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(Stock Exchange Code 9216)

August 14, 2023

(Electronic provision measures commencement date: August 8, 2023)

To Shareholders with Voting Rights:

Koichi Morimoto
President and CEO
Bewith, Inc.
3-7-1 Nishi-Shinjuku, Shinjuku-ku,
Tokyo, Japan

**NOTICE OF
THE 24th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

We are pleased to announce that the 24th Annual General Meeting of Shareholders of Bewith, Inc. (the “Company”) will be held as follows.

The Company has adopted electronic provisioning measures by posting the “Notice of the 24th Annual General Meeting of Shareholders” to the following websites.

The Company website: <https://www.bewith.net/ir/>

The same information is also posted on the following website.

Tokyo Stock Exchange Website:

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

Please access the above website, enter or search for the Company name or stock exchange code, and select “Basic Information” followed by “Documents for public inspection/PR information”

When exercising voting rights in writing or via the Internet, etc., please review the Reference Documents* for the General Meeting of Shareholders included in the electronically provided Notice of the 24th Annual General Meeting of Shareholders and exercise your voting rights by no later than 6:30 p.m. on Tuesday, August 29, 2023, Japan time.

(*Guidance on the Exercise of Voting Rights is available in Japanese only.)

- 1. Date and Time:** Wednesday, August 30, 2023 at 10:00 a.m. Japan time
- 2. Place:** OHGI HALL, 4F, KEIO PLAZA HOTEL TOKYO SOUTH TOWER at
2-2-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo, Japan
(Note that the venue is different from last time.)
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report and Consolidated Financial Statements for the Company’s 24th Fiscal Year (June 1, 2022 – May 31, 2023), and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 24th Fiscal Year (June 1, 2022 – May 31, 2023)

Proposals to be resolved:

Proposal 1: Partial Amendments to the Articles of Incorporation

Proposal 2: Election of Three (3) Directors (Excluding Those Who Are Audit and Supervisory Committee Members)

Proposal 3: Election of One (1) Director Who Is an Audit and Supervisory Committee Member

4. Matters on Exercise of Voting Rights: Voting by proxy is possible only when delegated to a shareholder of the Company with voting rights.

The proxy must be a single shareholder.

- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ Please make your own decision regarding whether you will physically attend the General Meeting of Shareholders based on your own physical condition and infection status.
- ◎ If you appear unwell or display symptoms such as coughing, we may ask you to wear a mask.
- ◎ If any revisions are made to the electronically provided documents, updated information will be posted on the respective websites where they were posted.
- ◎ We will dress lightly to save electricity on the day of the meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

In executing the business activities of the Company and its Group, taking into consideration of the diversification of future business development and feasibility studies thereof, the Company proposes to add the business purpose to Article 2 (Purpose) of the current Articles of Incorporation.

2. Details of amendments

The details of the amendments are as follows.

(Underlines indicate amended sections.)

Current Articles of Incorporation	Proposed Amendments
<p>(Purpose) Article 2. The purpose of the Company shall be to engage in the following businesses.</p> <p>(1)-(32) (Omitted)</p> <p><Newly established></p> <p><u>(33)</u> Consulting business related to each of the preceding items and all businesses related to each of the preceding items.</p>	<p>(Purpose) Article 2. The purpose of the Company shall be to engage in the following businesses.</p> <p>(1)-(32) (Unchanged)</p> <p><u>(33)</u> <u>Pharmacy and drugstore management.</u></p> <p><u>(34)</u> Consulting business related to each of the preceding items and all businesses related to each of the preceding items.</p>


Proposal 2: Election of Three (3) Directors (Excluding Those Who Are Audit and Supervisory Committee Members)


The terms of office of all three (3) Directors (excluding those who are Audit and Supervisory Committee Members; hereinafter the same in this Proposal) will expire at the conclusion of this general meeting of shareholders. Accordingly, the election of three (3) Directors is proposed.


The Nomination and Remuneration Committee consisting of only independent Outside Directors has deliberated on this Proposal and submitted a report thereon and therefore, the Company believes that the content of this Proposal is reasonable. In addition, the Audit and Supervisory Committee has determined that all candidates for Director are qualified for the position.

