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(Stock Exchange Code 2354)  
May 1, 2020

**To Shareholders with Voting Rights:**

Naoto Endo  
President & Representative Director  
YE DIGITAL Corporation  
5-15 Higashi-Oji-machi, Yahata-Nishi-ku,  
Kitakyushu

## **NOTICE OF CONVOCAION OF THE 43RD ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 43rd Annual General Meeting of Shareholders of YE DIGITAL Corporation (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it, or input your vote for or against the proposals on the website designated by the Company (<https://evote.tr.mufg.jp>). For either method, please ensure that you exercise your voting rights by 5:15 p.m. Japan time on Thursday, May 21, 2020.

- 1. Date and Time:** Friday, May 22, 2020 at 10:00 a.m. Japan time  
**2. Place:** Empire Room on the 3rd floor, RIHGA Royal Hotel Kokura  
2-14-2 Asano, Kokurakita-ku, Kitakyushu

In line with the relocation of our head office to Kokurakita-ku, Kitakyushu, the meeting venue will be changed from this year.  
When attending the meeting, please refer to the “Guide map to the venue of the Annual General Meeting of Shareholders” shown at the end of the Japanese original text.

### 3. Meeting Agenda:

**Matters to be reported:** 43rd fiscal year (from March 1, 2019 to February 29, 2020)

1. The Business Report, Consolidated Financial Statements, and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
2. Non-consolidated Financial Statements

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Partial Amendments to the Articles of Incorporation  
**Proposal 3:** Election of 5 Directors  
**Proposal 4:** Election of 1 Audit & Supervisory Board Member

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - Should any revisions be required on matters stated on the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, and the Reference Documents for the General Meeting of Shareholders, the revised versions will be posted on the Company's website (<https://www.ye-digital.com>).
  - To mitigate the risk of novel coronavirus infection, we will not distribute souvenirs to the shareholders attending the meeting this year. We appreciate your kind understanding in advance.

<Notice regarding the Novel Coronavirus>

The infectious disease caused by novel coronavirus has been spreading.

Shareholders planning on attending the meeting are kindly requested to pay attention to the epidemic situation as well as your physical condition on the day of the meeting, and to take infection prevention measures such as wearing a mask when attending. Shareholders not in good physical condition are advised to make decisions with your health the highest priority.

In addition, we may also take measures to prevent infection at the venue of the meeting. We appreciate your kind understanding and cooperation.

You may exercise your voting rights by mailing the enclosed Voting Rights Exercise Form or via the Internet, etc. Please make use of these methods for exercising your voting rights without participating the meeting in person.

## Reference Documents for the General Meeting of Shareholders

**Proposal 1:** Appropriation of Surplus

Concerning year-end dividends for the 43rd fiscal year, the Company proposes the following in view of factors such as the business results for the current fiscal year, and future business expansion.

- (1) Type of dividend property  
Cash
- (2) Matters concerning allotment of dividend property and the total amount  
¥3 per share of the Company's common stock.  
In this case, the total amount of dividends will be ¥54,380,538.
- (3) Effective date of appropriation of surplus  
May 25, 2020

**Proposal 2:** Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

The Company proposes to change the location of the head office set forth in Article 3 of the current Articles of Incorporation from Yahata-Nishi-ku, Kitakyushu to Kokurakita-ku, Kitakyushu, in line with the relocation of its headquarters office. The relocation is intended to enhance the office environment for the purpose of pursuing further growth as a company that constantly creates new values for its customers.

Additionally, as this amendment shall come into effect on June 1, 2020, we propose to establish a Supplementary Provision to that effect, which shall be deleted after the amendment comes into effect.

2. Details of the amendments

Details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendment
(Head office) Article 3. The head office of the Company shall be located in <u>Yahata-Nishi-ku</u> , Kitakyushu.	(Head office) Article 3. The head office of the Company shall be located in <u>Kokurakita-ku</u> , Kitakyushu.
Article 4. through Article 45. (Omitted)	Article 4. through Article 45. (Unchanged)
(Newly established)	<u>Supplementary Provision</u> <u>The amendment to Article 3. (Head office) shall come into effect on June 1, 2020. This</u> <u>Supplementary Provision shall be deleted after the elapse of the relocation date of the head office.</u>

