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(Securities Code: 7818)
November 6, 2024

To Our Shareholders

Satoshi Ishikawa,
Chairman and Representative Director
TRANSACTION CO., Ltd.
3-28-13 Shibuya, Shibuya-ku Tokyo

Notice of the 38th Annual General Meeting of Shareholders

Please be informed that the 38th Annual General Meeting of Shareholders of TRANSACTION CO., Ltd. (the "Company") will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken 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 has posted the information on the Company's website. Please access the following website to view the information.

The Company's website:
https://www.trans-action.co.jp/ir/meeting.html (in Japanese)

In addition to posting items subject to measures for electronic provision on the Company's website, the Company also posts this information on the website of the Tokyo Stock Exchange (TSE). Please access the following website to view the information.

TSE website (Listed Company Search):
https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)
Access the TSE website by using the Internet address shown above, enter "TRANSACTION CO.,Ltd." in "Issue name (company name)" or the Company's securities code "7818" 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]."

Instead of attending the meeting in person on the day, you can exercise your voting rights via the Internet, etc. or in writing. Please review the reference documents for the general meeting of shareholders, and exercise your voting rights by 7:00 p.m. on Wednesday, November 27, 2024.

1. **Date and Time:** 10:00 a.m. on Thursday, November 28, 2024 (Reception starts at 9:30 a.m.)
2. **Place:** SHIBUYA SOLASTA CONFERENCE (SHIBUYA SOLASTA 4th Floor)
   1-21-1 Dogenzaka, Shibuya-ku Tokyo
3. **Meeting Agenda**

Matters to be reported:

1. Business Report, Consolidated Financial Statements for the 38th fiscal year (from September 1, 2023 to August 31, 2024), and the results of audit on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee
2. Non-consolidated Financial Statements for the 38th fiscal year (from September 1, 2023 to August 31, 2024)

Proposals to be resolved:

Proposal No. 1: Election of Four (4) Directors Who Are Not Audit & Supervisory Committee Members

Proposal No. 2: Election of Four (4) Directors Who Are Audit & Supervisory Committee Members

- When attending the meeting on the day, please submit the enclosed voting rights exercise form sent with the notice of convocation at the reception desk. In addition, we ask that you bring the notice of convocation sent to you for the purpose of conserving resources.
- For attendees who are in a wheelchair, please let the staff at the reception desk know on the day of the meeting as a dedicated space will be provided at the venue.

Guidance relating to this General Meeting of Shareholders

- If you do not indicate your approval or disapproval for a proposal on the returned voting form, it will be treated as an indication of approval of the proposal.
- If you exercise your voting rights in duplicate both via the Internet, etc. and in writing, only the exercise of voting rights via the Internet, etc. shall be deemed effective.
- If you exercise your voting rights via the Internet, etc. multiple times, only the last vote shall be deemed effective. In addition, if you exercise your voting rights in duplicate through a personal computer or smartphone, also only the last vote shall be deemed effective.
- For this General Meeting of Shareholders, 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 items for which measures for providing information in electronic format are to be taken, the items stated below are not included in the documents sent out to shareholders and instead are posted on the Company's website and the TSE website on the Internet as "Notice of the 38th Annual General Meeting of Shareholders (items excluded from paper-based documents)" in accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation (in Japanese only).
  (i) Part of Business Report
  (ii) Consolidated Financial Statements and Non-consolidated Financial Statements
  (iii) Audit Report
  The Audit & Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the items listed above.
- If there are any changes necessary to the content of the items subject to measures for electronic provision, a notification to that effect, and the corrected and pre-corrected versions of these items will be made available on the Company's website and TSE website.
- Please note that we will post results of resolutions at this General Meeting of Shareholders on the Company's website instead of sending you a written resolution result notice.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Election of Four (4) Directors Who Are Not Audit & Supervisory Committee Members

The terms of office of all five (5) Directors who are not Audit & Supervisory Committee members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of four (4) Directors who are not Audit & Supervisory Committee members. The Audit & Supervisory Committee has determined, after taking into consideration the status of business execution by the following candidates and other aspects in the current fiscal year, that they are all qualified for the position.
The candidates for Directors who are not Audit & Supervisory Committee members are as follows.

