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Securities Code: 4819

Date of sending by postal mail: June 2, 2023

Start date of measures for electronic provision: May 31, 2023

To Our Shareholders:

Kaoru Hayashi, Representative Director
Digital Garage, Inc.
3-5-7 Ebisu Minami, Shibuya-ku, Tokyo

Notice of the 28th Ordinary Shareholders' General Meeting

We are pleased to announce the 28th Ordinary Shareholders' General Meeting of Digital Garage, Inc. (the "Company"), which will be held as indicated below.

When convening this shareholders' general meeting, the Company takes measures for providing information that constitutes the content of reference documents for the shareholders' general meeting, etc. (items for which measures for providing information in electronic format will be taken) in electronic format. This information is posted on each of the following websites, so please access either of those websites to confirm the information.

With respect to this notice, the paper-based documents to be delivered to shareholders who have made a request for delivery of such documents in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company will be sent to all shareholders.

The Company's website:

<https://www.garage.co.jp/ja/ir/> (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/4819/teiji/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the website by using the Internet address shown above, enter "Digital Garage" in "Issue name (company name)" or enter "4819" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information.")

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the Shareholders' General Meeting and exercise your voting rights no later than 6:30 p.m. on Thursday, June 22, 2023 (JST).

1. **Date and Time:** Friday, June 23, 2023, at 10:00 a.m. (Reception starts at 9:30 a.m.)
2. **Venue:** The Westin Tokyo (Galaxy Room, B2F)
1-4-1, Mita, Meguro-ku, Tokyo (inside Yebisu Garden Place)
(Please note that the venue is different from that of the previous year.)
(We ask that shareholders attending the meeting in person consider taking infection prevention measures after confirming the situation regarding the spread of the novel coronavirus disease (COVID-19) and their own health condition on the day of the meeting.)

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 28th fiscal year (from April 1, 2022 to March 31, 2023), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 28th fiscal year (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

Proposal No. 1: Dividends of Surplus

Proposal No. 2: Election of Nine (9) Directors who are not Audit and Supervisory Committee Members

When you attend the meeting, you are kindly requested to present the voting card at the reception.

Information on measures for providing information in electronic format

- Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company, “Notes to Consolidated Financial Statements” and “Notes to Non-consolidated Financial Statements” are not provided in this notice.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the websites stated on page 1.

Reference Documents for the Shareholders' General Meeting

Proposals and Reference Information

Proposal No. 1: Dividends of Surplus

The Company views shareholder returns as one of its principal management concerns. Decisions about dividends are based on considerations of factors such as financial condition, business performance outlook and future funding needs.

The Company will work to increase capital efficiency through various investments that contribute to increasing corporate value, business alliances and other means while ensuring financial soundness going forward, and maintain stable dividends.

The Company, taking into account factors such as operating results for the fiscal year under review, cash flows and future business development, proposes to pay dividends of surplus (year-end dividends) for the 28th fiscal year as follows:

Year-end dividends

Type of dividend property:	Cash
Allotment of dividend property and aggregate amount thereof:	¥37 per common share of the Company ¥1,704,688,938 in total
Effective date of dividends of surplus:	Monday, June 26, 2023

Proposal No. 2: Election of Nine (9) Directors who are not Audit and Supervisory Committee Members

At the conclusion of this meeting, the terms of office of all nine (9) Directors who are not Audit and Supervisory Committee Members of the Company will expire. At this juncture, the Company proposes to elect nine (9) Directors who are not Audit and Supervisory Committee Members.

It is the policy of the Company to select suitable people who have outstanding personalities and insight in addition to the knowledge to execute the business of the Company accurately, fairly and efficiently and their experience in business that will contribute to the Company's business as candidates for Directors (excluding Audit and Supervisory Committee Members and Outside Directors). In addition, it is the policy of the Company to select suitable people who have outstanding personalities and insight, and are able to provide advice regarding overall management based on their own knowledge and experience, as well as appropriately represent the views of minority shareholders and other stakeholders at the Board of Directors from an independent standpoint as Outside Directors who are not Audit and Supervisory Members. Based on these policies, the President Executive Officer proposed candidates and reports were received from the Nomination and Remuneration Advisory Committee, over half of whose members were independent Outside Directors, regarding whether the candidates were appropriate. After this, the candidates were approved by the Board of Directors. This proposal was examined at the Audit and Supervisory Committee, however no opinion was presented.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

