

Note: This document has been translated from a part of 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: 3662
October 6, 2022

To our shareholders:

Takao Hayashi
President
Ateam Inc.
28-12 Meieki 3-chome, Nakamura-ku, Nagoya

Notice of the 23rd Annual General Meeting of Shareholders

You are cordially informed of the 23rd Annual General Meeting of Shareholders of Ateam Inc. (the “Company”), which will be held as indicated below.

In order to prevent the spread of the novel coronavirus disease (COVID-19), you are encouraged to exercise your voting rights prior to the meeting in writing or by using the internet, if at all possible.

We will hold the meeting while placing importance on measures to prevent infection, and in order to shorten the time shareholders spend at the venue, we will simplify the meeting procedures and reduce the time for questions and answers. Please note that a company presentation meeting for the shareholders, which is usually held every year after the meeting, will not be held this year. We greatly appreciate your understanding.

If you vote by mail or vote online via the internet, please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by Wednesday, October 26, 2022 at 7:00 p.m. Japan Standard Time (the end of business hours of the Company).

1. **Date and Time:** Thursday, October 27, 2022 at 11:00 a.m. (Reception will open at 10:30 a.m.)
2. **Venue:** Head office of Ateam Inc.
32nd floor, Dai Nagoya Building
28-12 Meieki 3-chome, Nakamura-ku, Nagoya
3. **Purpose of the Meeting**
Matters to be reported:
 1. The Business Report and the Consolidated Financial Statements for the 23rd fiscal year (from August 1, 2021 to July 31, 2022), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. The Non-consolidated Financial Statements for the 23rd fiscal year (from August 1, 2021 to July 31, 2022)**Matters to be resolved:**
 - Proposal No. 1 Partial Amendments to the Articles of Incorporation
 - Proposal No. 2 Election of Six Directors
4. **Concerning Disclosure on the Company's Corporate Website**
Of documents to be attached to this notice, the following items are posted on the Company's corporate website in accordance with the provisions of relevant laws and regulations, and Article 14 of the Articles of Incorporation of the Company. They are not therefore included in the attachments to this notice (available only in Japanese).
 - 1) Status of Accounting Auditor
 - 2) Matters Related to Share Acquisition Rights, Etc. of the Company

- 3) Structure for Ensuring the Appropriateness of Business and Outline of its Operation Status
- 4) Consolidated Statement of Changes in Net Assets
- 5) Notes to Consolidated Financial Statements
- 6) Statement of Changes in Shareholders' Equity
- 7) Notes to Non-consolidated Financial Statements

The Consolidated and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor include Consolidated Statement of Changes in Net Assets, Notes to Consolidated Financial Statements, Statement of Changes in Shareholders' Equity and Notes to Non-consolidated Financial Statements.

5. Method of Notifying Shareholders

If any changes have been made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements up to one day before the meeting, such changes will be notified in writing by mail or via the internet on the Company's corporate website (available only in Japanese).

Corporate Website: <https://www.a-tm.co.jp/ir/>






Exercise of Voting Rights

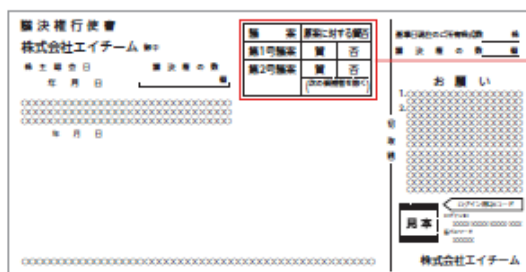
Exercise of voting rights at the Company's Annual Meeting of Shareholders is an important right that our shareholders have.

Please vote after considering the attached Reference Documents for the General Meeting of Shareholders.

There are three methods to vote as indicated below.

 <p>By Attending the Meeting</p> <p>Please present the enclosed proxy card at the reception desk upon arrival at the meeting.</p> <p><u>Date and Time</u></p> <p>Thursday, October 27, 2022 at 11:00 a.m. (Reception will open at 10:30 a.m.)</p>	 <p>By Mail</p> <p>Please indicate, on the enclosed proxy card, your approval or disapproval of each proposal and return the completed form without a postage stamp.</p> <p><u>Deadline</u></p> <p>To arrive no later than Wednesday, October 26, 2022 at 7:00 p.m.</p>	 <p>By Internet</p> <p>Please indicate whether you approve or disapprove of each proposal by following the instructions on the next page.</p> <p><u>Deadline</u></p> <p>To complete no later than Wednesday, October 26, 2022 at 7:00 p.m.</p>
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How to Fill Out the Proxy Card



Please indicate approval or disapproval of the proposal.