**Proposal 3:** Election of 5 Directors

The terms of office of all 5 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 5 Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Naoto Endo (March 5, 1955)	March 1976	Joined YASKAWA Electric Manufacturing Co. Ltd. (currently YASKAWA Electric Corporation)	10,000
		February 1978	Transferred to the Company	
		June 2002	Director	
		March 2011	Transferred to YASKAWA Information Kyushu Co., Ltd., Adviser (currently YE DIGITAL Kyushu Corporation)	
		May 2011	President & Representative Director	
		March 2016	Transferred to the Company, Senior Corporate Officer; Manager of Service Business Division	
		March 2017	Executive Vice President; Manager of Service Business Division	
	Reappointment	May 2018	President & Representative Director (to present)	
		[Reasons for nomination as candidate for Director] Mr. Endo has continued to be chosen as a candidate for Director so that he may utilize, in the areas of the Company’s management, his extensive and wide experience and knowledge of overall management as a manager cultivated to this point, including serving as the person responsible for systems development and sales businesses, as Director of the Company, as President & Representative Director of subsidiary YASKAWA Information Kyushu Co., Ltd. (currently YE DIGITAL Kyushu Corporation), and as President & Representative Director of the Company from 2018.		
2	Hiromichi Hisano (September 18, 1960)	March 1984	Joined YASKAWA Electric Manufacturing Co. Ltd. (currently YASKAWA Electric Corporation)	5,400
		September 2012	Associate Director, the Company	
		June 2013	Director & Corporate Officer	
		March 2015	Director & Corporate Officer; Manager of Accounting Department and Manager of CSR Promotion Division	
		March 2016	Director & Corporate Officer; Manager of Administration Division	
		June 2018	Director & Senior Corporate Officer; Management Control Officer; Manager of Administration Division (to present)	
	Reappointment			
		[Reasons for nomination as candidate for Director] Mr. Hisano has continued to be chosen as candidate for Director so that he may utilize, in the areas of the Company’s management, his experience and knowledge, including advanced knowledge of overall management, cultivated through his involvement in operations such as corporate planning, accounting, and IR of the Company, based on his extensive and wide experience and knowledge cultivated at YASKAWA Electric Corporation.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held	
3	Yushi Noguchi (February 12, 1953)	April 1971	Joined NIPPON EXPRESS CO., LTD.	10,000	
		April 1997	General Manager, Americas Region Information Systems Department, Head Office, NIPPON EXPRESS U.S.A., INC.		
		October 2006	General Manager, Sales Promotion Division, 3PL Division, NIPPON EXPRESS CO., LTD.		
	Reappointment	April 2007	Managing Associate Director; General Manager, Information Technology Promotion Division (CIO)		
	Candidate for Outside Director	July 2014	Representative, GLIT CONSULTING LLC. (to present)		
		June 2016	Outside Director, the Company (to present)		
		July 2019	Representative Director, Glitter Friends Co., Ltd (to present)		
	Candidate for Independent Officer	[Reasons for nomination as candidate for Outside Director] Mr. Noguchi has continued to be chosen as a candidate for Outside Director so that he may adequately fulfill his duties in areas of the Company’s management such as decisions on important matters and supervision of business execution, based on his extensive and wide experience and knowledge cultivated at NIPPON EXPRESS CO., LTD., its group company GLIT CONSULTING LLC, and Glitter Friends Co., Ltd.			
4	Shoichiro Shimoike (May 21, 1968)	March 1994	Joined YASKAWA Electric Corporation	—	
		June 2014	Team Leader, Planning and Development Team, Smart Robotics Center, Technology and Development Division		
		March 2015	General Manager, Automatic Equipment Technology Department, Corporate R&D Center, Technology and Development Division		
	Reappointment	March 2018	Deputy Manager, ICT Strategy Division (to present)		
		May 2018	Outside Director (to present)		
	Candidate for Outside Director	[Reasons for nomination as candidate for Outside Director] Although Mr. Shimoike has never been directly involved in corporate management, he has continued to be chosen as a candidate for Outside Director so that he may adequately fulfill his duties in areas of the Company’s management such as decisions on important matters and supervision of business execution, based on his extensive and wide experience and knowledge cultivated to this point through his involvement in operations such as systems development, research and development, technology planning, and production management at YASKAWA Electric Corporation.			
5	Masamichi Miura (March 22, 1975)	October 2001	Registered as an attorney at law Joined Miura Okuda Iwamoto Law Office (currently Miura Okuda Sugihara Law Office)	—	
		April 2007	Partner (to present)		
	Reappointment	May 2018	Outside Director, the Company (to present)		
	Candidate for Outside Director	[Reasons for nomination as candidate for Outside Director] Although Mr. Miura has never been directly involved in corporate management, he has continued to be chosen as a candidate for Outside Director so that he may adequately fulfill his duties in areas of the Company’s management such as decisions on important matters and supervision of business execution with independence, from an objective viewpoint that considers overall corporate society, including laws and regulations, and without influence from the Company’s ethics, based on his extensive and wide experience and knowledge cultivated as an attorney at law.			
		Candidate for Independent Officer			

