

*This document has been translated from the Japanese original for the convenience of non-Japanese shareholders.  
In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.*

(Securities code: 4792)

Date of sending by postal mail: June 7, 2024

Start date of measures for electronic provision: June 3, 2024

To our shareholders:

Keisaku Masuda  
President  
YAMADA Consulting Group Co., Ltd.  
Marunouchi Trust Tower North  
1-8-1 Marunouchi, Chiyoda-ku, Tokyo

## **Notice of the 35th Annual General Meeting of Shareholders**

You are hereby notified that the 35th Annual General Meeting of Shareholders (the “Meeting”) of YAMADA Consulting Group Co., Ltd. (the “Company”) will be held as follows.

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.yamada-cg.co.jp/ir/stockinfo/meeting/> (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). You can review it below.

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 “YAMADA Consulting Group” in “Issue name (company name)” or the Company’s securities code “4792” 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 or in writing (by mail), so please review the Reference Material for the General Meeting of Shareholders and exercise your voting rights by Wednesday, June 26, 2024 at 6:00 p.m. (JST).

[Voting via the internet]

Access the Company’s designated website for exercising voting rights (<https://evote.tr.mufig.jp/> (in Japanese)), and use the “voting rights exercise code” and “password” displayed on the Voting Rights Exercise Form sent with this notice of convocation. Follow the on-screen guidance to input your approval or disapproval of the proposals by the deadline for exercising voting rights.

When exercising your voting rights via the internet, please refer to the “Exercising Your Voting Rights via the Internet” below.

[Voting in writing (by mail)]

Please indicate your approval or disapproval of the proposals on the Voting Rights Exercise Form and return the form to us so that it arrives by the deadline for exercising your voting rights.

## Meeting Details

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<b>1 Date and time</b>	Thursday, June 27, 2024, at 1:30 p.m. (JST) (Reception will start at 12:30 p.m.)
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<b>2 Venue</b>	Marunouchi Trust Tower North, 9th Floor, Meeting Room 1-8-1 Marunouchi, Chiyoda-ku, Tokyo
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<b>3 Purpose of the Meeting</b>	
<b>Matters to be reported:</b>	<ol style="list-style-type: none"><li>1. Reports on business report, consolidated financial statements and the results of audit of the consolidated financial statements by the Financial Auditor and the Audit and Supervisory Committee for the 35th fiscal year (from April 1, 2023 to March 31, 2024)</li><li>2. Report on non-consolidated financial statements for the 35th fiscal year (from April 1, 2023 to March 31, 2024)</li></ol>
<b>Matters to be resolved:</b>	
Proposal 1: Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)	
Proposal 2: Election of Two Directors Who Are Audit and Supervisory Committee Members	

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<b>4 Exercising your voting rights</b>	
The voting rights at the general meeting of shareholders are important rights for decision-making granted to shareholders. Please review the Reference Material for the General Meeting of Shareholders and exercise your voting rights. You may exercise your voting rights by the following three methods.	
<b>By attending at the Meeting</b>	
When attending the Meeting in person, submit the Voting Rights Exercise Form to the receptionist.	
Date and time:	Thursday, June 27, 2024, at 1:30 p.m. (JST) (Reception will start at 12:30 p.m.)
<b>In writing (by mail)</b>	
Indicate in the Voting Rights Exercise Form approval/disapproval for the respective proposals, and send the completed form to the Company.	
Deadline:	Must arrive by Wednesday, June 26, 2024, at 6:00 p.m. (JST)
<b>Via the internet</b>	
Access the website for exercising voting rights ( <a href="https://evote.tr.mufg.jp/">https://evote.tr.mufg.jp/</a> (in Japanese)) and follow the instructions on the screen to enter approval/disapproval for the respective proposal.	
Deadline:	Must complete entry by Wednesday, June 26, 2024, at 6:00 p.m. (JST)

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When attending the Meeting in person, please submit your Voting Rights Exercise Form at the reception desk.

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 website and the TSE website.

For this General Meeting of Shareholders, the Company will deliver paper-based documents including the items subject to measures for electronic provision to all shareholders whether they have requested delivery or not. Among the items subject to measures for electronic provision, the following are not included in the paper-based documents to be delivered, in accordance with laws and regulations and Articles 15 of the Company's Articles of Incorporation.