For Proposal No. 1

- If you approve of the changes: Mark the “賛” box with a “○”
- If you disapprove of the changes: Mark the “否” box with a “○”

For Proposal No. 2

- If you approve of all of the candidates: Mark the “賛” box with a “○”
- If you disapprove of all the candidates: Mark the “否” box with a “○”
- If you disapprove of some of the candidates: Indicate the numbers for the candidates that you disapprove of.

If you vote both by mail and via the internet, the latter shall be deemed valid.

If you vote more than once via the internet, only the last vote shall be deemed valid.

Instructions for Voting via the Internet

Scanning the QR Code

You can simply log in to the website for exercising voting rights without entering your login ID and temporary password printed on the proxy card.

1. Please scan the QR Code® printed on the proxy card.

* “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 you can log in to the website only once by using QR Code®.

If you wish to redo your vote or exercise your voting rights without using QR Code®, please refer to the “Entering Login ID and Temporary Password” on the right.

Entering Login ID and Temporary Password

Voting website

<https://evote.tr.mufg.jp/>

1. Please access the website for exercising voting rights.
2. Enter your “login ID” and “temporary password” printed on the proxy card, and click the “Log in” button.
3. Please register a new password.
4. Indicate your approval or disapproval by following the instructions on the screen.

In case you need instructions for how to operate your PC/smartphone in order to exercise your voting rights via the internet, please contact the help desk, for which details are provided below.

Mitsubishi UFJ Trust and Banking Corporation
Corporate Agency Division (Help Desk)

Telephone: 0120-173-027 (Hours: 9:00 a.m. to 9:00 p.m., toll-free only in Japan)

Institutional investors may use the electronic voting platform for institutional investors operated by ICJ, Inc. The fees incurred for accessing the voting website shall be borne by the shareholder.

Reference Documents for the General Meeting of Shareholders

Proposal and Reference Information

Proposal No. 1: Partial Amendments to the Articles of Incorporation

1. Reason for Proposal

Ateam will amend the Articles of Incorporation as a revised provision stipulated in the proviso of Article 1 of the Supplementary Provision of the "Law Partially Amending the Companies Act" (Law No. 70 of 2022) enforced in accordance with the implemented system to provide information in an electronic format.

- (i) Ateam will newly establish Article 14 (Measures, etc. for Providing Information in Electronic Format), Paragraph 1 in the proposed amendment due to the requirement to stipulate that Ateam shall provide information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. in electronic format.
- (ii) Ateam will newly establish Article 14 (Measures, etc. for Providing Information in Electronic Format), Paragraph 2 in the proposed amendment to enable limiting of the scope of the items to be stated in paper-based documents delivered to shareholders who requested the delivery of paper-based documents, among the items of information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. to be provided in electronic format, to the scope stipulated by the regulations of Ministry of Justice.
- (iii) The current Article 14 (Internet Disclosure and Deemed Provision of Reference Documents concerning the Exercise of Voting Rights, etc.) will be deleted since the Article is no longer required.
- (iv) Supplementary provisions regarding the effect of the default to be deleted are hereby established. These supplementary provisions will be deleted after their expiration date.

2. Description of Amendments

(Underlined portions indicate amendments.)	
Current Articles of Incorporation	Proposed Amendments
<u>Article 14 (Internet Disclosure and Deemed Provision of Reference Documents concerning the Exercise of Voting Rights, etc.)</u> <u>The Company may deem that it has provided information pertaining to matters to be stated or indicated in the content of reference documents for the General Meeting of Shareholders, business reports, financial statements and consolidated financial statements to the shareholders by disclosing such information via the internet in accordance with the applicable Ordinance of the Ministry of Justice.</u>	<p>(deleted)</p> <p><u>Article 14 (Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>When convening a General Meeting of Shareholders, the Company shall take measures to provide information that is the content of the reference documents for the General Meeting for the Shareholders, etc. in electronic format.</u></p> <p><u>II. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the regulations of the Ministry of Justice from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p><u>(Supplementary provisions)</u></p>
(Newly established)	
(Newly established)	