Candidate No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
1	Satoshi Ishikawa (October 13, 1961) Re-election Male	Apr. 1984 Joined Jun Co., Ltd. Jan. 1987 Established Trans Co., Ltd. (currently TRANSACTION CO., Ltd.); President and Representative Director May 2008 Chairman of the Board of Directors of T3 Design Co., Ltd. (current position) Nov. 2008 Chairman of the Board of Directors of Trans Co., Ltd. (current position) Chairman of the Board of Directors of Trade Works Co., Ltd. (current position) Apr. 2010 Chairman of the Board of Directors of Kraftwerk Co., Ltd. (current position) Oct. 2019 Chairman of the Remuneration Committee of the Company (current position) Nov. 2022 Chairman and Representative Director (current position) May 2023 Member of the Sustainability Committee (current position) Significant concurrent positions Chairman of the Board of Directors of Trans Co., Ltd. Chairman of the Board of Directors of Trade Works Co., Ltd. Chairman of the Board of Directors of Kraftwerk Co., Ltd. Chairman of the Board of Directors of T3 Design Co., Ltd.	8,555,800
	Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee member Mr. Satoshi Ishikawa, the founder of the Company, has served as the Representative Director since the establishment of the Company, and has led the Company and the Company Group with a futuristic vision. He has played a role that contributes to improving the corporate value of the entire Company Group, such as through decisions on important management matters and supervision of business execution. Accordingly, we have judged that he is qualified to continue to be a Director.		

Candidate No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
2	Keiichi Chiba (October 24, 1965) Re-election Male	Oct. 1989 Joined Namco Limited (currently Bandai Namco Entertainment Inc.) Oct. 2001 Joined the Company; Manager of the Planning Section June 2003 Manager of the Sales department of Trade Works Co., Ltd. Sept. 2005 Executive Officer, General Manager of the Sales Division of the said company July 2007 Director, General Manager of Operations Division of the said company Aug. 2007 Director of the Company Director of Trans Co., Ltd. (current position) Jan. 2008 President and Representative Director of Trade Works Co., Ltd. (current position) Sept. 2019 Director of Kraftwerk Co., Ltd. (current position) Nov. 2019 Managing Director of the Company Nov. 2020 Senior Managing Director Nov. 2022 President and Representative Director (current position) Director of T3 Design Co., Ltd. (current position) May 2023 Chairman of the Sustainability Committee of the Company (current position) Significant concurrent positions President and Representative Director of Trade Works Co., Ltd. Director of Trans Co., Ltd. Director of Kraftwerk Co., Ltd. Director of T3 Design Co., Ltd.	243,200
	Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee member Mr. Keiichi Chiba assumed the position of Director in August 2007. In addition, he has led Trade Works Co., Ltd., a major operating company of the Company Group, as the Representative Director while demonstrating his strong leadership. He has a wealth of knowledge and achievements in the management of group companies and operation of operating companies due to his long years of experience. Accordingly, we have judged that he is qualified to continue to be a Director.		

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, positions, and responsibilities</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">3</td><td>Yoshinari Kitayama
(April 9, 1965)

Re-election
Male</td><td colspan="2">Apr. 1988 Joined Nomura Securities Co., Ltd. (currently Nomura Holdings, Inc.)
June 2015 Joined the Company; Executive Officer, General Manager of Office of the President
Nov. 2015 Director in charge of the Accounting Department, Corporate Planning Department, Finance Department, General Affairs Department, and System Department of the Company
Sept. 2016 Director in charge of the Accounting Department, Corporate Planning Department, General Affairs Department, and System Department
Nov. 2016 Director of Kraftwerk Co., Ltd. (current position)
Director of T3 Design Co., Ltd. (current position)
Sept. 2018 Director in charge of the Accounting Department, Corporate Planning Department, Human Resources Department, General Affairs Department, and System Department of the Company (current position)
May 2023 Member of the Sustainability Committee (current position)
Significant concurrent positions
Director of Kraftwerk Co., Ltd.
Director of T3 Design Co., Ltd.</td><td>82,600</td></tr>
<tr><td colspan="4">Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee member
Mr. Yoshinari Kitayama assumed the position of Director in November 2015, and since then, he has led the administrative divisions of the Company and its Group with his strong leadership. He has a wealth of knowledge and achievements in the supervision of these administrative divisions due to his long years of experience including his previous career. Accordingly, we have judged that he is qualified to continue to be a Director.</td></tr>
<tr><td rowspan="2">4</td><td>Yukiko Iguchi
(October 9, 1965)