No.	Name		Present position in the Company
1	Kaoru Hayashi	<u>Reelection</u>	Representative Director, President Executive Officer and Group CEO
2	Keizo Odori	<u>Reelection</u>	Director, Vice President Executive Officer and Group COO
3	Masahito Okuma	<u>Reelection</u>	Director, Senior Managing Executive Officer and CSO
4	Joichi Ito	<u>Reelection</u>	Director, Senior Managing Executive Officer and Chief Architect
5	Hiroshi Shino	<u>Reelection</u>	Director, Senior Executive Officer
6	Masashi Tanaka	<u>Reelection</u>	Director, Senior Executive Officer and CISO
7	Makoto Sakai	<u>Reelection</u> <u>Outside</u> <u>Independent</u>	Outside Director
8	Emi Omura	<u>Reelection</u> <u>Outside</u> <u>Independent</u>	Outside Director
9	Hiromi Ozaki (Nickname: Sputniko!)	<u>Reelection</u> <u>Outside</u> <u>Independent</u>	Outside Director

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)
1 Reelection	Kaoru Hayashi (December 26, 1959) Number of the Company's Shares Owned: 6,851,700 shares	<p>Apr. 1983 Representative Director, From Garage, Inc.</p> <p>Aug. 1995 Founded the Company Representative Director, the Company</p> <p>Dec. 1996 Representative Director, K Garage, Inc. (now Representative Partner, K Garage, G.K.) (current position)</p> <p>June 2003 Chairman and Director, Kakaku.com, Inc. (current position)</p> <p>Nov. 2004 Representative Director, President and Group CEO, the Company</p> <p>Oct. 2013 Director and Chairman, ECONTEXT, INC. (current position)</p> <p>Oct. 2015 Director President & Chairman, econtext Asia Limited (current position)</p> <p>July 2016 Director Chairman & CEO, Digital Garage US, Inc. (current position)</p> <p>July 2016 Director, DG Daiwa Ventures, Inc. (current position)</p> <p>Sept. 2016 Representative Director, Chairman and CEO, BI. Garage, Inc. (current position)</p> <p>Sept. 2016 Representative Director, President Executive Officer and Group CEO, the Company (current position)</p> <p>May 2017 Representative Director, Chairman and CEO, DG Ventures, Inc. (current position)</p> <p>Aug. 2018 Representative Director and Chairman, DG Communications Co., Ltd.</p> <p>Sept. 2018 Director, Crypto Garage, Inc. (current position)</p> <p>June 2021 Representative Director, Chairman and CEO, DG Financial Technology, Inc. (current position)</p> <p>June 2021 Representative Director, Chairman and President, DG Incubation, Inc. (current position)</p>
<p>Reason for the nomination as candidate for Director</p> <p>Having paid particular attention to the potential of the Internet service in Japan from its predawn era, Kaoru Hayashi, as founding business manager of the Company, has consistently created new Internet businesses since founding the Company in 1995. In addition, he has driven the Group business management and contributed to the improvement of corporate value, leveraging his wealth of insights about overall Internet business, including the electronic payment business and investment business. The Company therefore expects him to continue appropriately overseeing business operation of the Group as well as to formulate and to drive its medium- to long-term growth strategy, and nominated him as a candidate for Director.</p>		

