Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Stock Code: 7806)
December 6, 2024
Start date of measures for electronic provision: November 29, 2024

To our shareholders:

Tsuyoshi Matsushita
President and Representative Director
MTG Co., Ltd.
MTG HIKARI Bldg.,
2-32 Honjindori, Nakamura-ku, Nagoya, Aichi

Notice of the 29th Annual General Meeting of Shareholders

We are pleased to announce the 29th Annual General Meeting of Shareholders of MTG Co., Ltd. (the "Company"), which will be held as described below.

When convening the meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the following websites.
Please access either of these websites to review the information.

The Company's website:
https://www.mtg.gr.jp/ir/stock/meeting.html (in Japanese)

Website for posted informational materials for the general meeting of shareholders:
https://d.sokai.jp/7806/teiji/ (in Japanese)

Tokyo Stock Exchange (TSE) website:
https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)

(Access the TSE website by using the internet address shown above, enter "MTG" in "Issue name (company name)" or the Company's securities code "7806" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," 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, you may exercise your voting rights via the internet, etc., or in writing. Please review the "Reference Documents for General Meeting of Shareholders" to exercise your voting rights by 5:45 p.m., Friday, December 20, 2024 (JST).

1. Date and Time: Monday, December 23, 2024, at 1:00 p.m. (JST)
(Reception will open at 12:00 p.m.)

2. Venue: Zuiun, 2nd floor, Hotel Mielparque Nagoya
3-16-16 Aoi, Higashi-ku, Nagoya, Aichi

3. Purpose of the Meeting:

Matters to be reported

1. Report on the Business Report, the Consolidated Financial Statements for the 29th fiscal year (from October 1, 2023 to September 30, 2024) and the results of the audit of the Consolidated Financial Statements by the financial auditor and the Audit and Supervisory Committee
2. Report on the Non-consolidated Financial Statements for the 29th fiscal year (from October 1, 2023 to September 30, 2024)

Matter to be resolved

Proposal No. 1: Partial Amendments to the Articles of Incorporation

Proposal No. 2: Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Proposal No. 3: Election of Two Directors Who Are Audit and Supervisory Committee Members

Proposal No. 4: Election of Financial Auditor

- For this year, we are offering a souvenir of our products to shareholders attending the General Meeting of Shareholders. The souvenirs will be handed over after the General Meeting of Shareholders. (Regardless of the number of voting cards submitted, there will be one souvenir for each shareholder present at the meeting.)
- When you attend the meeting, you are kindly requested to present the voting card sent out with this notice at the reception.
- For the meeting, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them. Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders. Accordingly, these documents are part of the documents included in the scope of audits by the Audit and Supervisory Committee and the financial auditor when they create their respective audit reports.

Business Report:	Status of Share Acquisition Rights, etc., Status of Financial Auditor and Systems to Ensure Appropriate Business Operations and Overview of Operational Status of Such Systems
Consolidated Financial Statements:	Consolidated Statements of Changes in Equity and Notes to Consolidated Financial Statements
Non-consolidated Financial Statements:	Non-consolidated Statements of Changes in Equity and Notes to Non-consolidated Financial Statements

- 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 Company's aforementioned website, the website for posted informational materials for the general meeting of shareholders and the TSE website.

Reference Documents for General Meeting of Shareholders

Proposal No. 1:	Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal
   (1) Change of business purpose
   In order to accommodate the Company's future business development and diversification of business activities, the business purpose of Article 2 is being clarified and reorganized.

   (2) Change in prescription for payment of dividends
   The change is being made to clarify the treatment of interest on unclaimed dividends in cases where the dividend property is cash.

   (3) Change in other general matters
   In addition to the above, the necessary changes are being made throughout, including additions, deletions, and modifications to the provisions required for a stock company under the Companies Act.

2. Details of the amendments
   Details of the amendments are as follows:

(Changes are underlined.)