Re-election
Female</td><td colspan="2">Apr. 1988 Joined Marui Co., Ltd. (currently Marui Group Co., Ltd.)
May 2008 President and Representative Director of T3 Design Co., Ltd.
Nov. 2016 Director of Trans Co., Ltd.
Nov. 2018 Director of the Company (current position)
Mar. 2019 President and Representative Director of Trans Co., Ltd. (current position)
Director of Trade Works Co., Ltd. (current position)
Director of T3 Design Co., Ltd.
May 2023 Member of the Sustainability Committee of the Company (current position)
Sept. 2023 President and Representative Director of T3 Design Co., Ltd. (current position)
Significant concurrent positions
President and Representative Director of Trans Co., Ltd.
President and Representative Director of T3 Design Co., Ltd.
Director of Trade Works Co., Ltd.</td><td>52,700</td></tr>
<tr><td colspan="4">Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee member
Ms. Yukiko Iguchi has served as the Representative Director of Trans Co., Ltd. and T3 Design Co., Ltd., major operating companies of the Company Group. She has a wealth of knowledge and achievements in the management of group companies and operation of operating companies due to her wide range of experience. Accordingly, we have judged that she is qualified to continue to be a Director.</td></tr>
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(Notes) 1. There is no special interest between the Company and each candidate.

2. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. A summary of the content of the said insurance contract is described in “4 (3) Summary of content of directors and officers liability insurance contract” of “Notice of the 38th Annual General Meeting of Shareholders (items excluded from paper-based documents)” (in Japanese only). If the election of candidates for Directors who are not Audit & Supervisory Committee members is approved, all of them will be included as insured under the insurance policy. The Company intends to renew this insurance contract with the same terms and conditions at the time of the next renewal.

Proposal No. 2: Election of Four (4) Directors Who Are Audit & Supervisory Committee Members

The terms of office of all three (3) Directors who are currently Audit & Supervisory Committee members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of four (4) Directors who are Audit & Supervisory Committee members, increasing the number of Directors who are Audit & Supervisory Committee members by one in order to enhance corporate governance. This proposal has been accepted by the Audit & Supervisory Committee.

The candidates for Directors who are Audit & Supervisory Committee members are as follows.

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, positions, and responsibilities</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Kazuyuki Omori
(November 18, 1959)

New election
Outside
Independent
Male</td><td colspan="2">Apr. 1983 Joined Marui Co., Ltd. (currently Marui Group Co., Ltd.)
Apr. 2004 Manager of Public Relations Department of the said company
Apr. 2005 Manager of Financial Affairs Section, Finance Department of the said company
Apr. 2007 Manager of Environmental & CSR Section, CSR Promotion Department of the said company
Apr. 2013 General Manager of Outsourcing Business Department of M & C SYSTEMS CO., LTD. (a group company of Marui Group Co., Ltd.)
Apr. 2020 Secretariat of Aoi Scholarship Foundation (on secondment)
Oct. 2022 Secretary General of Secretariat of the said foundation (on secondment)
Significant concurrent positions
—</td><td>0</td></tr>
<tr><td colspan="4">Reason for nomination as candidate for outside Director who is an Audit & Supervisory Committee member and overview of expected roles
The reason why we have nominated Mr. Kazuyuki Omori as a candidate for outside Director who is a member of the Audit & Supervisory Committee is that, because of his ample professional experience on environmental issues, CSR promotion and finance, we expect him to contribute to ensuring the soundness and adequacy of the management of the Company through utilizing this knowledge to supervise the execution of duties by Directors, provide advice, etc. Although he has no experience of being involved in corporate management, we have judged, from the above reason, that he is capable of properly performing his duties as an outside Director.</td></tr>
</table>

Candidate No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
2	Toshiro Sasaki (September 21, 1952) Re-election Outside Independent Male Number of years in office as an outside Director: Eight	Apr. 1976 Joined Kirin Brewery Company, Limited (currently Kirin Holdings Company, Limited) Mar. 2007 Executive Officer of Kirin Holdings Company, Limited Mar. 2008 President and Representative Director of Kirin Agribio Co., Ltd. Mar. 2010 Full-time Audit & Supervisory Board Member of Kirin Logistics Co., Ltd. June 2011 Audit & Supervisory Board Member of Hakugen Co., Ltd. Nov. 2013 Full-time Audit & Supervisory Board Member of the Company Audit & Supervisory Board Member of Trans Co., Ltd. (current position) Audit & Supervisory Board Member of Trade Works Co., Ltd. (current position) Auditor of Shanghai Trade Works Co., Ltd. (current position) Nov. 2016 Outside Director who is an Audit & Supervisory Committee member (full-time) of the Company (current position) Sept. 2018 Audit & Supervisory Board Member of Kraftwerk Co., Ltd. (current position) Audit & Supervisory Board Member of T3 Design Co., Ltd. (current position) Oct. 2019 Member of the Remuneration Committee of the Company (current position) May 2023 Member of the Sustainability Committee (current position) Significant concurrent positions Audit & Supervisory Board Member of Trans Co., Ltd. Audit & Supervisory Board Member of Trade Works Co., Ltd. Audit & Supervisory Board Member of Kraftwerk Co., Ltd. Audit & Supervisory Board Member of T3 Design Co., Ltd. Auditor of Shanghai Trade Works Co., Ltd.	900
	Reason for nomination as candidate for outside Director who is an Audit & Supervisory Committee member and overview of expected roles The reason why we have nominated Mr. Toshiro Sasaki as a candidate for outside Director who is a member of the Audit & Supervisory Committee is that, because of his extensive experience, etc. as a company owner and Audit & Supervisory Board Member, we expect him to contribute to ensuring the soundness and adequacy of the management of the Company through beneficial views and candid assessments concerning the management of the Company.		