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)
2 Reelection	Keizo Odori (May 10, 1970) Number of the Company's Shares Owned: 18,800 shares	<p>Apr. 2000 Joined Faith, Inc.</p> <p>June 2005 Director, Faith, Inc.</p> <p>Sept. 2010 Director, the Company</p> <p>Apr. 2012 Director, VeriTrans Inc. (now DG Financial Technology, Inc.)</p> <p>Sept. 2012 Director and in charge of the Payment Segment (now the Financial Technology Segment), the Company</p> <p>Oct. 2013 Representative Director and President, ECONTEXT, INC. (current position)</p> <p>Oct. 2015 Director, iRidge, Inc.</p> <p>June 2017 Representative Director and President, DK Gate, Inc. (current position)</p> <p>Oct. 2018 Director, Senior Executive Officer, in charge of the Financial Technology Segment and the Marketing Technology Segment, the Company</p> <p>Jan. 2019 Director, TD Payment Corporation (current position)</p> <p>Feb. 2019 Director, CyberBuzz, Inc.</p> <p>Mar. 2020 Director, BI. Garage, Inc. (current position)</p> <p>Apr. 2020 Director, Senior Managing Executive Officer, in charge of the Marketing Technology Segment and the Long-term Incubation Segment, the Company</p> <p>June 2020 Director, Crypto Garage, Inc. (current position)</p> <p>June 2021 Director, NaviPlus Co., Ltd. (current position)</p> <p>June 2021 Representative Director, President and Co-COO, DG Financial Technology, Inc. (current position)</p> <p>June 2022 Director, DG Ventures, Inc. (current position)</p> <p>Dec. 2022 Director, Vice President Executive Officer and Group COO in charge of the Corporate Division, Group CEO Division, Incubation Division and the Long Term Incubation Segment, the Company (current position)</p>
<p>Reason for the nomination as candidate for Director</p> <p>Since joining the Company after having gained experience as an executive at Internet-related listed companies, Keizo Odori has been involved in the electronic payments business, has served as manager of each business segment and director of Group companies, and has spearheaded the growth of the Group's business. In addition, he has contributed to the business growth by managing the operation and implementing reorganization, by reflecting his wealth of experience over many years in operational management. The Company therefore expects him to continue appropriately overseeing business operation of the Company and driving its medium- to long-term growth strategy, and nominated him as a candidate for Director.</p>		

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	
<p style="text-align: center;">3 Reelection</p>	<p style="text-align: center;">Masahito Okuma (October 24, 1975)</p> <p style="text-align: center;">Number of the Company's Shares Owned: 3,100 shares</p>	<p>Apr. 1999 Joined Mitsubishi Corporation</p> <p>Mar. 2011 Joined FAST RETAILING CO., LTD.</p> <p>Dec. 2015 Vice President, UNIQLO USA LLC</p> <p>Nov. 2016 Joined the Company</p> <p>Apr. 2017 Corporate Officer and COO of DG Lab, the Company</p> <p>May 2017 Director, DG Ventures, Inc.</p> <p>Dec. 2017 Director COO, Digital Garage US, Inc. (current position)</p> <p>June 2018 Director, Senior Executive Officer, COO of DG Lab, Head of Group CEO Division, and Head of Business Innovation Department, Group CEO Division, the Company</p> <p>Apr. 2019 Representative Director and CEO, Crypto Garage, Inc. (current position)</p> <p>June 2019 Representative Director, DG Daiwa Ventures, Inc. (current position)</p> <p>Aug. 2019 Director, Dentsu ScienceJam Inc. (current position)</p> <p>Nov. 2019 Representative Director, BrainscanTechnologies, Inc. (current position)</p> <p>Apr. 2021 Director, Vice President and COO, DG Ventures, Inc. (current position)</p> <p>June 2021 Director, DG Financial Technology, Inc. (current position)</p> <p>June 2021 Director, Vice President and COO, DG Incubation, Inc. (current position)</p> <p>June 2021 Director, Managing Executive Officer in charge of the Incubation Technology Segment and DG Lab, in charge of Strategic Business and Global Business, Co-Head of Group CEO Division, Head of Digital Health Department, the Company</p> <p>Mar. 2022 Director, Welby, Inc.</p> <p>Dec. 2022 Director, Senior Managing Executive Officer and CSO in charge of the Group CEO Division, Incubation Division and the Incubation Technology Segment, in charge of FinTech Shift Strategy and Global Business (current position)</p>	
		<p>Reason for the nomination as candidate for Director</p> <p>Since joining the Company after having gained experience at a major general trading company and a major apparel manufacturer, Masahito Okuma has utilized his broad experience in the investment business and new business development, and has overseen the investment business as well as the research and development organization. In addition, having led the Company's new business development, and having guided venture investment and global alliances, the Company has determined that he will contribute to the improvement of corporate value over the medium- to long-term, through his continued appropriate supervision of the Company's operations, as well as his promotion of the development of next generation business and global expansion, and has nominated him as a candidate for Director.</p>	