Current Articles of Incorporation	Proposed Amendments
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 1. (Omitted)	Article 1. (Unchanged)
Article 2. (Purpose) The purpose of the Company shall be to engage in the following business activities: 1. Planning, development, design, manufacture, purchase, sale, import/export, lease and maintenance of beauty, health and medical equipment, etc. 2. Planning, development, design, manufacture, purchase, sale, import/export of cosmetics, soaps, detergents and toothpaste 3. Planning, development, design, manufacture, purchase, sale, and import/export of pharmaceuticals, quasi-drugs, reagents, chemicals, and chemical products 4. Planning, development, design, manufacture, purchase, sale, import/export, lease and maintenance of telecommunications equipment, devices and systems 5. Planning, development, design, manufacture, purchase, sale, import/export, lease, and maintenance of information processing equipment, devices, and systems 6. Planning, development, design, manufacture, purchase, sale, import/export, lease and maintenance of electronic devices 7. Planning, development, design, manufacture, purchase, sale and import/export of beverages 8. Planning, development, design, manufacture, purchase, sale, import/export, lease and maintenance of water supply dispenser 9. Planning, development, design, manufacture, purchase, sale, import/export, lease and maintenance of sports goods, etc. 10. Planning, development, design, manufacture, purchase, sale, and import/export of health foods, supplements, etc.	(Deleted)

Current Articles of Incorporation	Proposed Amendments
11. Information collection, information analysis, information management, information provision, service implementation, guidance, and development of technical experts of medical, hygienic, cosmetic, and health-related technicians 12. Management of various facilities and equipment for medical care, hygiene, beauty, health, sports, accommodation, and food and beverage, and provision of related services 13. Mail order business using the internet, etc. 14. Planning, development, design, manufacture, purchase, sale, import/export, lease, maintenance and repair of vehicles and vehicle-related products 15. Non-life insurance agency business 16. Acquisition, sale, lease, management and operation of industrial property rights (patent rights, utility model rights, design rights, trademark rights), copyrights, publishing rights, neighboring rights, other intellectual property rights, other intangible property rights, characters and software 17. Warehousing business 18. Capacity development, education and training business 19. Investigation, research and development, and consulting business 20. Printing business 21. Publishing business 22. Advertising and publicity business 23. General leasing business 24. Real estate business 25. Temporary personnel placement business 26. Investment business 27. Finance business 28. All businesses that are incidental or related to those mentioned in the preceding items	
(Newly established)	Article 2. (Purpose) The purpose of the Company shall be to engage in the following business activities: 1. Planning, development, design, manufacture, purchase, sale, import/export, lease and maintenance of the following products (1) Electromechanical devices such as beauty equipment, health-related equipment, medical equipment, etc., and their parts (2) Cosmetics, pharmaceuticals, quasi-drugs, chemicals such as reagents, chemical products and their raw materials (3) Textile products such as garments and textiles and their raw materials (4) Daily necessities such as sports goods, daily miscellaneous goods and their raw materials (5) Food products, beverages and their raw materials (6) Vehicles, vehicle-related products and their parts (7) Electronic components such as information processing equipment, electronic devices, information and communications machinery and apparatus such as telecommunications equipment, and their components and software

Current Articles of Incorporation	Proposed Amendments
	2. Design, construction, installation, sale, lease, management, and maintenance of real estate such as buildings and stores, as well as store facilities and residential facilities 3. Management, administration, and operation of stores, commercial facilities, and accommodation facilities, including beauty parlors, barber stores, sports facilities, restaurants, etc. 4. Finance business, investment business and general leasing business 5. Travel business under the Travel Agency Law 6. Acquisition, sale, lease, management and operation of industrial property rights (patent rights, utility model rights, design rights, trademark rights), copyrights, publishing rights, neighboring rights, other intellectual property rights, other intangible property rights, rights related to characters, and software rights 7. Fee-based job placement business, temporary personnel placement business, and capacity development, education and training business 8. Publishing business, printing business, advertising and publicity business, internet advertising and program distribution 9. Non-life insurance agency business 10. Warehousing business 11. All businesses that are incidental or related to those mentioned in the preceding items
Article 3. to 5. (Omitted)	Article 3. to 5. (Unchanged)
Chapter 2 Shares	Chapter 2 Shares
Article 6. to 11. (Omitted)	Article 6. to 11. (Unchanged)
Chapter 3 General Meetings of Shareholders	Chapter 3 General Meetings of Shareholders
Article 12. to 14. (Omitted)	Article 12. to 14. (Unchanged)
Article 15. (Measures, etc. for Providing Information in Electronic Format) 1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format. 2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.	Article 15. (Measures, etc. for Providing Information in Electronic Format) 1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format. (Change in Japanese only; English unchanged) 2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights. (Change in Japanese only; English unchanged)
Article 16. to 17. (Omitted)	Article 16. to 17. (Unchanged)
Article 18. (Minutes) The summary of the proceedings of a general meeting of shareholders and the results thereof, and other items provided for by laws and regulations shall be described or recorded in the minutes.	(Deleted)