(Newly established)	<p><u>Article 1 (Transitional Measures Regarding Electronic Provision of Materials for the General Meeting of Shareholders)</u></p> <p><u>The current Article 14 (Internet Disclosure and Deemed Provision of Reference Documents concerning the Exercise of Voting Rights, etc.) shall remain in effect regarding any general meetings of Shareholders to be held on a date within six months from September 11, 2022, hereafter “effective date”), which is the date of enforcement of the amended provisions set forth in the proviso of Article 1 of the supplementary provisions of the Act to Amend the Companies Act (Act No.70 of 2019).</u></p> <p><u>II. These supplementary provisions shall be deleted on the date once six months have elapsed from the effective date or three months have elapsed from the date of the General Meeting of Shareholders in the preceding paragraph, whichever is later.</u></p>
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For reference: system to provide materials for the General Meeting of Shareholders in an electronic format.

Materials for the General Meeting of Shareholders Will be Provided Electronically in Accordance with the Amendment of the Company Act.

1. Details of the Change

- Notice of the General Meeting for Shareholders which states how to access the website (hereafter the Notice) are sent via mail.
 - The full text of materials for the General Meeting of Shareholders can be found by accessing the website.
- *In principle, the proxy card will be sent as before.

2. Effective Date

Effective from the General Meeting of Shareholders after March 2023.

For Shareholders Who Have Difficulty Using the Internet

Shareholders who wish to receive paper-based documents are requested to follow the procedures below (the right to request delivery of documents).

Q. What is “a request for delivery of documents”?

A. This is a procedure to support shareholders who have difficulty using the internet. The shareholders who request delivery of documents can receive paper-based documents for the General Meeting of Shareholders. The Notice which states the URL will be sent in spite of the request.

Q. When is the deadline for “a request for delivery of documents”?

A. The request must be made by the record date of the General Meeting of Shareholders.

Q. How do I request paper-based documents?

A. If you wish to make the request to a securities company, please contact one in which you have opened an account. If you wish to make the request to the Administrator of Shareholders' List, please follow the procedure for the request by each security that you wish to receive paper-based documents.

Note: The procedure may incur costs. “A request for delivery of documents” may expire after a certain period of time.

Contact Information:

Mitsubishi UFJ Trust and Banking Corporation
Corporate Agency Division, Dedicated Dial for the System to Provide Materials in Electronic Format
Telephone: 0120-696-505 (available during 9:00 a.m. to 5:00 p.m. on weekdays except Saturdays, Sundays, and holidays)
Website: <https://www.tr.mufg.jp/daikou/denshi.html>

Proposal No. 2: Election of Six Directors

The Company places importance on the managerial responsibilities of Directors and therefore it is provided in the Articles of Incorporation that the term of office for Directors is one year to ensure its shareholders indicate their confidence in its Directors every year. In addition, to enable prompt decision making, it is also provided in the Articles of Incorporation that the number of Directors shall not exceed seven.

In accordance with the Articles of Incorporation, the terms of office for five Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of six Directors, including three Outside Directors

- Policy and Process for Nominating Director Candidates

In nominating its Director candidates, the Company comprehensively examines potential candidates from the perspective of nominating individuals suitably qualified for the position they are to serve. This examination is based on criteria that requires the ability to execute appropriate and swift decision making, a respected standing as an individual, and the discernment to uphold the laws and regulations and corporate ethics, while giving consideration to the overall balance of the Board of Directors in terms of knowledge, experience and ability.

While adhering to the above policy, the President, Directors, and Outside Directors shall propose candidates, and the determination of candidates shall be by resolution at the Board of Directors. The Company judges the independence of its Outside Executives by considering the fulfillment of the requirements for being an outside executive under the Companies Act as well as the criteria for independence of executives stipulated by the Tokyo Stock Exchange. The candidates for Outside Director in this proposal satisfy these criteria.

Although the Company is proposing three Outside Director candidates for election at this meeting, it believes the adequate effectiveness of such a role can be assured taking into account the current business scale of the Company. As the Company's business scale expands in the future, the Company will continue to reexamine the issue of increasing the number of Outside Directors as appropriate.

