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Securities code: 6047
August 4, 2023

To Shareholders with Voting Rights:

Yuya Taketani
Representative Director and President
Gunosy Inc.
2-24-12 Shibuya, Shibuya-ku, Tokyo

NOTICE OF THE 11TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 11th Annual General Meeting of Shareholders of Gunosy Inc. (the "Company"), which will be held as indicated below.
In convening this general meeting of shareholders, the Company takes measures for electronic provision of the information contained in reference documents for the shareholders meeting, etc. (items subject to measures for electronic provision). This information is posted on each of the following websites. Please visit any of the sites to review the information.

- The Company website:
  https://gunosy.co.jp/ir/library/meeting/ (in Japanese)
- TSE website "Listed Company Search":
  https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)

  (Enter "Gunosy" or the Company securities code "6047" in "Code," then click "Search." Click on "Basic information" and select "Documents for public inspection / PR information." Under "Filed information available for public review," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].")

If you are unable to attend the meeting in person, you can exercise your voting rights in writing or via the internet. Please review the Reference Documents for the General Meeting of Shareholders posted to the Company's website, and vote no later than 6:30 p.m. on Thursday, August 24, 2023.

1. Date and Time: Friday, August 25, 2023 at 10:00 a.m. Japan time (Reception desk opens at 9:00 a.m.)
2. Venue: SHIBUYA SOLASTA CONFERENCE 4D,
4F SHIBUYA SOLASTA
1-21-1 Dogenzaka, Shibuya-ku, Tokyo
3. Meeting Agenda:

Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 11th Fiscal Year (June 1, 2022 to May 31, 2023), and results of audits by the Financial Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 11th Fiscal Year (June 1, 2022 to May 31, 2023)

Proposals to be resolved:

Proposal 1: Election of Nine Directors
Proposal 2: Election of One Audit & Supervisory Board Member

- For those attending the meeting, please submit the voting form sent with this notice at the reception of the venue.
- In accordance with the revised Companies Act, shareholders may visit either website to review items subject to measures for electronic provision. Paper-based documents are typically sent only to shareholders who request them; however, for this general

meeting, we have sent paper-based documents containing items to be provided in electronic format to all shareholders, whether or not they have requested them.

In addition, in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company, the following items are provided only in the electronic format. The following items are not provided even in the paper documents delivered to shareholders who have specifically requested these documents.

◆ Business report
・ The Company's structure and policy
◆ Consolidated financial statements
・ Consolidated statements of changes in equity
・ Notes to consolidated financial statements
◆ Non-consolidated financial statements
・ Non-consolidated statements of changes in equity
・ Notes to non-consolidated financial statements
◆ Audit report
・ Audit report of the Financial Auditor on the consolidated financial statements
・ Audit report of the Financial Auditor
・ Audit report of the Audit & Supervisory Board

Accordingly, the business report, consolidated financial statements, and non-consolidated financial statements are included among the documents included in the scope of audits by the Audit & Supervisory Board Members and the Financial Auditor and the corresponding respective audit reports.

- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted to the Company's aforementioned website.
- The results of resolutions at this General Meeting of Shareholders will be posted on the Company's website in lieu of sending a written notice of resolutions.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Election of Nine Directors