Candidate No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
3	Takeo Tochimoto (January 1, 1965) Re-election Outside Independent Male Number of years in office as an outside Director: Six	Apr. 1988 Joined the Bank of Japan Oct. 2003 Joined AZSA & Co. (currently KPMG AZSA LLC) May 2007 Registered as a certified public accountant Jan. 2009 Established Tochimoto CPA Office; President and Representative Certified Public Accountant (current position) July 2011 Established Credo Inc.; Representative Director (current position) May 2015 Outside Audit & Supervisory Board Member of Star Mica Co., Ltd. Feb. 2016 Outside Director (Audit & Supervisory Committee Member) of Star Mica Co., Ltd. Nov. 2016 Director of Takataki Links Club Limited Nov. 2018 Outside Director who is an Audit & Supervisory Committee member of the Company (current position) Mar. 2019 Outside Audit & Supervisory Board Member of Ridge-i Inc. Oct. 2019 Member of the Remuneration Committee of the Company (current position) May 2022 Outside Director (Audit & Supervisory Committee Member) of Ridge-i Inc. (current position) Significant concurrent positions President and Representative Certified Public Accountant of Tochimoto CPA Office Representative Director of Credo Inc. Outside Director (Audit & Supervisory Committee Member) of Ridge-i Inc.	3,700
	Reason for nomination as candidate for outside Director who is an Audit & Supervisory Committee member and overview of expected roles The reason why we have nominated Mr. Takeo Tochimoto as a candidate for outside Director who is a member of the Audit & Supervisory Committee is that, because of his extensive experience, etc. as a banker and certified public accountant, we expect him to contribute to ensuring the soundness and adequacy of the management of the Company through beneficial views and candid assessments concerning the management of the Company.		

Candidate No.	Name (Date of birth)	Career summary, positions, and responsibilities	Number of shares of the Company held
4	Yumiko Matsuo (Name on family register: Yumiko Yoshimura) (January 13, 1965) Re-election Outside Independent Female Number of years in office as an outside Director: Four	Apr. 1990 Registered with Daini Tokyo Bar Association Joined Anderson Mori & Rabinowitz (currently Anderson Mori & Tomotsune) Sept. 1995 Obtained a license as an attorney-at-Law in New York, USA June 1997 Joined Hirakawa, Sato & Kobayashi (currently City-Yuwa Partners) Jan. 2010 Registered with Kanagawa Bar Association Joined Minato International Law Office (current position) June 2016 Outside Director (Audit & Supervisory Committee member) of SDS Biotech K.K. Dec. 2018 Outside Director of Triumfield Holdings Co., Ltd. (current position) June 2020 Outside Director (Audit & Supervisory Committee member) of KAWASUMI LABORATORIES, INC. (currently SB-KAWASUMI LABORATORIES, INC.) Nov. 2020 Outside Director who is an Audit & Supervisory Committee member of the Company (current position) Aug. 2022 Outside Director of Sigmakoki Co., Ltd. (current position) June 2023 Auditor of Japan Association of Athletics Federations (current position) July 2024 External Director (Audit & Supervisory Committee Member) of Chiyoda Corporation (current position) Significant concurrent positions Lawyer of Minato International Law Office Outside Director of Triumfield Holdings Co., Ltd. Outside Director of Sigmakoki Co., Ltd. Auditor of Japan Association of Athletics Federations External Director (Audit & Supervisory Committee Member) of Chiyoda Corporation	900
	Reason for nomination as candidate for outside Director who is an Audit & Supervisory Committee member and overview of expected roles The reason why we have nominated Ms. Yumiko Matsuo as a candidate for outside Director who is a member of the Audit & Supervisory Committee is that, because she has expert knowledge and ample professional experience as a lawyer and has provided many companies with advice or supervision concerning management from an independent standpoint, we can fully expect her to contribute to the enhancement of supervision of the Company's management. Although she has no experience of being involved in corporate management other than as an outside officer, we have judged, from the above reason, that she is capable of properly performing her duties as an outside Director.		

