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Securities Code: 3974
January 10, 2025
(Start date of measures for electronic provision: January 7, 2025)

To our shareholders:

Hideo Nagashima
Representative Director and President
SCAT Inc.
1-6-33 Joto, Oyama City, Tochigi Prefecture, Japan

Notice of the 57th Annual General Meeting of Shareholders

We are pleased to announce the 57th Annual General Meeting of Shareholders of SCAT Inc. (the "Company"), which will be held as indicated below.

In convening the Meeting, we have taken electronic provision measures for information contained in the Reference Documents for the General Meeting of Shareholders and other documents (the "Matters Subject to Electronic Provision Measures"). They are posted on our website, etc. as the "Notice of Convocation of the 57th Ordinary General Meeting of Shareholders."

Please access one of the following websites to review the information.

The Company's Website : https://www.scat.inc/ir.html

In addition to the above, the information is also available on the following website on the Internet.

Tokyo Stock Exchange Website :
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

Please access the above website, and enter the Company's name or securities code to perform a search, then select "Basic information" followed by "Documents for public inspection/PR information" to view the information.

If you will not attend the Meeting in person, you have the option to exercise your voting right via the Internet or in writing. We cordially request that you review the Reference Documents for the General Meeting of Shareholders and exercise your rights by 5:45 p.m. on Wednesday, January 29, 2025.

1. Date and Time January 30, 2025 (Thursday), 10:00 a.m. (JST) (Doors open at 9:30 a.m.)

2. Venue Oyama Grand Hotel 2nd floor conference room
202 Hitotonoya Oyama City, Tochigi Prefecture, Japan

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 57th fiscal year (from November 1, 2023 to October 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board

2. The Non-consolidated Financial Statements for the 57th fiscal year (from November 1, 2023 to October 31, 2024)

Matters to be resolved:

Proposal Election of six directors.

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal Election of six directors.

The terms of office of all six Directors will expire at the conclusion of this meeting.
Accordingly, we would like to request the election of six directors. (The reappointment of six directors).
The candidate for Director is as follows.

		Name	Position	※1
1	Reelection	Hideo Nagashima	Representative Director and President	15/15
2	Reelection	Hiroyuki Fukuda	Director Executive Officer Beauty ICT Division Division Manager	15/15
3	Reelection	Sakae Takahashi	Director Executive Officer.In charge of IR, general affairs and human resources, General Manager of Business Management Headquarters	11/11
4	Reelection	Shinobu Nishio	Director Executive Officer Head of Accounting and Finance Headquarters	15/15
5	Reelection	Kazuharu Tomioka	Outside Director (Independent)	15/15
6	Reelection	Reiko Akemine	Outside Director (Independent)	11/11

※1 : Attendance at Board of Directors meetings

【No.1】

Name	Hideo Nagashima 【Reelection】	
Date of Birth	December 22, 1961	
Summary	February 1998	Joined the company
	January 2002	Appointed as director
	January 2014	Appointed as Director and Vice President
	January 2020	Appointed as representative director
	January 2021	Appointed Representative Director, President and Executive Officer (current position)
Number of Company Shares Owned	42,980-	

【Reasons for Nomination】

Mr. Hideo Nagashima has held key positions in the ICT business for beauty salons, which is our main business, and has a track record of significantly improving business performance. As Representative Director and President, he has led management, and as an Executive Officer, he has demonstrated leadership in business execution, thereby increasing corporate value. We believe that his experience, insight, and ability to execute will continue to be essential, and we will continue to nominate him as a candidate for director.

【No.2】

Name	Hiroyuki Fukuda 【Reelection】	
Date of Birth	August 4, 1975	
Summary	February 2005	Joined the company
	November 2010	Appointed as executive officer. In charge of ICT business for beauty salons. (current position)
	November 2010	BICT Business Department Business Manager (current position)
	January 2022	Appointed as director (current position)
Number of Company Shares Owned	9,790-	

【Reasons for Nomination】

Mr. Hiroyuki Fukuda has held key positions in the ICT business for beauty salons, which is our main business, and has demonstrated leadership in business execution as a director and executive officer, and has a track record of improving business operations and performance. We believe that his experience, insight, and ability to execute will continue to be essential, and we will continue to nominate him as a candidate for director.

【No.3】

Name	Sakae Takahashi 【Reelection】	
Date of Birth	February 28,1971	
Summary	April 1993	Joined the company
	November 2010	Seconded to “Administrative Scrivener Corporation Aoba” as a manager.
	November 2020	Executive Officer in charge of IR
	January 2024	Director, Executive Officer, IR, General Affairs and Human Resources (current position)
	February 2024	Head of Business Management Headquarters (current position)
Number of Company Shares Owned	21,440 -	

【Reasons for Nomination】

Mr. Sakae Takahashi has been assisting the President and Representative Director as Director, General Manager of the Corporate Management Headquarters, and Executive Officer in charge of IR/General Affairs and Human Resources, and has carried out the core operations of the Company and its subsidiaries. We believe that his experience, insight, and ability to execute are essential to increasing our company's corporate value in the future, and therefore we continue to nominate him as a candidate for director.

【No.4】

Name	Shinobu Nishio 【Reelection】	
Date of Birth	February 15, 1976	
Summary	January 2007	Joined Audit Corporation Tohmatsu (currently Tohmatsu Limited Liability Audit Corporation)
	November 2015	Director of Nishio Certified Public Accountant Office (current position)
	May 2016	Fujiya Glass Co., Ltd. Accounting Advisor (current position)
	July 2016	Appointed as auditor
	June 2020	Representative Director of Fujiya Partners Co., Ltd. (current position)
	January 2021	Appointed as Director and Executive Officer Business Management Headquarters Deputy Head
	November 2021	Appointed as Director and Executive Officer (in charge of accounting and finance) (current position) Head of Accounting and Finance Headquarters (current position)
Number of Company Shares Owned	4,390-	

【Reasons for Nomination】

Mr. Shinobu Nishio utilizes his abundant experience and insight as a certified public accountant and tax accountant as an accounting and tax expert to assist the President and Representative Director and carry out his duties as the Company's director in charge of accounting and finance and as an executive officer. We believe that his experience, insight, and ability to execute will continue to be essential, and we will continue to nominate him as a candidate for director.