Current Articles of Incorporation	Proposed Amendments
Chapter 4 Directors and Board of Directors	Chapter 4 Directors and Board of Directors
Article 19. (Number of Directors)	Article 18. (Number of Directors)
The Company shall have no more than ten Directors (excluding Audit and Supervisory Committee Members) and no more than five Directors who are Audit and Supervisory Committee Members.	The Company shall have no more than ten Directors (excluding Audit and Supervisory Committee Members) and no more than five Directors who are Audit and Supervisory Committee Members.
Article 20. (Method of Election)	Article 19. (Method of Election)
1. Directors (excluding Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members shall be elected at a general meeting of shareholders separately. 2. Resolutions on the election of Directors shall be adopted by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their voting rights at such meeting are present. 3. Resolutions for the election of Directors shall not be conducted by cumulative voting.	1. Directors (excluding Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members shall be elected at a general meeting of shareholders separately. 2. Resolutions on the election of Directors shall be adopted by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their voting rights at such meeting are present. 3. Resolutions for the election of Directors shall not be conducted by cumulative voting.
Article 21. (Term of Office)	Article 20. (Term of Office)
1. The term of office of a Director (excluding an Audit and Supervisory Committee Member) shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within one year after the election of the Director. 2. The term of office of a Director who is an Audit and Supervisory Committee Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within two years after the election of the Director. 3. The term of office of a Director who is an Audit and Supervisory Committee Member who is elected as the substitute for a Director who was an Audit and Supervisory Committee Member who retired from office before the expiration of the term of office shall continue until the time when the term of the retired Director who is an Audit and Supervisory Committee Member was set to expire.	1. The term of office of a Director (excluding an Audit and Supervisory Committee Member) shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within one year after the election of the Director. 2. The term of office of a Director who is an Audit and Supervisory Committee Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within two years after the election of the Director. 3. The term of office of a Director who is an Audit and Supervisory Committee Member who is elected as the substitute for a Director who was an Audit and Supervisory Committee Member who retired from office before the expiration of the term of office shall continue until the time when the term of the retired Director who is an Audit and Supervisory Committee Member was set to expire.
Article 22. (Representative Directors and Directors With Special Titles)	Article 21. (Representative Directors and Directors With Special Titles)
1. The Board of Directors shall appoint Representative Director(s) by its resolution. 2. The Board of Directors may appoint, by its resolution, one Director and Chairman, one Director and President, one or a small number of Director and Vice Presidents, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors.	1. The Board of Directors shall appoint Representative Director(s) by its resolution. 2. The Board of Directors may appoint, by its resolution, one Director and Chairman, one Director and President, one or a small number of Director and Vice Presidents, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors.
Article 23. (Convener and Chairperson of Board of Directors Meetings)	Article 22. (Convener and Chairperson of Board of Directors Meetings)
1. Unless otherwise provided for by laws and regulations, the Director and President shall convene Board of Directors meetings and preside at the meetings. 2. In cases where the Director and President is prevented from presiding, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene Board of Directors meetings and preside the meeting.	1. Unless otherwise provided for by laws and regulations, the Director and President shall convene Board of Directors meetings and preside at the meetings. 2. In cases where the Director and President is prevented from presiding, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene Board of Directors meetings and preside the meeting.