The terms of office of all nine Directors will expire at the conclusion of this meeting.
Therefore, the Company proposes the election of nine Directors.
The nomination of each candidate is decided after consulting with the Nomination and Compensation Committee, an optional committee where an outside Director serves as chairman and outside Directors constitute the majority of the members.
The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Shinji Kimura (July 30, 1978)	April 2003 Joined Dream Incubator Inc. August 2005 Director, Cirius Technologies, Inc. March 2007 Founded Atlantis Inc. (currently, Glossom Inc.), serving as Representative Director November 2012 Founded SSTJ INVESTMENT Pte. Ltd. (currently, Das Capital SG Pte. Ltd.), serving as Director (current position) November 2013 Representative Director, the Company December 2015 Outside Director, CrowdWorks, Inc. May 2016 Founded AnyPay Pte. Ltd. (currently, Cove Group Pte. Ltd) June 2016 Founded Pegasus Wings Group Ltd., serving as Director (current position). August 2017 Director, the Company February 2019 Founded Cove Group Pte. Ltd.; serving as Director (current position) March 2019 Board Member, Drivezy, Inc. (current position) June 2019 Board Member, Instamojo Inc. (current position) January 2020 Board Member, Easy Home Finance Limited June 2020 Representative Director and Chairman, the Company (current position) July 2021 Director, Harbourfront Capital Management Pte. Ltd. (current position) October 2021 Director, Gunosy Capital K.K. (current position) (Significant concurrent positions outside the Company) Director, Das Capital SG Pte. Ltd. Director, Pegasus Wings Group Ltd. Director, Cove Group Pte. Ltd. Board Member, Drivezy, Inc. Board Member, Instamojo Inc. Director, Harbourfront Capital Management Pte. Ltd. Director, Gunosy Capital K.K.	5,566,300

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Yuya Taketani (March 4, 1989)	April 2011 Joined GREE, Inc. January 2013 Joined the Company August 2013 Director, the Company August 2016 Representative Director, the Company December 2018 Outside Director, CrowdWorks, Inc. (current position) June 2020 Representative Director and President, the Company (current position) (Significant concurrent positions outside the Company) Outside Director, CrowdWorks, Inc.	203,200
3	Yuki Maniwa (March 3, 1983)	April 2005 Joined Goldman Sachs Japan Co., Ltd. June 2015 Joined Coubic Inc. Director, Coubic Inc. October 2018 Joined the Company Operating Officer, the Company August 2019 Director, the Company (current position) October 2021 Representative Director, Gunosy Capital K.K. (current position) April 2022 Director, GaragePreneurs Internet Pvt. Ltd. (current position) (Significant concurrent positions outside the Company) Representative Director, Gunosy Capital K.K. Director, GaragePreneurs Internet Pvt. Ltd.	36,000
4	Kentaro Nishio (November 9, 1989)	April 2011 Co-founded Labit Inc. July 2013 Representative Director, Labit Inc. August 2014 Director, Labit Inc. Founded Game8 Inc., serving as Representative Director December 2015 Joined the Company September 2018 Operating Officer, the Company December 2019 Director, Smarprise, Inc. (current position) May 2020 Outside Director, Monokabu Inc. August 2020 Director, the Company (current position) June 2022 Representative Director and Chairman, Game8 Inc. (current position) (Significant concurrent positions outside the Company) Representative Director and Chairman, Game8 Inc. Director, Smarprise, Inc.	71,075
5	* Masaaki Nose (July 3, 1980)	April 2003 Joined KDDI Corporation April 2021 General Manager, DX Planning Promotion Department, Business Exploration & Development Division, KDDI Corporation April 2023 Outside Director, Connehito Inc. (current position) General Manager, LX Strategy Department, Business Exploration & Development Division, KDDI Corporation (current position) (Significant concurrent positions outside the Company) Outside Director, Connehito Inc. General Manager, LX Strategy Department, Business Exploration & Development Division, KDDI Corporation	—