The candidates for Directors are as follows:

No.	Name	Current positions and responsibilities at the Company	Number of years in office	Attendance at meetings of the Board of Directors
1	Koichi Morimoto [Reappointment]	President and CEO, responsible for overall management and the Audit Department	4 years and 9 months	100% (16 out of 16 meetings)
2	Kenji Iijima [Reappointment]	Executive Vice President and Director, responsible for the Sales and Operations Department and Corporate Department	4 years and 9 months	100% (16 out of 16 meetings)
3	Hiroataka Wakamoto [Reappointment]	Director	3 years	100% (16 out of 16 meetings)

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
1	 <p>Koichi Morimoto (July 3, 1965)</p> <p>[Reappointment]</p> <p>[Number of years in office] 4 years and 9 months (at the conclusion of this general meeting)</p> <p>[Attendance at the Board of Directors meetings] 100% (16 out of 16 meetings)</p>	<p>April 1989 Joined Temporary Center Inc. (currently Nambu Enterprise, Inc.)</p> <p>March 1998 Director, Pasona Tech, Inc. (currently Pasona Inc.)</p> <p>October 1999 President & COO</p> <p>February 2009 Chairman & Representative Director, Pasona Tech Vietnam Co., Ltd.</p> <p>August 2009 Director, Pasona Group Inc.</p> <p>April 2012 President & COO, CAPLAN Corporation Chairman & Representative Director, Pasona Tech, Inc. (currently Pasona Inc.)</p> <p>June 2013 Representative Director, Pasona Tquila Inc. (currently circlace Inc.)</p> <p>July 2016 President & Representative Director, Caplan (Thailand) Holdings Co., Ltd.</p> <p>August 2016 Director, Pasona Inc.</p> <p>August 2018 Executive Officer and Vice President, Pasona Group Inc.</p> <p>November 2018 Director, the Company</p> <p>February 2019 President & Representative Director, Pasona JOB HUB Inc.</p> <p>June 2019 Chairman and CEO, the Company</p> <p>July 2020 President and CEO (to present) Vice President, Pasona Group Inc.</p> <p>November 2020 Director, iBRID Co., Ltd. (to present)</p> <p>[Significant concurrent position] • Director, iBRID Co., Ltd.</p>	41,200 shares
<p>[Special notes regarding the candidate for Director] There are no special interests between the candidate and the Company.</p> <p>[Reason for nomination as candidate for Director] Mr. Koichi Morimoto, who has served as an officer at the group companies, etc., has extensive experience, insights and knowledge through corporate management and human resource management as well as global business at overseas corporations. He has demonstrated strong leadership to actively promote the Company's business and achieve continuous growth and therefore the Company renominated him as a candidate for Director based on the judgment that he is qualified as Director of the Company.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
2	 <p>Kenji Iijima (January 28, 1979)</p> <p>[Reappointment]</p> <p>[Number of years in office] 4 years and 9 months (at the conclusion of this general meeting)</p> <p>[Attendance at the Board of Directors meetings] 100% (16 out of 16 meetings)</p>	<p>June 2002 Joined the Company</p> <p>October 2009 General Manager, responsible for the Corporate Planning Division</p> <p>October 2010 Seconded to Mitsubishi Corporation</p> <p>May 2012 Seconded to Pasona Dotank Inc. (currently Pasona Inc.)</p> <p>November 2012 General Manager, responsible for the Business Development Division, the Company</p> <p>September 2015 General Manager of the Corporate Planning Division</p> <p>June 2016 Executive Officer and Director, General Manager of the Corporate Planning Division</p> <p>December 2016 Director, iBRID Co., Ltd. (to present)</p> <p>June 2018 Director, Regrit Partners Inc.</p> <p>August 2018 Managing Executive Officer, General Manager of the Corporate Headquarters, the Company</p> <p>November 2018 Executive Vice President and Director (to present)</p> <p>June 2019 Executive Committee Member, Call Center Association of Japan (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Director, iBRID Co., Ltd. • Executive Committee Member, Call Center Association of Japan 	31,400 shares
<p>[Special notes regarding the candidate for Director] There are no special interests between the candidate and the Company.</p> <p>[Reason for nomination as candidate for Director] Mr. Kenji Iijima, who has served as General Manager responsible for the Business Development Division, General Manager of the Corporate Planning Division, Executive Officer and other positions since joining the Company in 2002, has extensive experience and insights on corporate management, business development, and the DX and IT businesses. The Company expects that his expertise and knowhow accumulated through past experience will be utilized for management of the Company and therefore, renominated him as a candidate for Director based on the judgment that he is qualified as Director of the Company.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
3	 <p>Hirotaka Wakamoto (November 2, 1960)</p> <p>[Reappointment]</p> <p>[Number of years in office] 3 years (at the conclusion of this general meeting)</p> <p>[Attendance at the Board of Directors meetings] 100% (16 out of 16 meetings)</p>	<p>April 1984 Joined Saitama Bank, Limited (currently Resona Bank, Limited and Saitama Resona Bank, Limited)</p> <p>June 1989 Joined Temporary Center Inc. (currently Nambu Enterprise, Inc.)</p> <p>September 2006 Managing Director, responsible for the Legal Department, the Affiliated Company Department, and the International Business Department, General Manager of the Corporate Planning Department, Pasona Inc.</p> <p>December 2007 Managing Director, responsible for the CMO Department and the International Business Department, General Manager of the Corporate Planning Division, Pasona Group Inc.</p> <p>June 2010 Director, Benefit One Inc.</p> <p>July 2012 Senior Managing Director, responsible for the Corporate Planning Division, Pasona Group Inc.</p> <p>August 2017 Executive Officer & Vice President, General Manager of the Corporate Planning & Administration Headquarters</p> <p>August 2018 Executive Officer & Vice President, General Manager of the Corporate Planning Headquarters</p> <p>June 2019 President & COO, Pasona Knowledge Partner Inc. (to present)</p> <p>August 2020 Director, the Company (to present)</p> <p>December 2021 Executive Officer & Vice President, General Manager of the Corporate Planning Headquarters and General Manager of the Growth Strategy Headquarters, Pasona Group Inc. (to present)</p> <p>February 2023 President and CEO, Pasona Force Inc. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Executive Officer & Vice President, General Manager of the Corporate Planning Headquarters and General Manager of the Growth Strategy Headquarters, Pasona Group Inc. • President & COO, Pasona Knowledge Partner Inc. • President & CEO, Pasona Force Inc. 	600 shares
<p>[Special notes regarding the candidate for Director] There are no special interests between the candidate and the Company.</p> <p>[Reason for nomination as candidate for Director] Mr. Hirotaka Wakamoto, who is concurrently serving as a director of the Company's parent company, Pasona Group Inc., has extensive experience and insights on corporate management, business development and ESG management. The Company expects that he will contribute to improving the corporate value of the Company through such experience and therefore, renominated him as a candidate for Director based on the judgment that he is qualified as Director of the Company.</p>			