Current Articles of Incorporation	Proposed Amendments
Article 24. (Convocation Notice of Board of Directors Meetings) 1. The convocation notice of a Board of Directors meeting shall be dispatched to each Director at least three days prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency. 2. With the consent of all Directors, a Board of Directors meeting may be held without following the convening procedures.	Article 23. (Convocation Notice of Board of Directors Meetings) 1. The convocation notice of a Board of Directors meeting shall be dispatched to each Director at least three days prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency. 2. With the consent of all Directors, a Board of Directors meeting may be held without following the convening procedures.
Article 25. (Delegation of Decisions on Execution of Important Operations) Pursuant to the provisions of Article 399-13, paragraph 6 of the Companies Act, the Board of Directors may delegate to Directors all or part of decisions on execution of important operations, other than matters provided in the items of Article 399-13, paragraph 5 of the Companies Act, by a resolution of the Board of Directors.	Article 24. (Delegation of Decisions on Execution of Important Operations) Pursuant to the provisions of Article 399-13, paragraph 6 of the Companies Act, the Board of Directors may delegate to Directors all or part of decisions on execution of important operations, other than matters provided in the items of Article 399-13, paragraph 5 of the Companies Act, by a resolution of the Board of Directors.
Article 26. (Method of Resolutions of the Board of Directors) 1. Resolutions of the Board of Directors shall be adopted by a majority of those Directors present at the meeting where a majority of the Directors entitled to participate in the vote are present. 2. If the requirements of Article 370 of the Companies Act are met, the Company shall deem that a resolution of the Board of Directors has been made with respect to the subject matter of the resolution of the Board of Directors.	Article 25. (Method of Resolutions of the Board of Directors) 1. Resolutions of the Board of Directors shall be adopted by a majority of those Directors present at the meeting where a majority of the Directors entitled to participate in the vote are present. 2. If the requirements of Article 370 of the Companies Act are met, the Company shall deem that a resolution of the Board of Directors has been made with respect to the subject matter of the resolution of the Board of Directors.
Article 27. (Minutes of Board of Directors Meetings) The summary of the proceedings of Board of Directors meetings and the results thereof, and other items provided for by laws and regulations shall be described or recorded in the minutes, and the Directors present at the meetings shall affix their names and seals thereto.	(Deleted)
Article 28. (Regulations of the Board of Directors) Items concerning the Board of Directors shall be in accordance with the Regulations of the Board of Directors established by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.	Article 26. (Regulations of the Board of Directors) Items concerning the Board of Directors shall be in accordance with the Regulations of the Board of Directors established by the Board of Directors, in addition to laws and regulations and these Articles of Incorporation.
Article 29. (Remuneration, etc.) Remuneration, bonuses and other economic benefits given by the Company in consideration for the execution of duties to Directors (excluding Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members shall be determined separately by resolution of a general meeting of shareholders.	Article 27. (Remuneration, etc.) Remuneration, bonuses and other economic benefits given by the Company in consideration for the execution of duties to Directors (excluding Audit and Supervisory Committee Members) and Directors who are Audit and Supervisory Committee Members shall be determined separately by resolution of a general meeting of shareholders.
Article 30. (Limited Liability Agreement with Directors) Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company may enter into an agreement with a Director (excluding a person who is an executive director, etc.), limiting liability for damages arising from neglecting assigned duties; provided, however, that the maximum liability for damages under such agreement shall be an amount as prescribed by laws and regulations.	Article 28. (Limited Liability Agreement with Directors) Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company may enter into an agreement with a Director (excluding a person who is an executive director, etc.), limiting liability for damages arising from neglecting assigned duties; provided, however, that the maximum liability for damages under such agreement shall be an amount as prescribed by laws and regulations.