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Suguru Tomizuka (August 20, 1965)	April 1988 Joined Recruit Co., Ltd. (currently, Recruit Holdings Co., Ltd.) April 2008 Corporate Officer, Recruit Co., Ltd. (currently, Recruit Holdings Co., Ltd.) April 2009 Representative Director, Yuko Yuko Corporation Representative Director, World Media Agency Inc. October 2012 Corporate Officer, Recruit Holdings Co., Ltd. Representative Director, Recruit Lifestyle Co., Ltd. April 2013 Representative Director, Recruit Marketing Partners Co., Ltd. April 2016 Representative Director, Recruit Administration Co., Ltd. (currently, Recruit Co., Ltd.) (Note 10) Representative Director, Recruit Office Support Co., Ltd. April 2018 Founded Tommy Inc., serving as Representative Director (current position) June 2018 Outside Director, eole Inc. August 2018 Outside Director, the Company (current position) April 2019 Representative Director, Pocket Culture Co., Ltd. June 2021 Director and President, Pocket Culture Co., Ltd. (current position) Representative Director, eole Inc. (current position) December 2021 Representative Director, Goro, Inc. (current position) August 2023 Director, Ambai Inc. (current position) (Significant concurrent positions outside the Company) Representative Director, Tommy Inc. Representative Director, eole Inc. Director and President, Pocket Culture Co., Ltd. Representative Director, Goro, Inc. Director, Ambai Inc.	—

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Junichi Shiroshita (November 13, 1964)	August 1993 Joined Boston Consulting Group April 1998 Joined Morgan Stanley Japan (currently, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) December 2004 Managing Director, Morgan Stanley Japan (currently, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) April 2006 Joined Bain Capital Japan, serving as Managing Director Director, Toys "R" Us-Japan, Ltd. May 2009 Joined Merrill Lynch Japan Securities Company, Limited, serving as Managing Director for Investment Banking Department May 2015 Vice Chairman for Investment Banking Department, Merrill Lynch Japan Securities Company, Limited July 2017 Representative Director and Vice Chairman, Rothschild & Co Japan January 2018 Representative Director and Chairman, Rothschild & Co Japan August 2020 Outside Director, the Company (current position) (Significant concurrent positions outside the Company) —	—
8	Hirokazu Mashita (January 20, 1969)	April 1991 Joined Nomura Securities Co., Ltd. May 1996 Master of Business Administration (MBA) from Duke University Fuqua School of Business August 1996 Seconded to Nomura Securities International, Inc., serving as Vice President for Investment Banking Department October 1999 Joined HIKARI TSUSHIN, INC. November 1999 President, Hikari International NY Inc. April 2000 Joined Hikari Tsushin Capital, Inc. President, HTC America Inc. November 2000 Director, HIKARI TSUSHIN, INC. November 2001 Director, IE Group, Inc. June 2006 Director, HIKARI TSUSHIN, INC. Representative Director, Hikari Asset Management, Inc. December 2007 Director, e-machitown Co., Ltd. December 2008 Representative Director, e-machitown Co., Ltd. November 2013 Founded m&s partners Pte. Ltd., serving as Director (current position) August 2018 Outside Director, the Company (current position) December 2018 Founded Sin Growth Partners Pte. Ltd., serving as Director (current position) (Significant concurrent positions outside the Company) Director, m&s partners Pte. Ltd. Director, Sin Growth Partners Pte. Ltd.	—

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
9	Lei-Isabelle Nakao (December 22, 1981)	April 2007	Joined UBS Securities Japan Co., Ltd.	—
		May 2013	Joined Goldman Sachs Japan Co., Ltd.	
		October 2013	Joined BNP Paribas Securities (Japan) Limited	
		October 2015	Joined UBS Securities Japan Co., Ltd.	
		October 2018	General Manager of Corporate Sales Department, Fixed Income Division, UBS Securities Japan Co., Ltd.	
		November 2020	Executive Director of Financial Products Department, Global Markets Division, UBS Securities Japan Co., Ltd.	
		July 2021	Advisor, GA technologies, Inc. (current position)	
		August 2021	Outside Director, the Company (current position)	
		June 2022	Outside Director, Grooves Inc. (current position)	
		June 2023	Outside Director, Tenma Corporation (current position)	
		(Significant concurrent positions outside the Company)		
		Advisor, GA technologies, Inc. Outside Director, Grooves Inc. Outside Director, Tenma Corporation		