【No.5】

Name	Kazuharu Tomioka 【Reelection】	
Date of Birth	December 31, 1958	
Summary	April 1982	Joined Daiwa Securities Co., Ltd.
	October 1987	Registered as an assistant accountant
	April 1998	Appointed representative director of Disclosure Co., Ltd. (current position)
	May 2004	Appointed outside director of Bio Mimetics Sympathies Co., Ltd. (current position)
	November 2024	Director of YWT Co., Ltd. (current position)
	May 2007	Outside Audit & Supervisory Board Member of PE&HR Co., Ltd. (current position)
	December 2016	Outside Audit & Supervisory Board Member of Fujizakura Hotel Co., Ltd. (current position)
	July 2018	Outside Audit & Supervisory Board Member of Mail Solution Japan Co., Ltd. (current position)
	January 2019	Outside Audit & Supervisory Board Member of Yokohama International Auction Co., Ltd. (current position)
	January 2019	Director of the Company (current position)
	July 2021	Outside Audit & Supervisory Board Member of Esporia Co., Ltd.
	October 2021	Director of Chiyoda SDGs Research Institute Co., Ltd. (current position)
	November 2023	Outside Audit & Supervisory Board Member of Kurotani Co., Ltd. (current position)
	November 2023	Outside Director of Esporia Co., Ltd. (current position)
Number of Company Shares Owned	5,600-	

【Reasons for Nomination】

Mr. Kazuharu Tomioka has extensive knowledge of management and accounting cultivated through many years of experience in the securities industry and as a corporate manager, and as an outside director he supervises and advises executive directors. We believe that his experience and insight will continue to be essential, and we will continue to nominate him as a candidate for outside director. Please note that he is independent from the Company and has been registered as an independent officer with the Tokyo Stock Exchange..

【No.6】

Name	Reiko Akemine 【Reelection】	
Date of Birth	August 23, 1958	
Summary	October 1990	Joined Emmers Co., Ltd.
	June 2000	Joined C'BON COSMETICS Co.,Ltd.
	June 2005	Executive Officer (Administration Department Manager, System Manager)
	February 2007	Sales Headquarters Manager
	June 2008	Director (in charge of Sales Promotion Department)
	June 2013	Director and Executive Officer (Direct Sales Department)
	July 2016	Joined M･H･GROUP LTD.
	September 2016	Executive vice-president
	September 2017	Representative director and executive officer
	September 2023	Executive chairman
	October 2021	Appointed outside director of AXXZIA INC.
Number of Company Shares Owned	—	

【Reasons for Nomination】

Ms. Reiko Akemine has extensive experience and deep insight cultivated as a corporate manager, is knowledgeable about business strategies from a global perspective, and is determined to play a sufficient role in ensuring and strengthening the soundness of management decision-making at the Company. We believe that he has promise and have selected him as a candidate for outside director (independent officer).

《Additional information》

1. There are no special interests between each candidate and the Company.
2. The number of Company shares held by director candidates is as of October 31, 2024.
3. Mr. Kazuharu Tomioka and Ms. Reiko Akemine are candidates for Outside Director.
4. Mr. Kazuharu Tomioka's term of office as an outside director of the Company will be six years at the conclusion of this Ordinary General Meeting of Shareholders.
5. Ms. Reiko Akemine 's term of office as an outside director of the Company will be one years at the conclusion of this Ordinary General Meeting of Shareholders.
6. The Company has registered Mr. Kazuharu Tomioka and Ms. Reiko Akemine as independent officers in accordance with the regulations of the Tokyo Stock Exchange, and if their reappointment is approved, the Company plans to continue to register them as independent officers.
7. Based on the provisions of Article 427, Paragraph 1 of the Companies Act, our company has entered into an agreement with Mr. Kazuharu Tomioka and Ms. Reiko Akemine to limit liability for damages as provided in Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages based on this agreement is the amount stipulated in Article 425, Paragraph 1 of the same law, and if the reappointment of both of them is approved, we plan to continue this agreement with both of them.

8. The Company has concluded a contract with an insurance company for "Director's Liability Insurance." The insurance contract will compensate for any damage that may occur as a result of the insured being responsible for the execution of his or her duties or receiving a claim related to the pursuit of such liability. If each candidate's appointment is approved, they will become an insured person under the insurance contract. The insurance contract is scheduled to be renewed with the same content at the next renewal.

《Director and auditor skill matrix after the general meeting of shareholders.》

If Proposal No. 1 and Proposal No. 2 are all approved as originally proposed, the expertise, experience, and expected roles of each director and corporate auditor are as follows.

Name	Corporate management	Industry	Marketing	ICT/DX	Financial accounting	Risk management	International -ity
Hideo Nagashima	●	●	●	●		●	
Hiroyuki Fukuda	●	●	●	●			
Shinobu Nishio	●				●	●	
Sakae Takahashi	●			●	●	●	
Kazuharu Tomioka	●				●	●	
Reiko Akemine	●	●					●
Nobufumi Mori	●			●		●	
Kuniaki Yamasawa					●	●	
Hirokazu Sato			●	●			●

※) It describes the roles that are particularly expected of each director and auditor, and does not represent all the knowledge and experience possessed by each director and auditor.

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