Candidate No.	Name	Current position and responsibility in the Company	
1	Takao Hayashi	President	Reelection
2	Yukimasa Nakauchi	Director Corporate Officer, General Manager of Entertainment Division	Reelection
3	Fumio Mase	Director Corporate Officer, General Manager of Lifestyle Support Division	Reelection
4	Okitane Usui	Director	Reelection Outside Independent
5	Junya Kato	Director	Reelection Outside Independent
6	Ryosuke Yoshizaki	-	New election Outside Independent

Reelection Candidate for reelection as a Director

New election Candidate for new election as a Director

Outside Candidate for Outside Director

Independent Independent Executive

Candidate No.

1

Takao Hayashi

Date of birth:
December 18, 1971

Reelection



Number of the Company's
shares owned:
706,000 shares

Term as Director:
22 years

Attendance at meetings of the
Board of Directors:
14/14 (100%)

Career summary/current position and responsibility in the Company

Jun. 1997	Founded Ateam	Dec. 2017	Appointed Director of Increments Inc. (now Qiita Inc.) (current position)
Feb. 2000	Established Ateam, Ltd. (now Ateam Inc.) Appointed President (current position)	Feb. 2019	Appointed Director of Ateam Finergy Inc.
Feb. 2013	Appointed Director of A.T.brides Inc. (now Ateam LifeDesign Inc.)	Apr. 2021	Appointed Director of Ateam Entertainment Inc. (current position)
Aug. 2013	Appointed Director of Hikkoshi Samurai Inc. (now Ateam LifeDesign Inc.) Appointed Director of Ateam Lifestyle Inc. (now Ateam Wellness Inc.) Appointed Director of A.T. Support Inc. (now Ateam LifeDesign Inc.)	Apr. 2022	Appointed Director of Ateam CommerceTech Inc. (current position)

Significant concurrent positions outside the Company

Director of Ateam Entertainment Inc.

Director of Ateam Finergy Inc.

Director of Qiita Inc.

Director of Ateam CommerceTech Inc.

Reasons for nomination as candidate for Director

Takao Hayashi, the founder of the Company, is an executive who has supported the growth of the Company as President since the Company's founding, and who has always had a grand vision for the Company and exhibited strong leadership. He has worked to boost corporate value while managing the entire Group and driving its sustainable growth for a long time.

Also, based on the corporate philosophy which is expressed as "To Be a Company Where All Can Achieve Happiness Together" and "To Be a Company that Continues 100 Years from Today", he has created and promoted a corporate culture that places importance on the concept that "employees = NAKAMA (an associate that passionately shares a similar goal that is achieved through comradeship)". His abundant compassion as an executive, and, naturally, his business skills, garner great respect both from outside of the Company and within.

The Company determined that it is essential that he remains in the position of Director to enhance its corporate value with his cohesive force and excellent management skills while aiming to promote the newly established corporate purpose "Combining Creativity and Tech to Deliver More Convenience and More Fun to All" to our employees in the 24th fiscal year, and the Board of Directors designated him as a candidate for Director.

Special interest between the candidate and the Company

There is no special interest between Takao Hayashi and the Company.

Candidate No.

2

Yukimasa Nakauchi

Date of birth:
August 20, 1975

Reelection



Number of the Company's
shares owned:
230,200 shares

Term as Director:
12 years

Attendance at meetings of the
Board of Directors:
14/14 (100%)

Career summary/current position and responsibility in the Company

Aug. 2004	Joined GMO Internet, Inc. (now GMO Internet Group, Inc.)	Oct. 2010	Appointed Director of Ateam Inc. (current position)
Apr. 2005	Appointed President and CEO of GMO-interTAINMENT, Inc.	Aug. 2012	Appointed Corporate Officer, General Manager of Entertainment Division of Ateam Inc. (current position)
Apr. 2006	Appointed CEO of GMO Games, Inc.		
Apr. 2007	Appointed COO of Increws Co., Ltd.	Dec. 2016	Appointed President of Ateam Vietnam Co., Ltd. (current position)
Sep. 2009	Joined Ateam Inc.		
Dec. 2009	Appointed Corporate Officer, General Manager of Game Business Department of Ateam Inc.	Apr. 2021	Appointed President of Ateam Entertainment Inc. (current position)

Significant concurrent positions outside the Company

President of Ateam Entertainment Inc.

President of Ateam Vietnam Co., Ltd.

Reasons for nomination as candidate for Director

Yukimasa Nakauchi, as his career summary shows, not only has extensive experience and broad insight in the overall game business, but also possesses in-depth understanding and supervisory capabilities related to management gained primarily from his experience as an executive of a company that handles the planning, development and operation of online entertainment, and from serving as the President of another company.