Current Articles of Incorporation	Proposed Amendments
Chapter 5 Audit and Supervisory Committee	Chapter 5 Audit and Supervisory Committee
Article 31. (Convocation Notice of Audit and Supervisory Committee)	Article 29. (Convocation Notice of Audit and Supervisory Committee)
1. The convocation notice of Audit and Supervisory Committee shall be dispatched to each Audit and Supervisory Committee Member at least three days prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency. 2. With the consent of all Audit and Supervisory Committee Members, an Audit and Supervisory Committee meeting may be held without following the convening procedures.	1. The convocation notice of Audit and Supervisory Committee shall be dispatched to each Audit and Supervisory Committee Member at least three days prior to the scheduled date of such meeting; provided, however, that this period may be reduced in case of urgency. 2. With the consent of all Audit and Supervisory Committee Members, an Audit and Supervisory Committee meeting may be held without following the convening procedures.
Article 32. (Standing Audit and Supervisory Committee Members) The Audit and Supervisory Committee shall appoint standing Audit and Supervisory Committee Member(s) by its resolution.	Article 30. (Standing Audit and Supervisory Committee Members) The Audit and Supervisory Committee shall appoint standing Audit and Supervisory Committee Member(s) by its resolution.
Article 33. (Regulations of the Audit and Supervisory Committee) Items concerning the Audit and Supervisory Committee shall be in accordance with the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee, in addition to laws and regulations and these Articles of Incorporation.	Article 31. (Regulations of the Audit and Supervisory Committee) Items concerning the Audit and Supervisory Committee shall be in accordance with the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee, in addition to laws and regulations and these Articles of Incorporation.
Chapter 6 Accounts	Chapter 6 Accounts
Article 34. (Business Year) The business year of the Company shall commence on October 1 of each year and end on September 30 of the following year.	Article 32. (Business Year) The business year of the Company shall commence on October 1 of each year and end on September 30 of the following year.
Article 35. (Dividends of Surplus, etc.) Unless otherwise provided for by laws and regulations, the Company shall, by resolution of the Board of Directors, not by resolution of a general meeting of shareholders, determine dividends of surplus and other items set forth in the items of Article 459, paragraph 1 of the Companies Act.	Article 33. (Dividends of Surplus, etc.) Unless otherwise provided for by laws and regulations, the Company shall, by resolution of the Board of Directors, not by resolution of a general meeting of shareholders, determine dividends of surplus and other items set forth in the items of Article 459, paragraph 1 of the Companies Act.
Article 36. (Record Dates for Dividends of Surplus) 1. The record date for year-end dividends of the Company shall be September 30 of each year. 2. The record date for interim dividends of the Company shall be March 31 of each year. 3. In addition to the provisions of the preceding two paragraphs, the Company may pay dividends of surplus by setting a record date.	Article 34. (Record Dates for Dividends of Surplus) 1. The record date for year-end dividends of the Company shall be September 30 of each year. 2. The record date for interim dividends of the Company shall be March 31 of each year. 3. In addition to the provisions of the preceding two paragraphs, the Company may pay dividends of surplus by setting a record date.
Article 37. (Prescription for Payment of Dividends) In cases where the dividend property is monetary and the dividends have not been received after the lapse of three full years from the date of commencement of payment thereof, the Company shall be exempt from the obligation to pay such dividends.	Article 35. (Prescription for Payment of Dividends) In cases where the dividend property is monetary and the dividends have not been received after the lapse of three full years from the date of commencement of payment thereof, the Company shall be exempt from the obligation to pay such dividends. No interest is payable on unclaimed dividends.

Proposal No. 2:	Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all four Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting.

In that regard, the Company proposes the election of four Directors.

The candidates for Director are as follows:

In selecting candidates for Director, the Company respects the report of the Nomination and Compensation Committee, a majority of whose members are independent outside Directors.

Candidate No.	Name	Current position in the Company	Candidate attributes
1	Tsuyoshi Matsushita	President and Representative Director	Reelection
2	Akihiko Tajima	Director	Reelection
3	Yusuke Inoue	Director	Reelection
4	Takeshi Kuroda	Director	Reelection Outside Independent

Candidate No. 1

Tsuyoshi Matsushita
(September 1, 1970)

Reelection

Number of the Company's shares owned
10,801,155 shares

Career summary, and position and responsibility in the Company

Apr. 1989	Joined Nippondenso Co., Ltd. (currently DENSO CORPORATION)
May 1992	Joined YAMAHISA CO., LTD
June 1994	Founded Auto Service BLAZE
Jan. 1996	**Established MTG BLAZE Corporation (currently the Company), President and Representative Director (to present)**
Nov. 2018	Established Goto no Tsubaki Inc., Representative Director

Significant concurrent positions outside the Company

No significant concurrent positions.

Reasons for nomination as candidate for Director

Tsuyoshi Matsushita has consistently endeavored to ensure that all participate in management based on the MTG Philosophy and supervised the management of the Group since the Company was founded in 1996. Amidst the rapidly changing external environment, he has facilitated a return to a trajectory of growth in having strengthened the entire Group's foundational underpinnings of business performance based on the vision of attaining "VITAL LIFE" for people worldwide. The Company accordingly proposes his reelection as a Director given expectations of him strengthening management supervision and decision-making while also spearheading sustained high growth and substantial profitability of the Group, drawing on his formidable leadership and creativity that gives rise to brands.