(Notes)
1. The individual marked with * is a new candidate for the position of director.
2. Shinji Kimura is Director at Cove Group Pte. Ltd., in which the Company invests. Yuki Maniwa is Director at GaragePreneurs Internet Pvt. Ltd., in which the Company invests. Masaaki Nose is an employee of KDDI Corporation, which is a major shareholder and a business partner of the Company and has business transactions with the Company. There is no special interest between any other candidates for Director and the Company.
3. Suguru Tomizuka, Junichi Shiroshita, Hirokazu Mashita, and Lei-Isabelle Nakao are candidates for outside Director.
4. Suguru Tomizuka, Junichi Shiroshita, Hirokazu Mashita, and Lei-Isabelle Nakao are currently outside Directors of the Company, and at the conclusion of this meeting, the tenure of Suguru Tomizuka and Hirokazu Mashita will have been five years, Junichi Shiroshita three years, and Lei-Isabelle Nakao two years.
5. Suguru Tomizuka has a broad experience and insight into internet media business and corporate management, and his experience and knowledge can help him provide advice on the management of the Company and supervise the execution of business. The Company believes that he is well qualified to serve as outside Director and therefore proposes his reelection. If he is elected, he will serve as the chairman of the Nomination and Compensation Committee to engage in selecting candidates for the Company's officers and determining compensation for the officers from an objective, neutral position.
6. Junichi Shiroshita has played important roles in financial institutions and has a broad experience and deep insight into the financial, accounting, and capital market sectors, and he is expected to supervise and provide advice on the execution of business by Directors, specifically from a professional perspective of finance, accounting, and capital markets. The Company believes that he is well qualified to serve as outside Director and therefore proposes his reelection. If he is elected, he will serve as a member of the Nomination and Compensation Committee to engage in selecting candidates for the Company's officers and determining compensation for the officers from an objective, neutral position.
7. Hirokazu Mashita has a broad experience and insight into global corporate management and investment, and he is expected to supervise and provide advice on the execution of business by Directors and the improvement of corporate governance, specifically from a global perspective. The Company believes that he is well qualified to serve as outside Director and therefore proposes his reelection.
8. Lei-Isabelle Nakao gained various practical experiences in the financial industry and has a deep insight into financial markets in general while making active efforts to promote women's participation in society and diversity. Although she has not been directly involved in corporate management besides acting as an outside officer, she is expected to help the Board of Directors make decisions properly from different perspectives, and also expected to fairly supervise the management of the Company from a professional viewpoint. The Company believes that she is well qualified to serve as outside Director and therefore proposes her reelection. If she is elected, she will serve as a member of the Nomination and Compensation Committee to engage in selecting candidates for the Company's officers and determining compensation for the officers from an objective, neutral position.

9. The Company has submitted notification to the Tokyo Stock Exchange that Suguru Tomizuka, Junichi Shiroshita, and Lei-Isabelle Nakao have been designated as independent officers as provided for by the aforementioned exchange. If the reelection of each candidate is approved, the Company plans for their designation as an independent officer to continue.
10. Recruit Co., Ltd. is a company that was renamed when the media and solution business was transferred from Recruit Holdings Co., Ltd.
11. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with candidates Suguru Tomizuka, Junichi Shiroshita, Hirokazu Mashita, and Lei-Isabelle Nakao 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 liability amount provided for in Article 425, Paragraph 1 of the Companies Act. If each candidate is reelected, the Company plans to renew the aforementioned limited liability agreement with them. If the election of Masaaki Nose is approved, the Company plans to enter into a similar limited liability agreement with him.
12. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer, a Director, or a person at a certain position, or receipt of claims pertaining to the pursuit of such liability. However, in order that the proper performance of duties of the insureds is not impaired, there are certain reasons for coverage exclusion, such as damages arising from actions where the insured person has full knowledge of the action's illegality. If each candidate is elected and assumes the office as Director, the Company plans to include every such Director as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Regarding matters to be described with proposals for electing Directors provided for in Article 74 of the Regulations for Enforcement of the Companies Act, there are no special notes other than the description above.