Since joining the Company in 2009, he has driven a rapid growth of the Entertainment Business, and has been committed to planning, developing, and operating both existing and new game apps while striving to maintain and grow the Entertainment Business further in the long term.

As the 24th fiscal year is a year to endeavor new markets including NFT and Metaverse with skills and know-how cultivated through past experience, the Company determined that his experience and broad insight can contribute to the further growth and improve corporate value of both the Entertainment Business and the Group. For this reason, the Board of Directors designated him as a candidate for Director.

Special interest between the candidate and the Company

There is no special interest between Yukimasa Nakauchi and the Company.

Candidate No.

3

Fumio Mase

Date of birth:
January 27, 1984

Reelection



Number of the Company's
shares owned:
19,500 shares

Term as Director:
4 years

Attendance at meetings of the
Board of Directors:
14/14 (100%)

Career summary/current position and responsibility in the Company

Apr. 2007	Joined Nikko Cordial Securities Inc. (now SMBC Nikko Securities Inc.)	Feb. 2019	Appointed Director of Ateam Finergy Inc.
Nov. 2008	Joined Ateam Inc.	Oct. 2020	Appointed Director of Ateam Connect Inc. (now Ateam LifeDesign Inc.)
Aug. 2013	Appointed President of Ateam Lifestyle Inc. (now Ateam Wellness Inc.) (current position)	Nov. 2020	Appointed Corporate Officer, General Manager of Lifestyle Support Division of Ateam Inc. (current position)
Nov. 2013	Appointed Corporate Officer of Ateam Inc.	Feb. 2022	Appointed Representative Director of Ateam LifeDesign Inc. (current position)
Oct. 2018	Appointed Director of Ateam Inc. (current position)	Apr. 2022	Appointed President of Ateam Finergy Inc. (current position)

Significant concurrent positions outside the Company

Representative Director of Ateam LifeDesign Inc.
President of Ateam Wellness Inc.
President of Ateam Finergy Inc.

Reasons for nomination as candidate for Director

Fumio Mase, as his career summary shows, has led the Lifestyle Support Business to grow over a long period of time through expanding business domains as well as managing and improving each business. Also, he has been committed to business strategy development and further growth in new businesses along with the reorganization of the Lifestyle Support Business.

The Lifestyle Support Business is anticipated to build brands and increase profitability in the 24th fiscal year, thus the Company determined that it is essential that he remain in the position of Director to achieve further growth in both the Lifestyle Support Business and the Group as well as the enhancement of corporate value with his leadership and abundant experience. For this reason, the Board of Directors designated him as a candidate for Director.

Special interest between the candidate and the Company

There is no special interest between Fumio Mase and the Company.

Candidate No.

4

Okitane Usui

Date of birth:
October 31, 1958

Reelection
Outside
Independent



Number of the Company's shares owned: – shares
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Term as Director: 3 years

Attendance at meetings of the Board of Directors: 14/14 (100%)
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Career summary/current position and responsibility in the Company

Apr. 1983	Joined Sanwa Bank, Ltd. (now MUFG Bank, Ltd.)	Jun. 2012	Appointed Vice President Supervising East Asia of Groupon, Inc.
Oct. 1993	Joined SEGA Enterprises Ltd. (now SEGA Co., Ltd.)	Jul. 2013	Appointed President and CEO of Komeda Co., Ltd.
Jun. 1999	Appointed Partner of CRIMSON VENTURES LLP	Nov. 2014	Appointed President and CEO of KOMEDA Holdings Co., Ltd.
Apr. 2002	Appointed General Manager of Equipment Division of NIKE Japan Corp.	Nov. 2018	Appointed Director of Komeda Yummy Co., Ltd. (current position)
Apr. 2003	Appointed General Manager of Sales Retail Management Division of NIKE Japan Corp.	Oct. 2019	Appointed Outside Director of Ateam Inc. (current position)
Mar. 2006	Appointed COO of McDonald's Company (Japan), Ltd.	May. 2022	Appointed Chairman of KOMEDA Holdings Co., Ltd. (current position)
May 2008	Appointed President and COO (Representative Director) of SEGA Co., Ltd.		Appointed Chairman of Komeda Co., Ltd. (current position)

Significant concurrent positions outside the Company

Chairman of KOMEDA Holdings Co., Ltd.