Candidate No. 2

Akihiko Tajima
(December 23, 1962)

Reelection

Number of the Company's shares owned
1,184 shares

Career summary, and position and responsibility in the Company

Mar. 1988	Joined Jeck First Education Center Co., Ltd.
Nov. 1996	Director and General Manager of Accounting Department
Apr. 1999	Director, General Manager of Accounting Division, and General Manager of Finance Department of Gakuikusha Co., Ltd. (currently With us Corporation)
Apr. 2005	Director and General Manager of Corporate Management Division of With us Corporation
Oct. 2005	Director of Ken Millennium Co., Ltd.
Mar. 2006	Director of ReTech Inc.
Dec. 2009	Joined Kakuyasu Co., Ltd. Executive Officer and General Manager of Finance and Accounting Department
Apr. 2010	Director
Apr. 2011	Managing Director
June 2016	Representative Director and Vice President
Oct. 2020	Representative Director and Vice President of Kakuyasu Group Co., Ltd.
June 2022	Representative Director and President
Dec. 2023	**Director of the Company (to present)**

- Officer supervising the administrative division, and Head of Finance and Accounting Division

Significant concurrent positions outside the Company

No significant concurrent positions.

Reasons for nomination as candidate for Director

Akihiko Tajima has served in multiple management roles at several companies up until now such as general manager of administrative divisions and director, and he has an extensive track record and deep knowledge regarding overall corporate management. Along with possessing the experience of advancing corporate reforms and corporate restructuring through staunchly empowering frontline innovation in multiple industries, he is also familiar with corporate management and capital policy, having extensive experience such as leading IPOs and M&As. The Company accordingly proposes his reelection as a Director, recognizing his prowess as a corporate manager and judging him capable of contributing to the further growth of the Group.

Candidate No. 3

Yusuke Inoue
(January 16, 1966)

Reelection

Number of the Company's shares owned
227,329 shares

Career summary, and position and responsibility in the Company

Mar. 1987	Joined Grand Wisco Co., Ltd. (currently Grandware Co., Ltd.)
June 1989	Established PREST Co., Ltd., Director
May 1994	Established Purex Co., Ltd. (currently Phoenix Co., Ltd.), Representative Director
Aug. 1998	Established Japan Trade Ocean Co., Ltd. (currently Surgic Corporation), Representative Director
Aug. 1998	Representative Director of PREST Co., Ltd.
Apr. 2011	**Established Andlive Co., Ltd. (currently MTG PROFESSIONAL CO., LTD.), Representative Director (to present)**
Jan. 2014	Joined the Company, Executive Officer
Dec. 2015	**Director (to present)**
Sept. 2020	**Director of MTG FORMAVITA Co., Ltd. (to present)**
Aug. 2021	Representative Director of MTG Mediservice Co., Ltd.

- Officer supervising the professional business division, the BEAUTY STORE business division, retail marketing business division and direct marketing business division

Significant concurrent positions outside the Company

Representative Director of MTG PROFESSIONAL CO., LTD.

Director of MTG FORMAVITA Co., Ltd.

Reasons for nomination as candidate for Director

Yusuke Inoue has contributed to increasing corporate value since entering the Company in 2014, drawing on the knowledge he has amassed through his previous managerial experience to spearhead efforts to open up sales channels across a wide range of B2B and B2B2C sectors, including those of the beauty parlor industry, as well as esthetic salons, accommodation facilities, and household equipment. He has exhibited his ability in terms of building an organization capable of sustaining high growth and substantial profitability in doing his utmost in developing talent and heightening organizational strengths, above and beyond enhancing business performance. The Company accordingly proposes his reelection as a Director premised on the notion that his capability to drive business initiatives based on his extensive experience and profound understanding of the Group's business are indispensable for the further growth of the Group.

Candidate No. 4

Takeshi Kuroda
(November 5, 1965)

Reelection

Outside

Independent

Number of the Company's shares owned
0 shares

Career summary, and position and responsibility in the Company

Apr. 1989	Joined TOYOTA MOTOR CORPORATION
July 2000	**Established NETOFF Co., Ltd. (currently RenetJapanGroup, Inc.), Representative Director (to present)**
Mar. 2013	**Established Renet Japan, Inc. (currently RenetJapanRecycle, Inc.), Representative Director (to present)**
Aug. 2020	Representative Director of ReNet.jp Social Care Co., Ltd.
Nov. 2020	**Established NETOFF, Inc., Representative Director (to present)**
July 2022	**Established ReNet.jp Global Staff Co., Ltd., (currently ReNet.jp Social Properties, Inc.), Representative Director (to present)**
Apr. 2023	Director of ANISPI HOLDINGS Inc.
Dec. 2023	**Outside Director of the Company (to present)**

Significant concurrent positions outside the Company

Representative Director and President, Group CEO of RenetJapanGroup, Inc.
Representative Director and Chairman of RenetJapanRecycle, Inc.
Representative Director and Chairman of NETOFF, Inc.
Director of RenetJapan (Cambodia) HR Co., Ltd.
Representative Director and President of ReNet.jp Social Properties, Inc.