- (Notes) 1. The Company has entered into a directors and officers liability insurance agreement with an insurance company under which Directors are included as insured persons, pursuant to Article 430-3, Paragraph 1 of the Companies Act. In addition to the securities damages and dispute expenses to be borne by the Company, this insurance agreement covers damages and litigation costs to be borne by the insured persons in the event of claims made against them for actions taken (or inaction) in their role as an officer of the Company. However, there are certain exclusions, such as no coverage for liability arising from actions taken with the knowledge that they were in violation of laws and regulations. If reappointment of each candidate for Directors is approved, they will be included in the insured persons under this insurance agreement. The Company plans to renew this insurance agreement with the same content during their terms of office. The premiums are fully borne by the Company, and there is virtually no premium burden on the insureds.
2. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Hirotaka Wakamoto to limit his liability to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act concerning the liability stipulated in Article 423, Paragraph 1 of the Companies Act, provided that he performed his duties in good faith and without gross negligence. If his reappointment is approved, the Company intends to continue the agreement.

Proposal 3: Election of One (1) Director Who Is an Audit and Supervisory Committee Member


Director Toru Nagashima will resign at the conclusion of this general meeting of shareholders, so the Company proposes the election of one (1) Director who is an Audit and Supervisory Committee Member to fill his vacancy.

In accordance with the provisions in the Articles of Incorporation of the Company, the term of office of a Director who is an Audit and Supervisory Committee Member who has been appointed in order to fill the vacancy of another Director who is an Audit and Supervisory Committee Member shall be until the expiration of the term of office of the resigning Director who is an Audit and Supervisory Committee Member.

The Nomination and Remuneration Committee consisting of only independent Outside Directors has deliberated on this Proposal and submitted a report thereon and therefore, the Company believes that the content of this Proposal is reasonable. In addition, the Audit and Supervisory Committee has approved this proposal.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

No.	Name	Current positions and responsibilities at the Company	Number of years in office	Attendance at meetings of the Board of Directors
1	Miwako Iyoku [New appointment] [Outside] [Independent]	—	—	—