Chairman of Komeda Co., Ltd.

Director of Komeda Yummy Co., Ltd.

Reasons for nomination as candidate for Outside Director

Okitane Usui is a candidate for Outside Director that meets the requirements stipulated in Article 2, paragraph (3), item 7 of the Regulation for Enforcement of the Companies Act.

As his career summary shows, he has accumulated many years of extensive experience and keen insight related to management overall in various industries and publicly listed companies in Japan and overseas, and in addition to examining the Company's strategies of corporate management and business operations from an objective and independent standpoint. He also plays a role in supervising corporate governance, internal control, and risk management.

The Company has determined that his appointment will continue to serve to achieve sustainable corporate management and strengthen supervisory functions of the Board of Directors while fostering a highly effective Board of Directors with opinions and advice from an independent, third-party perspective.

Special interest between the candidate and the Company

There is no significant transaction between Okitane Usui and the Company.

Candidate No.

5

Junya Kato

Date of birth:
July 25, 1976

Reelection
Outside
Independent



Number of the Company's
shares owned:
– shares

Term as Director:
7 years

Attendance at meetings of the
Board of Directors:
14/14 (100%)

Career summary/current position and responsibility in the Company

Nov. 2005	Passed Bar	Sep. 2011	Became a Part-time Instructor of Aichi Institute of Technology (Intellectual Property Rights)
Sep. 2007	Became a Registered Attorney (Japan Federation of Bar Associations, Aichi Bar Association)	Jan. 2012	Established Jonan Law Office
Oct. 2009	Became a Part-time Instructor of Nagoya University Legal Department (Lawyering, Mock Trial)	Apr. 2012	Joined Steering Committee of Japan Intellectual Property Arbitration Center Nagoya branch
Nov. 2009	Became a Registered Patent Attorney (Japan Patent Attorneys Association)	Feb. 2013	Appointed Audit & Supervisory Board Member of A.T.brides Inc. (now Ateam LifeDesign Inc.)
Sep. 2011	Became a Part-time Instructor of Aichi Institute of Technology (Intellectual Property Rights)	Oct. 2015	Appointed Outside Director of Ateam Inc. (current position)
Sep. 2011	Became a Part-time Instructor of Aichi Institute of Technology (Intellectual Property Rights)	Oct. 2019	Appointed Outside Audit & Supervisory Board Member of Photo electron Soul Inc. (current position)

Significant concurrent positions outside the Company

Attorney
Head of Jonan Law Office
Outside Audit & Supervisory Board Member of Photo electron Soul Inc.

Reasons for nomination as candidate for Outside Director

Junya Kato is a candidate for Outside Director that meets the requirements stipulated in Article 2, paragraph (3), item 7 of the Regulation for Enforcement of the Companies Act.

He fulfills a sufficient role as an attorney to make decisions concerning serious management issues and supervise director execution of corporate management from an objective and independent standpoint.

Also, he has been involved in the Company's business operation with his abundant knowledge through active communication with other executives.

The Board of Directors determined that he is a talented individual who is continuously essential to achieve sustainable corporate management and strengthen supervisory functions of the Board of Directors with opinions and advice from a perspective of risk management and a legal/compliance standpoint. For this reason, the Board of Directors designated him as a candidate for Outside Director.

Special interest between the candidate and the Company

The Company holds 1.0% of the total number of issued shares of Photo electron Soul Inc., where Junya Kato concurrently serves as Outside Audit & Supervisory Board Member.

Candidate No.

6

Ryosuke Yoshizaki

Date of birth:
August 13, 1991

New election

Outside

Independent

Number of the Company's
shares owned:
– sharesTerm as Director:
– yearsAttendance at meetings of the
Board of Directors:
– / – (–%)

Career summary/current position and responsibility in the Company

Apr. 2016 Joined SHIFT Inc.

Jan. 2017 Founded and Appointed CEO of Kikagaku Inc.

Apr. 2018 Appointed Part-time Lecturer in Graduate School of Interfaculty Initiative in Information Studies, The University of Tokyo (current position)
Appointed a Steering Committee Member of Special Interest Group on Machine Learning Systems Engineering (current position)

Jan. 2021 Appointed Chairman of the Board of Directors of Kikagaku Inc. (current position)

Significant concurrent positions outside the Company

Appointed Chairman of the Board of Directors of Kikagaku Inc. (current position)

Reasons for nomination as candidate for Outside Director

Ryosuke Yoshizaki is a candidate for Outside Director that meets the requirements stipulated in Article 2, paragraph (3), item 7 of the Regulation for Enforcement of the Companies Act.