- (Notes) 1. As stated in his career summary, a Director candidate, Mr. Shoichiro Shimoike is the Deputy General Manager of the ICT Strategy Management Division of YASKAWA Electric Corporation, and said company holds 6,940 thousand shares of the Company's stock (shareholding ratio: 38.29%). The Company does not only contract for information processing operations of said company, but also conducts consigned development for software, etc., that is embedded in said company's products.
2. There are no special interests between the Company and the other Director candidates.
3. Director candidates, Messrs. Yushi Noguchi, Shoichiro Shimoike, and Masamichi Miura are candidates for Outside Directors. Furthermore, the Company has determined that Messrs. Yushi Noguchi and Masamichi Miura satisfy the requirements for independent officers that are required to be designated by the stipulations of the Tokyo Stock Exchange.
4. Independence of candidates for Outside Director as Outside Directors and Liability Limitation Agreements with Outside Directors
- (1) Independence of candidates for Outside Director
- 1) Mr. Yushi Noguchi will have been in office as Outside Director of the Company for three years and eleven months at the conclusion of this Annual General Meeting of Shareholders.

- 2) Messrs. Shoichiro Shimoike and Masamichi Miura will have been in office as Outside Director of the Company for two years at the conclusion of this Annual General Meeting of Shareholders.
  - 3) Messrs. Yushi Noguchi and Masamichi Miura are not currently business executors or officers of any specified related business entity of the Company, nor have they held such positions within the past five years.
  - 4) Messrs. Yushi Noguchi and Masamichi Miura are not scheduled to receive a significant amount of cash or other assets (excluding compensation, etc., as Directors, Audit & Supervisory Board Members, or other equivalent positions) from the Company or any specified related business entity of the Company, nor have they received such payment within the past two years.
  - 5) Mr. Shoichiro Shimoike is currently or was during the past five years a business executor of YASKAWA Electric Corporation, a specified related business entity of the Company, has received salaries, etc. as an employee within the past two years, and is scheduled to receive such salaries in the future.
  - 6) Messrs. Yushi Noguchi, Shoichiro Shimoike, and Masamichi Miura are not spouses, relatives within the third degree of kinship, or persons of equivalent relationships, with business executors or officers of the Company or any specified related business entity of the Company.
- (2) Improper business execution during term of office, prevention of said event, and subsequent response  
Not applicable.
- (3) Liability Limitation Agreements with Outside Directors

For the Company to attract suitably capable personnel as Outside Directors, the Company provides in the Articles of Incorporation that the conclusion of agreements is allowed with Outside Directors to limit their liability for damages to within a certain range, and such a liability limitation agreement has been concluded with Messrs. Yushi Noguchi, Shoichiro Shimoike, and Masamichi Miura. If each candidate is elected in this Proposal, the Company plans to continue with the conclusion of said liability limitation agreement.

A summary of this agreement is as follows.

Concerning liabilities in Article 423, Paragraph 1 of the Companies Act, subsequent to conclusion of this agreement, Outside Directors shall bear liability for damages with a maximum of the minimum liability limitation amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that duties were conducted in good faith and without gross negligence.

**Proposal 4:** Election of 1 Audit & Supervisory Board Member

Audit & Supervisory Board Member, Mr. Shigenobu Kido will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 1 new Audit & Supervisory Board Member is proposed.

This Proposal has received the approval of the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
Tadayoshi Joyama (December 22, 1960)	March 1983      Joined the Company September 2003      Manager of Business System Administration Department March 2007      Deputy Manager of Business Solution Operations Department September 2012      Manager of Project Management Department March 2015      Associate Director; Deputy Manager of CSR Promotion Division March 2016      Associate Director; Deputy Manager of Technology Division March 2017      Associate Director; Deputy Manager of Service Business Division March 2018      Associate Director; Manager of Quality Planning and Promotion Division June 2018      Corporate Officer; Manager of Service Business Division March 2020      Corporate Officer responsible for Service Business Promotion (to present)	12,000
New appointment	[Reasons for nomination as candidate for Audit & Supervisory Board Member] Although Mr. Joyama has never been directly involved in corporate management, he was chosen as a candidate for Audit & Supervisory Board Member to utilize in the audit system of the Company his extensive and wide experience and knowledge cultivated to this point through his involvement in operations such as systems development, project management, quality control, and service business at the Company.	

(Note) There are no special interests between the Company and the Audit & Supervisory Board Member candidate.