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)
4 Reelection	Joichi Ito (June 19, 1966) Number of the Company's Shares Owned: 22,200 shares	<p>Apr. 1994 Representative Director, Ecosys Ltd.</p> <p>Aug. 1995 Founded the Company Representative Director, the Company</p> <p>June 1999 Director, the Company</p> <p>June 1999 Representative Director and Chairman, Infoseek Corporation</p> <p>Dec. 1999 Representative Director and President, Neoteny Co., Ltd.</p> <p>Sept. 2000 Representative Director, Cura Co., Ltd.</p> <p>June 2002 Director, PIA Corporation</p> <p>Dec. 2004 Adviser, the Company</p> <p>Jan. 2005 Director, Technorati Japan, Inc.</p> <p>Nov. 2005 Director, Mozilla Japan, a Middle-natured Corporation with the Limited Liability</p> <p>Aug. 2006 Director, BI. Garage, Inc.</p> <p>Sept. 2006 Director, the Company</p> <p>Apr. 2011 Director, Massachusetts Institute of Technology (MIT) Media Lab</p> <p>July 2011 Director, Digital Garage US, Inc.</p> <p>June 2012 Board Member, The New York Times Company</p> <p>June 2013 Director, Sony Corporation (now Sony Group Corporation)</p> <p>May 2015 Board Member, Chairman, PureTech Health plc</p> <p>Nov. 2021 Director, the Center for Radical Transformation, Chiba Institute of Technology (current position)</p> <p>Feb. 2022 Director, Senior Managing Executive Officer and Chief Architect, in charge of Digital Architect Design, the Company (current position)</p>
<p>Reason for the nomination as candidate for Director</p> <p>Joichi Ito has led the spread of the Internet in Japan itself, has created numerous Internet-based businesses, including the co-founding of the Company, and in addition, has led the invention and implementation in society of advanced technology in partnership with academia and the government. He has also contributed to business expansion of the Group by leveraging his broad experience in Internet company management and venture investment over many years. The Company therefore expects him to continue appropriately overseeing business operation of the Company and driving its medium- to long-term growth strategy, which will require the use of next-generation technology, and nominated him as a candidate for Director.</p>		

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)
5 Reelection	Hiroshi Shino (July 24, 1976) Number of the Company's Shares Owned: 4,900 shares	Apr. 2000 Joined Softbank Finance Corporation Nov. 2011 Director and Executive Officer, VeriTrans Inc. (now DG Financial Technology, Inc.) Apr. 2013 Representative Director, Executive Officer and CEO, NaviPlus Co., Ltd. Oct. 2013 Director, Executive Officer and COO, VeriTrans Inc. (now DG Financial Technology, Inc.) July 2015 Corporate Officer, the Company Sept. 2015 Director, ECONTEXT, INC. (current position) Sept. 2015 Representative Director, Executive Officer and President, VeriTrans Inc. (now DG Financial Technology, Inc.) Oct. 2018 Director, SCORE.Co., Ltd. (current position) Jan. 2019 Director, TD Payment Corporation (current position) June 2020 Director, Senior Executive Officer, in charge of the Financial Technology Segment, the Company (current position) June 2021 Director, ANA Digital Gate, Inc. (current position) June 2021 Representative Director, President and Co-COO, Executive Officer and SEVP, DG Financial Technology, Inc. (current position) Aug. 2021 Director, Vizitech Solutions Private Limited (now DG FutureTech India Private Limited) (current position) June 2022 Representative Director and CEO, NaviPlus Co., Ltd. (current position)
	<p>Reason for the nomination as candidate for Director Hiroshi Shino has been engaged in the founding of Japan's electronic payment business from its predawn era of cashless payments. Since joining the Group, he has driven the growth of our main businesses as Representative Director of VeriTrans Inc. (now DG Financial Technology, Inc.) which mainly operates a payment business, and Director of ECONTEXT, INC. The Company therefore believes that he will continuously contribute to the appropriate supervision of its business operations, promoting the growth strategy of the Group based on fintech and improving value of the Company over the medium- to long-term. Accordingly, the Company nominated him as a candidate for Director.</p>	