(Notes) 1. There is no special interest between the Company and each candidate.

2. Each candidate is a candidate for outside Director.

3. The Company has reported to Tokyo Stock Exchange, Inc. that it designated the candidates Mr. Toshiro Sasaki, Mr. Takeo Tochimoto, and Ms. Yumiko Matsuo as Independent Directors as stipulated by Tokyo Stock Exchange, Inc. If Mr. Toshiro Sasaki, Mr. Takeo Tochimoto, and Ms. Yumiko Matsuo are re-elected as outside Directors at this General Meeting of Shareholders, the Company intends to have them continue to serve as independent directors. In addition, the candidate Mr. Kazuyuki Omori satisfies the requirements for an independent director as provided for by Tokyo Stock Exchange, Inc., and if his election is approved, the Company plans to designate him as an Independent Director and report the designation to the said exchange.

4. Article 33, paragraph 2 of the Company's Articles of Incorporation sets forth that, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into contracts with Directors (excluding Executive Directors, etc.) that limit their liability for damages arising from neglecting their duties, and based on this, the Company has concluded such liability limitation contracts with the candidates Mr. Toshiro Sasaki, Mr. Takeo Tochimoto, and Ms. Yumiko Matsuo. The amount of limit of their liabilities to compensate for damages under the said contract is the higher

of ¥10 million or the minimum liability amount specified in Article 425, paragraph (1) of the Companies Act. If Mr. Toshiro Sasaki, Mr. Takeo Tochimoto, and Ms. Yumiko Matsuo are re-elected as outside Directors at this General Meeting of Shareholders, the Company intends to continue the contract. If the election of Mr. Kazuyuki Omori is approved, the Company plans to enter into the same liability limitation contract with him.

5. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. A summary of the content of the said insurance contract is described in "4 (3) Summary of content of directors and officers liability insurance contract" of "Notice of the 38th Annual General Meeting of Shareholders (items excluded from paper-based documents)" (in Japanese only). If the election of candidates for Directors who are Audit & Supervisory Committee members is approved, all of them will be included as insured under the insurance policy. The Company intends to renew this insurance contract with the same terms and conditions at the time of the next renewal.

(Reference) Skills Matrix of Directors upon approval of Proposal No. 1 and Proposal No. 2

		Directors who are not Audit & Supervisory Committee members				Directors who are Audit & Supervisory Committee members			
Position		Chairman and Represen-tative Director	President and Represen-tative Director	Director	Director	Outside Director (full-time)	Outside Director	Outside Director	Outside Director
Name		Satoshi Ishikawa	Keiichi Chiba	Yoshinari Kitayama	Yukiko Iguchi	Kazuyuki Omori	Toshiro Sasaki	Takeo Tochimoto	Yumiko Matsuo
Outside Director/ Independent Officer						Outside Independent	Outside Independent	Outside Independent	Outside Independent
Structure of meetings and committees	Board of Directors meeting (★ indicates chairperson)	★	●	●	●	●	●	●	●
	Audit & Supervisory Committee (★ indicates chairperson)					★	●	●	●
	Remuneration Committee (★ indicates chairperson)	★				●		●	
	Sustainability Committee (★ indicates chairperson)	●	★	●	●	●			
Knowledge and experience held by Directors	Management (President)	●	●		●		●	●	
	Sales/marketing	●	●		●	●	●		
	E-commerce	●	●		●				
	New business development	●	●						
	Product planning/ development	●	●						
	Production, procurement, logistics	●	●						
	ESG, sustainability, diversity	●	●	●	●	●	●		●
	Risk management	●	●	●	●		●	●	●
	Law/compliance			●			●		●
	Finance/ accounting			●		●		●	
Professional licenses and others								Certified public accountant	Lawyer/ attorney-at-Law in New York State, USA

(Note) The above list uses a dot "●" to show the major types of knowledge and experience held by each Director, but does not show all of their knowledge and experience.

Details of knowledge and experience

Management (President)	Experience of corporate management (President)
Sales/marketing	Knowledge and experience concerning sales/marketing
E-commerce	Knowledge and experience concerning E-commerce
New business development	Ability to respond to changes and skills of developing new business
Product planning/development	Ability to respond to changes and skills of planning and developing new products
Production, procurement, logistics	Knowledge and experience concerning production/production management, processing, and overseas procurement such as logistics
ESG, sustainability, diversity	Understanding of ESG, sustainability, and diversity
Risk management	Knowledge and experience concerning risk management
Law/compliance	Knowledge of laws, and knowledge and experience concerning compliance
Finance/accounting	Knowledge and experience concerning finance/accounting, etc.