He is a founder of Kikagaku Inc. thus accumulated abundant knowledge and broad insight of advanced technologies including AI and machine learning.

The Board of Directors determined it is essential to sustainable growth and enhancement of mid- to long-term corporate value with his opinions and advice to not only organize business building but also the Company's strategy of management and business operation. For this reason, the Board of Directors designated him as a candidate for Outside Director.

Special interest between the candidate and the Company

There is no special interest between Ryosuke Yoshizaki and the Company.

1. The Company has entered into an agreement with Okitane Usui and Junya Kato to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum amount stipulated in Article 425, paragraph (1) of the Companies Act. If their reelection is approved, the Company plans to renew the aforementioned agreement with them. In addition, if the appointment of Ryosuke Yoshizaki is approved, the Company will enter into the same agreement with the candidate.
2. The Company has concluded a liability insurance contract for directors as stipulated in Article 430-3, paragraph (1) of the Companies Act with the insurance company, and if the appointment of each candidate is approved, the candidates will continue to be insured under the relevant insurance contract. Please refer to page 36 of the business report (in Japanese only) for the outline of the insurance contract.
3. The Company has submitted notification to the Tokyo Stock Exchange that both candidates are an Independent Executive as provided by the exchange. If their reelection is approved, the Company will continue to designate them as Independent Executives. In addition, if the appointment of Ryosuke Yoshizaki is approved, the Company will submit notification to the Tokyo Stock Exchange that the candidate is an Independent Executive.

For reference

Summary of the results of evaluation of the effectiveness of the Company's Board of Directors
As part of the Company's efforts to strengthen its corporate governance, it engages in an ongoing process of analyzing and evaluating the effectiveness of the Board of Directors as a whole, and examining the efforts directed at improving it.

1. Method of evaluation

All the Directors and Audit & Supervisory Board Members, including those who are outside the Company, took part in a self-evaluation based on a Board of Directors effectiveness evaluation questionnaire created by the secretariat of the Board of Directors after the Directors and Audit & Supervisory Board Members, received an explanation on the purpose of the evaluation. The summary and evaluation are provided below.

(1) Evaluation items

The major items subjected to evaluation were as follows.

- (i) Operation of the Board of Directors
- (ii) Roles of the Board of Directors
- (iii) Composition of the Board of Directors
- (iv) Election of the Board of Directors
- (v) Systems to support the Board of Directors

(2) Method of evaluation

- (i) The questionnaire was signed by the individual.
- (ii) The questionnaire was conducted on August 10, 2022.
- (iii) Each item was given a selective or descriptive format.

2. Summary of analysis and evaluation results

The Company's analysis and evaluation of the current status of the Board of Directors is as follows:

- (1) Under the recent spread of COVID-19, the Board of Directors has been held online for a couple of years. All members continue to hold free and constructive discussions regardless of whether they are internal or external Directors or Audit & Supervisory Board Members, thus the effectiveness of the Board of Directors of the Company is fully ensured. We also recognize that it is necessary to provide more sufficient materials and explanation prior to the Board of Directors upon deliberation.
- (2) The Board of Directors of the Company is composed of Directors with diverse insights and experience, including those who have management experience at other companies and outside Directors and Audit & Supervisory Board Members who have deep knowledge of finance, accounting and legal affairs. Each director willingly has opportunities to deeply understand their roles and responsibilities regularly while continuously updating necessary knowledge. Considering the balance of knowledge, experience, and skills for the entire Board of Directors as well as a diversity-related standpoint alongside our business strategy, we recognize the need for a diverse composition of the Board of Directors.
- (3) Concerning issues related to sustainability, we recognize it is inevitable to organize the issues to accelerate further discussion at the Board of Directors and to properly disclose them.

3. Initiatives aimed at improving effectiveness

After receiving the results of the evaluation of effectiveness, particularly for proposals concerning the execution of important business affairs, we will increase quality of deliberations at the Board of Directors by means of providing an opportunity for prior explanation before the Board of Directors meeting while providing more information on the background circumstances of proposals and the process of internal discussions. In addition, we will strive to further improve the effectiveness of the Board of Directors by continuously discussing and considering the composition of the Board of Directors.