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)
6 Reelection	Masashi Tanaka (October 27, 1975) Number of the Company's Shares Owned: 26,800 shares	Apr. 1998 Joined Nippon Information and Communication Corporation
		Aug. 2001 Joined the Company
		July 2006 Director, DG&Ibex Company
		Apr. 2012 Director, VeriTrans Inc. (now DG Financial Technology, Inc.)
		Sept. 2012 Director, Head of Corporate Strategy Division, and Executive Vice President of DG&Ibex Company, the Company
		Apr. 2017 Director, Senior Executive Officer, in charge of DG Lab, in charge of the Incubation Technology Segment, and Head of Corporate Strategy Division, the Company
		May 2017 Director, Vice President and COO, DG Ventures, Inc.
		Jan. 2021 Representative Director, President, DG Incubation, Inc.
		June 2021 Director, NaviPlus Co., Ltd. (current position)
		June 2021 Director, DG Financial Technology, Inc. (current position)
		June 2021 Director, Senior Executive Officer in charge of the Marketing Technology Segment, Recurring Business, and Group Information Security (CISO), the Company
		Dec. 2021 Director, CyberBuzz, Inc. (current position)
		Mar. 2022 Director, Dentsu ScienceJam Inc. (current position)
		June 2022 Representative Director, DG Communications Co., Ltd. (current position)
June 2022 Director, Senior Executive Officer and CISO in charge of the Marketing Technology Segment, Group Information Security, the Company (current position)		
<p>Reason for the nomination as candidate for Director</p> <p>Since joining the Company, Masashi Tanaka has been engaged in the operation of the marketing business and business administration of the overall Group, utilizing his experience in the development of technology, in his capacities as directors of the Group companies and head of Corporate Division. In addition, he has contributed to business expansion of the Group and efficiency improvement of the business management based on his in-depth understanding on the overall Group business operation, including both offensive and defensive management. The Company therefore expects him to continue appropriately overseeing business operation of the Company and driving its medium- to long-term growth strategy, and nominated him as a candidate for Director.</p>		

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	
7 Reelection Outside Independent	Makoto Sakai (February 21, 1957) Number of the Company's Shares Owned: 1,700 shares	Apr. 1986	Admitted to practice law in Japan (Nagoya Bar Association)
		Apr. 1988	Registered to the Tokyo Bar Association
		Aug. 2000	Established the Sakai Makoto Law Office
		June 2001	Outside Corporate Auditor, Oak Capital Corporation (current position)
		Mar. 2005	Partner, the Sirius Law Office
		Sept. 2010	Outside Auditor, the Company
		Sept. 2016	Outside Director (Audit and Supervisory Committee Member), the Company
		Mar. 2019	Representative, the Sakai Makoto Law Office (current position)
		June 2022	Outside Director, the Company (current position)
<p>Reason for the nomination as candidate for Outside Director and summary of his expected role Although Makoto Sakai has not been involved in corporate management other than having served as an outside officer, he has a wealth of experience and expertise as an attorney. In addition, as Outside Auditor and Outside Director who is an Audit and Supervisory Committee Member of the Company, he has provided us with valuable opinions and suggestions concerning business management of the Company in general and the fintech business, etc., which is growing in legal importance, from a legal perspective. Deeming that he can continue to provide oversight and advice concerning the business execution of Directors from specialist perspectives, and that he can be expected to contribute to appropriate oversight of business operation of the Company and ensure its sound business management, the Company nominated him as a candidate for Outside Director who is not an Audit and Supervisory Committee Member.</p>			
8 Reelection Outside Independent	Emi Omura (September 2, 1976) Number of the Company's Shares Owned: - shares	Oct. 2002	Admitted to practice law in Japan (Tokyo Bar Association)
		July 2008	Partner, Athena Law Office
		Sept. 2010	Associate Expert, International Labour Office in Geneva, the International Labour Organization (ILO)
		Jan. 2014	Director, the Office of International Affairs, Japan Federation of Bar Associations
		Sept. 2014	Outside Director, the Company (current position)
		June 2019	Counsel, Kamiyacho International Law Office
		Apr. 2021	Counsel, CLS HIBIYA TOKYO LAW OFFICE
		Nov. 2021	Outside Director (Audit and Supervisory Committee Member), Valence Holdings, Inc. (current position)
		Jan. 2022	Partner, CLS HIBIYA TOKYO LAW OFFICE (current position)
		Dec. 2022	External Director (Audit & Supervisory Committee Member), FOOD & LIFE COMPANIES LTD. (current position)
<p>Reason for the nomination as candidate for Outside Director and summary of her expected role Although Emi Omura has not been involved in corporate management other than having served as an outside officer, she has a wealth of experience and expertise as an attorney, as well as global working experience at an international organization. In addition, as Outside Director of the Company, she has provided us with valuable opinions and suggestions concerning business management, diversity, and ESG management of the Company, from a broad perspective. Deeming that she can continue to provide oversight and advice concerning the business execution of Directors from specialist perspectives, and that she can be expected to contribute to appropriate oversight of business operation of the Company and ensure its sound business management, the Company nominated her as a candidate for Outside Director who is not an Audit and Supervisory Committee Member.</p>			