No.	Name (Date of birth)	Past experience, positions and responsibilities	Number of shares of the Company held
1	 <p>Miwako Iyoku (October 11, 1964)</p> <p>[New appointment] [Outside] [Independent]</p>	<p>April 1987 Joined Nippon Telegraph and Telephone Corporation</p> <p>July 1999 Joined NTT Communications Corporation (spun off as a separate company)</p> <p>April 2004 Transferred to Nippon Telegraph and Telephone Corporation (the holding company of NTT Group)</p> <p>July 2012 Transferred to NTT DoCoMo, Inc.</p> <p>August 2015 President & CEO, DOCOMO gacco, Inc.</p> <p>July 2017 Representative Director & Vice President, Tower Records Japan Inc.</p> <p>January 2020 Joined TEPCO Ventures, Inc.</p> <p> Director at TEPCO Life Service, Inc.</p> <p>June 2020 Outside Director, Yamano Holdings Corporation</p> <p> Outside Director, TOMY Company, Ltd. (to present)</p> <p>December 2020 Outside Director, Gakken Holdings Co., Ltd. (to present)</p> <p>February 2022 Representative Director, Yokogushist Inc. (to present)</p> <p>March 2022 External Director, giftee Inc. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Outside Director, TOMY Company, Ltd. • Outside Director, Gakken Holdings Co., Ltd. • Representative Director, Yokogushist Inc. • External Director, giftee Inc. 	0 shares
<p>[Special notes regarding the candidate for Outside Director]</p> <p>There are no special interests between the candidate and the Company.</p> <p>[Reason for nomination as candidate for Outside Director and summary of expected roles]</p> <p>Ms. Miwako Iyoku has experience in launching multiple new businesses as an internal entrepreneur, experience and broad insight as a Director at other companies, and knowledge of human resource management and ESG as a manager of a listed company. The Company expects that her experience and expertise will be utilized for the management of the Company and that she will strengthen the decision-making functions and audit and supervisory functions of the Company's Board of Directors from her independent standpoint. The Company has therefore nominated Ms. Miwako Iyoku for Director who is an Audit and Supervisory Committee Member on the judgment that she is qualified as Director of the Company.</p>			

- (Notes)
- Ms. Miwako Iyoku is a candidate for Outside Director.
 - The Company has designated and registered Ms. Miwako Iyoku, who is a candidate for Director, as Independent Director as provided for by the Tokyo Stock Exchange. If the appointment of the candidate for Director is approved, she will be an Independent Director.
 - The Company has entered into a directors and officers liability insurance agreement with an insurance company under which Directors are included as insured persons, pursuant to Article 430-3, Paragraph 1 of the Companies Act. In addition to the securities damages and dispute expenses to be borne by the Company, this insurance agreement covers damages and litigation costs to be borne by the insured persons in the event of claims made against them for actions taken (or inaction) in their role as an officer of the Company. However, there are certain exclusions, such as no coverage for liability arising from actions taken with the knowledge that they were in violation of laws and regulations. If the appointment of Ms. Miwako Iyoku is approved, she will be included in the insured persons under this insurance agreement. The Company plans to renew this insurance agreement with the same content during her term of office. The premiums are fully borne by the Company, and there is virtually no premium burden on the insureds.
 - If the appointment of Ms. Miwako Iyoku is approved, then Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with Ms. Miwako Iyoku to limit her liability to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act concerning the liability stipulated in Article 423, Paragraph 1 of the Companies Act, provided that she performed her duties in good faith and without gross negligence.

(Reference)

Independence Standards of Outside Directors

In principle, the Company appoints persons who do not fall under any of the following items as Independent Directors

- (1) A person for whom the Company is a major business partner or an executive thereof
- (2) A person who is a major business partner of the Company or an executive thereof
- (3) A consultant, accounting professional or legal professional who receives a large amount of money or other assets from the Company other than officer remuneration (if a person who receives such assets is an organization such as a corporation or association, a person who belongs to such organization)
- (4) A person who fell under any of the above (1), (2) or (3) in the past three fiscal years
- (5) A person who fell under any of the following a. through c. at any point during a period of 10 years before assuming the office
 - a. An executive or a non-executive Director of a parent company of the Company
 - b. An auditor of a parent company of the Company (only in the case of designating an Outside Director who is an Audit and Supervisory Committee Member as Independent Director)
 - c. An executive of a sister company of the Company
- (6) A relative within the second degree of kinship of a person (excluding those without significance) falling under any of the following a. through f.
 - a. A person listed in the above (1) through (5)
 - b. An executive of a subsidiary of the Company
 - c. A non-executive Director of a subsidiary of the Company
 - d. An executive or non-executive Director of a parent company of the Company
 - e. An executive of a sister company of the Company
 - f. A person who fell under any of the above b. or c. or an executive of the Company in the past three fiscal years (including a non-executive Director in the case of designating an Outside Director who is an Audit and Supervisory Committee Member as Independent Director)