Reasons for nomination as candidate for outside Director and overview of the expected role

Takeshi Kuroda possesses abundant insight in overall corporate management based on his experience in leading a wide range of business deployment and expanding the business lineup in a variety of enterprises in Japan and overseas as a founder of a listed company operating mainly in the re-use business. The Company accordingly proposes his reelection as an outside Director, judging his broad experience and personal qualities will be invaluable to enhancing the growth and corporate value of the Group.

(Notes)
1. Tsuyoshi Matsushita is the "Parent Company, etc." as defined by Article 2, item 4-2 of the Companies Act.
2. There is no special interest between any of the candidates and the Company.
3. Takeshi Kuroda is a candidate for outside Director.
4. Takeshi Kuroda is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as outside Director will have been one year.
5. If the reelection of Takeshi Kuroda is approved, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to renew the agreement with him to limit his liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph 1 of the same Act.
6. Takeshi Kuroda satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange. The Company has submitted notification to the same Exchange concerning his appointment as an independent officer. If his reelection is approved, the Company plans to continue to appoint him as an independent officer.
7. Outline of directors and officers liability insurance policy
The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act, and plans to renew it with the same details in the fiscal year 2024. This policy covers situations in which there are claims for damages during the insurance period arising from acts (including nonfeasance) carried out by the insureds while acting in the capacity of director or officer when the Company covers damages (company coverage) incurred by the insureds due to legal damages, litigation costs or claims for damages brought against the insureds. However, specific reasons, such as acts committed with the understanding that such acts are criminal acts, violations of laws and regulations, etc., are not covered. The key executives, such as Directors and Executive Officers of the Company as well as Directors of the Company's subsidiaries, are the insureds under this policy. The full amount of insurance premiums is borne by the Company. If each candidate who is an insured, including the Company's Directors, is elected and assumes office as Director, etc., they will continue to be the insureds under this policy.

Proposal No. 3:	Election of Two Directors Who Are Audit and Supervisory Committee Members

The terms of office of Directors who are Audit and Supervisory Committee Members Yutaka Ohata and Shingo Iseki will expire at the conclusion of this meeting.

In that regard, the Company proposes the election of two Directors who are Audit and Supervisory Committee Members.

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

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

Candidate No.	Name	Candidate attributes
1	Norio Hasegawa	New election
2	Ako Iida	New election / Outside / Independent

Candidate No. 1

Norio Hasegawa
(November 16, 1962)

New election

Number of the Company's shares owned
10,353 shares

Career summary

Apr. 1986	Joined INAX Corporation (currently LIXIL Corporation)
Jan. 2001	General Manager of Intellectual Property Office, Technology Management Department
Mar. 2011	Senior Manager of Intellectual Property Management Office, Legal Department, LIXIL Corporation
Jan. 2013	Joined the Company
Apr. 2017	Executive Officer, General Manager of Intellectual Property and Legal Division
Dec. 2017	Director
Jan. 2022	**Executive Officer, General Manager of Intellectual Property Division (to present)**

Significant concurrent positions outside the Company

No significant concurrent positions.

Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member and overview of the expected role

Norio Hasegawa has served in the Company's Intellectual Property Division and Legal and Governance Division, and following the listing of the Company's shares, has led the rebuilding of the Group's governance and promoted governance. The Company accordingly proposes his election as a Director who is an Audit and Supervisory Committee Member, judging that his experience and track record regarding corporate governance and his professional knowledge can be expected to contribute to strengthening the Group's governance.