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)
9 Reelection Outside Independent	Hiromi Ozaki (Nickname: Sputniko!) (July 1, 1985) Number of the Company's Shares Owned: - shares	Sept. 2013 Assistant Professor of Media Lab, Massachusetts Institute of Technology (MIT)
		Apr. 2017 Young Global Leader, World Economic Forum
		Oct. 2017 Project Associate Professor of RCA-IIS Design Lab, Institute of Industrial Science, the University of Tokyo
		Apr. 2019 TED fellow
		Apr. 2019 Global Future Council, World Economic Forum
		Apr. 2019 Associate Professor of Department of Design, Tokyo University of The Arts (current position)
		July 2020 President and CEO, Cradle Inc. (current position)
		June 2021 Partner, Swan Song Inc. (current position)
		June 2022 Outside Director, the Company (current position)
<p>Reason for the nomination as candidate for Outside Director and summary of her expected role Hiromi Ozaki (Nickname: Sputniko!) has deep expertise and experience in art, design, technology, diversity and inclusion, among other areas. Deeming that she can provide valuable opinions and suggestions from her expert perspectives concerning in particular the web3 movement and ESG, etc., and that she can be expected to continue contributing to appropriate oversight of business operation of the Company and ensuring its sound business management through the promotion of the sustainable management of the Company, the Company nominated her as a candidate for Outside Director who is not an Audit and Supervisory Committee Member.</p>		

- *1 Candidate for Director Kaoru Hayashi serves concurrently as Representative Director, Chairman and CEO of BI. Garage, Inc., which is a subsidiary of the Company. The Company has a business relationship with BI. Garage, Inc. concerning (i) outsourcing service for administrative work of BI. Garage, Inc., (ii) office leasing, (iii) office equipment leasing at BI. Garage, Inc., (iv) secondment of the Company's employees to BI. Garage, Inc., (v) business transactions.
- *2 Candidate for Director Keizo Odori serves concurrently as Representative Director and President of DK Gate, Inc., which is a subsidiary of the Company. The Company has a business relationship with DK Gate, Inc. concerning (i) outsourcing service for administrative work of DK Gate, Inc., (ii) secondment of the Company's employees to DK Gate, Inc.
- *3 Candidate for Director Masahito Okuma serves concurrently as Representative Director and CEO of Crypto Garage, Inc., which is a subsidiary of the Company. The Company has a business relationship with Crypto Garage, Inc. concerning (i) outsourcing service for administrative work of Crypto Garage, Inc., (ii) office leasing, (iii) office equipment leasing at Crypto Garage, Inc., (iv) secondment of the Company's employees to Crypto Garage, Inc., and (v) business transactions.
- Masahito Okuma also serves concurrently as Representative Director of DG Daiwa Ventures, Inc., which is an equity-method affiliate of the Company. The Company has a business relationship with DG Daiwa Ventures, Inc. concerning (i) outsourcing service for administrative work of DG Daiwa Ventures, Inc., (ii) office leasing, (iii) office equipment leasing at DG Daiwa Ventures, Inc., (iv) secondment of the Company's employees to DG Daiwa Ventures, Inc.
- *4 Candidate for Director Masashi Tanaka serves concurrently as Representative Director of DG Communications Co., Ltd., which is a subsidiary of the Company. The Company has a business relationship with DG Communications Co., Ltd. concerning (i) outsourcing service for administrative work of DG Communications Co., Ltd., (ii) office leasing, (iii) office equipment leasing at DG Communications Co., Ltd., (iv) secondment of the Company's employees to DG Communications Co., Ltd., and (v) business transactions.
- *5 Candidate for Director Makoto Sakai serves concurrently as Representative of the Sakai Makoto Law Office. Although the Company has entered into an advisory agreement with Sakai Makoto Law Office, the remuneration paid by the Company to Sakai Makoto Law Office for advisory services in the fiscal year ended March 31, 2023 was less than ¥4 million (less than 0.01% of consolidated net sales of the Company) and as low as approximately 5% of annual net sales of Sakai Makoto Law Office.
- *6 There is no special interest between any other candidates for Directors and the Company.
- *7 Candidate for Director Makoto Sakai is a candidate for Outside Director. At the conclusion of this meeting, his tenure as Outside Director of the Company will have been six years and nine months.