Proposal 2: Election of One Audit & Supervisory Board Member

The terms of office of Noboru Kashiwagi will expire at the conclusion of this meeting.
Therefore, the Company proposes the election of one Audit & Supervisory Board Member.
The nomination of the candidate is decided after consulting with the Nomination and Compensation Committee, an optional committee where an outside Director serves as chairman and outside Directors constitute the majority of the members. In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.
The candidates for Audit & Supervisory Board Member are as follows:

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
* Kengo Wada (October 28, 1977)	October 2000	Joined Asahi & Co. (currently, KPMG AZSA LLC)	—
	February 2006	Joined GCA Corporation	
	February 2015	Representative Director, AIPartners, Inc. (current position)	
	June 2017	Outside Auditor, ZIGExN Co., Ltd. (current position)	
	July 2017	Outside Auditor, Alue Co., Ltd. (current position)	
	February 2018	Outside Auditor, Cloud Ace Co., Ltd. (current position)	
	(Significant concurrent positions outside the Company)		
	Representative Director, AIPartners, Inc. Outside Auditor, ZIGExN Co., Ltd. Outside Auditor, Alue Co., Ltd. Outside Auditor, Cloud Ace Co., Ltd.		

(Notes)
1. The individual marked with * is a new candidate for the position of Audit & Supervisory Board Member.
2. There is no special interest between the candidate for Audit & Supervisory Board Member and the Company.
3. Kengo Wada is a candidate for outside Audit & Supervisory Board Member.
4. Kengo Wada is a certified public accountant and has a significant knowledge of finance and accounting. The Company believes that he is well qualified to serve as Audit & Supervisory Board Member and therefore proposes his election.
5. If the election of Kengo Wada is approved, the Company plans to designate him as an independent officer.
6. Pursuant to Article 427, Paragraph 1 of the Companies Act, if Kengo Wada is elected, the Company plans to enter into an agreement with the candidate to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is anticipated to be the minimum liability amount provided for in Article 425, Paragraph 1 of the Companies Act.
7. The Company has entered into a directors and officers liability insurance policy with an insurance company. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer, an Audit & Supervisory Board Member, or a person at a certain position, or receipt of claims pertaining to the pursuit of such liability. However, in order that the proper performance of duties of the insureds is not impaired, there are certain reasons for coverage exclusion, such as damages arising from actions where the insured person has full knowledge of the action's illegality. If Kengo Wada is elected and assumes the office as Audit & Supervisory Board Member, the Company plans to include him as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Regarding matters to be described with proposals for electing Audit & Supervisory Board Members provided for in Article 76 of the Regulations for Enforcement of the Companies Act, there are no special notes other than the description above.

[Reference] Organization of officers (to be implemented after the conclusion of this meeting)

Officer		Type	Corporate management	Finance/ Accounting/ M&A	Legal affairs/ Compliance/ Risk management	Global experience	ESG/ Sustain-ability	Personnel affairs/ Resource development	Industry experience	Technolo-gy/Product
Director	Shinji Kimura	Representative Director	○						○	○
	Yuya Taketani	Representative Director	○						○	
	Yuki Maniwa	Full-time	○	○					○	
	Kentaro Nishio	Full-time	○						○	○
	Masaaki Nose	Other	○			○				○
	Suguru Tomizuka	Independent officer			○		○	○		
	Junichi Shiroshita	Independent officer	○	○		○				
	Hirokazu Mashita	Outside	○	○					○	
	Lei-Isabelle Nakao	Independent officer				○	○	○		
Audit & Super-visory Board Member	Masakazu Ishibashi	Full-time	○						○	○
	Kenji Shimizu	Independent officer		○	○					
	Kengo Wada	Independent officer	○	○				○	○	

* This table includes a current Audit & Supervisory Board Member.