved in corporate management, we consider, for the reasons mentioned above, that she will appropriately perform her duties as an Outside Director.</p>			

- Notes:
1. There is no special interest between each candidate and the Company.
  2. Among the candidates for Directors, Mr. Nobuhiko Takahashi, Mr. Yoshiro Masumoto and Ms. Yuko Abe are candidates for Outside Directors.
  3. If Mr. Yoshiro Masumoto's reelection and Ms. Yuko Abe's election are approved, the Company will designate them as Independent Officers as set forth by Tokyo Stock Exchange, Inc.
  4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Articles of Incorporation of the Company stipulate that the Company may enter into an agreement with an Outside Director to limit his/her liability for damages arising from his/her negligence of duties. The maximum amount of the said liability for damages under the said agreement is the minimum amount of liability set forth in laws and regulations. If the reelections of Mr. Nobuhiko Takahashi and Mr. Yoshiro Masumoto and the election of Ms. Yuko Abe are approved, the Company plans to newly enter into the said liability limitation agreement with them.
  5. The Company plans to newly conclude a directors and officers (D&O) liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy will cover damages that may arise from liability to be borne by the insured for his/her execution of duties, or from the receipt of a claim to pursue such liability. All the candidates for Director are to be included as insured parties under the insurance policy. The Company bears the total premium covering all of the insured. The Company plans to renew the insurance policy under the same conditions in effect at the time of renewal.
  6. With regard to attendance at the Board of Directors meetings, besides the Board of Directors meetings held as indicated above, there were two written resolutions whereby the resolutions of the Board of Directors were deemed to have been adopted pursuant to the provisions of Article 370 of the Companies Act and Article 25 of the Articles of Incorporation of the Company.

**Proposal 2: Election of One (1) Auditor**

Auditor Mr. Shunji Sato will resign at the conclusion of this meeting. Accordingly, the election of one Auditor is proposed.

Since a candidate for Auditor is to be elected as a substitute for the Auditor Mr. Shunji Sato, the term of office of the candidate upon election shall be the same as the remaining term of office of the retiring Auditor, pursuant to the provisions of the Articles of Incorporation of the Company.

In addition, the Board of Auditors has previously given its approval.

The candidate for Auditor is as follows:

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
Yoshio Hirabayashi (August 24, 1962)  [New candidate]	<p>April 1985      Joined TOSHIBA-EMI LIMITED (currently UNIVERSAL MUSIC LLC)</p> <p>November 2006      Joined WING MEDICAL LIMITED</p> <p>February 2007      Joined e-License Inc. (currently the Company)</p> <p>April 2009      Manager of Business Administration Department, e-License Inc.</p> <p>April 2011      General Manager in Charge, Administration Department, e-License Inc.</p> <p>February 2016      General Manager in Charge, Administration Department, Business Administration Headquarters, the Company</p> <p>April 2017      Vice General Manager of Administration Department, Business Administration Headquarters, the Company</p> <p>January 2018      General Manager of Internal Audit Office, the Company (to present)</p> <p><b>Significant concurrent positions</b> —</p>	—

**Reasons for nomination as a candidate for Auditor**

Mr. Yoshio Hirabayashi engaged in administration departments for many years after joining e-License Inc. (currently the Company), has served as a General Manager of Internal Audit Office of the Company since 2018, and has accumulated rich operational experience and deep insight into the Company's overall businesses. We believe that he will observe and audit the execution of duties by Directors by taking advantage of his rich experience and wide-ranging insight. Therefore, we nominated him as a candidate for Auditor.

- Notes:
1. There is no special interest between the candidate and the Company.
  2. The Company plans to newly conclude a directors and officers (D&O) liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance policy will cover damages that may arise from liability to be borne by the insured for his/her execution of duties, or from the receipt of a claim in pursuit of such liability. A candidate for Auditor is to be included as the insured under the insurance policy. The Company bears the total premium covering all of the insured. The Company plans to renew the insurance policy under the same conditions in effect at the time of renewal.
  3. Mr. Yoshio Hirabayashi is scheduled to assume the office of Auditor of MCJP Inc. and NexTone Systems Inc., two subsidiaries of the Company, upon approval at their respective annual general meetings of the shareholders to be held on June 11, 2021.

**Proposal 3:** Granting of Retirement Benefits to a Retiring Auditor

Auditor Mr. Shunji Sato will resign at the conclusion of this General Meeting of Shareholders. It is proposed that a certain amount of retirement benefits, which is determined within a reasonable range based on the prescribed criteria of the Company, be granted to him in appreciation of the service he rendered to the Company during his term of office. It is also proposed that the decisions as to the specific amount of the retirement benefits and the timing and method of payment be entrusted to the consultation of the Auditors.

The retiring Auditor's name and career summary are as follows:

Name	Career summary	
Shunji Sato	June 2017	Auditor of the Company
	June 2018	Full-time Auditor of the Company (to present)

End