- *8 Candidate for Director Emi Omura is a candidate for Outside Director. At the conclusion of this meeting, her tenure as Outside Director of the Company will have been eight years and nine months.
- *9 Candidate for Director Hiromi Ozaki (Nickname: Sputniko!) is a candidate for Outside Director. At the conclusion of this meeting, her tenure as Outside Director of the Company will have been one year.
- *10 It is prescribed in the Articles of Incorporation of the Company in effect that the Company may enter into an agreement with Directors (excluding Executive Directors, etc.) to limit their liability for damages to the Company in an effort to attract competent individuals to the said posts.
- The Company has entered into the said agreement with Makoto Sakai, Emi Omura and Hiromi Ozaki (Nickname: Sputniko!) to limit their liability for damages. If this Proposal is approved, the Company plans to renew the agreement with them.
- The details of the agreement are as follows:
- The Director shall be liable to the Company for damages caused by neglect of their duties, under Article 423, paragraph 1 of the Companies Act, up to the minimum amount prescribed in Article 425, paragraph 1 of the same Act.
 - The limitation of the liability above shall apply only when the Director acted in good faith and without gross negligence in performing the duties giving rise to said liabilities.
- *11 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, thereby covering losses and costs incurred by Directors in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums of the insureds is borne by the Company. Each of the Director candidates is an insured under this policy, and if their reelection is approved, each will continue to be an insured. The policy is scheduled for renewal in November 2023.
- *12 The Company has designated candidates for Director Makoto Sakai, Emi Omura and Hiromi Ozaki (Nickname: Sputniko!) as independent officers in accordance with the regulations of Tokyo Stock Exchange Inc. and notified therein. If they are reelected, the Company plans to continue their independent officer designation.

(Reference) Composition of the Board of Directors

Assuming Proposal No. 2 is approved without changes, the composition of the Company's Board of Directors will be as follows.

	Number of People	Outside Director		Proportion of Independent Officer
		Independent Officer		
Director (excluding Audit and Supervisory Committee Member)	9	3	3	33.3%
Director (Audit and Supervisory Committee Member)	4	3	3	75.0%
Total	13	6	6	46.2%

As shown above, six of the 13 members of the Board of Directors will be Outside Directors, accounting for more than one third of the total. The all six Outside Directors will be independent officers. The Company believes this structure will result in highly effective oversight within the Board of Directors.

A skill matrix of the Directors will be as follows:

Name	Title	Current Candidates	Business Development Related to the Business of the Company	Company Management	Knowledge of Fintech Payment	Global Business	Financial Accounting	Legal Compliance	Governance Risk Management	Human Resources / Organization Diversity
Kaoru Hayashi	Representative Director	Candidate	○	○	○	○			○	
Keizo Odori	Director	Candidate	○	○	○		○		○	
Masahito Okuma	Director	Candidate	○	○	○	○				
Joichi Ito	Director	Candidate	○		○	○				○
Hiroshi Shino	Director	Candidate	○	○	○					
Masashi Tanaka	Director	Candidate	○	○					○	
Makoto Sakai	Independent Outside Director	Candidate						○	○	○
Emi Omura	Independent Outside Director	Candidate						○	○	○
Hiromi Ozaki (Nickname: Sputniko!)	Independent Outside Director	Candidate	○			○				○
Yasuyuki Rokuyata	Director (Audit and Supervisory Committee Member)		○	○				○	○	
Junji Inoue	Independent Outside Director (Audit and Supervisory Committee Member)			○	○	○				
Koji Makino	Independent Outside Director (Audit and Supervisory Committee Member)						○	○	○	
Shuma Uchino	Independent Outside Director (Audit and Supervisory Committee Member)			○			○		○	

* The skill items marked by a circle are not meant to represent the entire expertise and experience of each candidate.

End