Candidate No. 2

Ako Iida
(Name on family register: Ako Yamanaka)
(April 1, 1985)

New election

Outside

Independent

Number of the Company's shares owned
0 shares

Career summary

Apr. 2011	Joined KPMG AZSA LLC
Aug. 2014	Registered as Certified Public Accountant
Jan. 2022	**Representative of Ako Iida Certified Public Accountant Office (to present)**
Apr. 2024	**Outside Director of Casa Inc. (to present)**

Significant concurrent positions outside the Company

Representative of Ako Iida Certified Public Accountant Office

Outside Director of Casa Inc.

Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and overview of the expected role

Although Ako Iida has not been directly involved in corporate management in the past except as an outside officer, she is a certified public accountant and has seen corporate governance of many companies, including TSE prime listed companies, through her auditing work. The Company accordingly proposes her election as an outside Director who is an Audit and Supervisory Committee Member, judging that she possesses a high level of knowledge regarding accounting audits and internal controls based on her experience in auditing work and can contribute to promoting the Company's corporate governance.

(Notes)

1. There is no special interest between any of the candidates and the Company.
2. Ako Iida is a candidate for outside Director.
3. Norio Hasegawa was a director who executes the operations of the Company ("executive director") for the period from December 2017 to December 2019.
4. If the election of Norio Hasegawa and Ako Iida is approved, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with both of them to limit the liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph 1 of the same Act.
5. Outline of directors and officers liability insurance policy

   The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act, and plans to renew it with the same details in the fiscal year 2025. This policy covers situations in which there are claims for damages during the insurance period arising from acts (including nonfeasance) carried out by the insureds while acting in the capacity of director or officer when the Company covers damages (company coverage) incurred by the insureds due to legal damages, litigation costs or claims for damages brought against the insureds. However, specific reasons, such as acts committed with the understanding that such acts are criminal acts, violations of laws and regulations, etc., are not covered. The key executives, such as Directors and Executive Officers of the Company as well as Directors of the Company's subsidiaries, are the insureds under this policy. The full amount of insurance premiums is borne by the Company. If each candidate is elected and assumes office as Director, Norio Hasegawa will continue to be the insured under this policy, and Ako Iida will newly be the insured under this policy.
6. Ako Iida satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange. If her election is approved, the Company plans to appoint her as an independent officer.

(Reference) Skill Matrix

The following is a skill matrix that lists the knowledge, experience, abilities, etc. held by Directors if Proposals No. 2 and No. 3 are approved.

Name	Position	Corporate Management, Management Strategy	Development/ Technology, IT	Sales, Marketing	Global Awareness, Diversity	Finance/ Accounting, Capital Markets	Legal Affairs, Risk Management
Tsuyoshi Matsushita	President and Representative Director	○	○	○			
Akihiko Tajima	Director	○				○	○
Yusuke Inoue	Director	○		○			
Takeshi Kuroda	Director (Outside)	○		○	○		
Norio Hasegawa	Director Audit and Supervisory Committee Member	○	○				○
Munehiro Ishida	Director (Outside) Audit and Supervisory Committee Member					○	○
Ako Iida	Director (Outside) Audit and Supervisory Committee Member				○	○	○

*1. A maximum of the three major items of "skills expected to be displayed" is indicated by ○.

*2. "Governance" is not presented in this table as it is required of all Directors.

Proposal No. 4:	Election of Financial Auditor

PricewaterhouseCoopers Japan LLC, the Company's financial auditor, will resign from its position at the conclusion of this meeting due to the expiration of its term of office. Therefore, based on the decision of the Audit and Supervisory Committee, the Company requests approval to appoint mc21 audit corporation as our new financial auditor.

The Audit and Supervisory Committee selected mc21 audit corporation as a candidate for the position of financial auditor because, in addition to the expectation of flexible audit from a new perspective, the Audit and Supervisory Committee considered the firm's independence, quality control system, expertise, audit fees, and other factors as a whole and concluded that the firm was suitable.

The candidate for financial auditor is as follows:

(As of November 18, 2024)

Name	mc21 audit corporation	
Office location	Main office 7th floor, 12th Hase Bldg., 227 Takoyakushi-dori Karasuma Nishi-iru Hashibenkei-cho, Nakagyo-ku, Kyoto-shi, Kyoto	
History	Established in August 2023	
Overview	Capital stock	¥12.70 million
	Number of employees	15 persons
	Certified public accountant	7 persons
	Persons who have passed the U.S. certified public accountant examination	1 person
	Certified information systems auditor	2 persons
	Other	5 persons
	Number of companies involved	3 companies