1) Notes to consolidated financial statements

2) Notes to non-consolidated financial statements

Accordingly, the consolidated financial statements and non-consolidated financial statements included in this document are part of the documents audited by the Financial Auditor in preparing the Financial Auditor's Report and by the Audit and Supervisory Committee in preparing its Audit Report.

In addition, after this General Meeting of Shareholders, a social event for shareholders will be held in the same venue. We invite you to remain and take part.

## Reference Material for the General Meeting of Shareholders

### **Proposal 1: Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of all five currently serving Directors (excluding Directors who are Audit and Supervisory Committee members) will expire at the conclusion of the Meeting.

Therefore, the Company proposes the election of five Directors (excluding Directors who are Audit and Supervisory Committee members).

This proposal was approved at the Board of Directors meeting after the deliberation process of the Nomination and Remuneration Advisory Committee, an advisory committee to the Board of Directors chaired by an independent outside Director.

The Audit and Supervisory Committee did not make note of any significant issues regarding this proposal.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee members) are as follows:

No.	Name	Position and responsibility in the Company	
1	Yasuo Nishiguchi	Chairman	Reappointment
2	Keisaku Masuda	President	Reappointment
3	Tsuyoshi Tsuji	Senior Managing Director and General Manager of Business Management Department	Reappointment
4	Makiko Fuse	Director and in charge of Corporate Planning and Public Relations	Reappointment
5	Hideji Shuto	Director and General Manager of Administration Department	Reappointment

Reappointment                      Candidate for Director expected to be reappointed

No.  
1

**Yasuo Nishiguchi**  
(October 9, 1943)

Number of the Company's shares owned: 63,900  
Number of years of service: 8

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Reappointment

[Career summary, and position and responsibility in the Company]

Apr. 1975      Joined Kyoto Ceramics Co., Ltd. (currently KYOCERA Corporation)  
June 1992      Senior Managing Director of KYOCERA Corporation  
June 1997      Vice President of KYOCERA Corporation  
June 1999      Representative Director and President of KYOCERA Corporation  
June 2005      Representative Director, Chairman and CEO of KYOCERA Corporation  
July 2007      Representative Director and President of HANDY Co., Ltd. (current position)  
June 2014      Outside Director of YUSHIN PRECISION EQUIPMENT CO., LTD. (current position)  
Mar. 2015      Chairman and CEO of Socionext Inc.  
June 2016      Outside Director of the Company  
Apr. 2018      Independent Director of Gyrfalcon Technology Inc.  
Jan. 2019      Representative Director, Chairman and CEO of Gyrfalcon Technology Japan  
Mar. 2019      Outside Director of FLOSFIA INC. (current position)  
Apr. 2020      Outside Director of Microwave Chemical Co., Ltd.  
**Apr. 2020      Chairman of the Company (current position)**

[Significant concurrent positions outside the Company]

Representative Director and President of HANDY Co., Ltd.  
Outside Director of YUSHIN PRECISION EQUIPMENT CO., LTD.  
Outside Director of FLOSFIA INC.

No.  
2

**Keisaku Masuda**  
(August 28, 1961)

Number of the Company's shares owned: 172,900

Number of years of service: 22

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Reappointment

[Career summary, and position and responsibility in the Company]

Aug. 1989      Joined Keiji Soma Judicial Scrivener Office

Nov. 1991      Joined Junichiro Yamada Certified Public Accountant and Certified Public Tax Accountant Office  
(currently Yamada & Partners Tax Co.)

July 2000      Representative Director and President of TFP Management Consulting Co., Ltd. (currently YAMADA  
Consulting Group Co., Ltd.)

June 2002      Director of the Company

Jan. 2004      Representative Director and President of Tokyo FP Insurance Partners Co., Ltd. (currently YAMADA  
Financial Service Co., Ltd.) (current position)

June 2007      Director and Vice President of the Company

Jan. 2008      Founded Capital Solution Co., Ltd. (currently YAMADA Investment Co., Ltd.)  
Representative Director and President (current position)

Apr. 2009      Representative Director and Vice President of the Company

Oct. 2016      President of the Company

Apr. 2018      President and Executive Officer of the Company

Jan. 2020      Representative Director of Japan Management Advisory Company Co., Ltd. (current position)

**June 2020      President of the Company (current position)**

[Significant concurrent positions outside the Company]

Representative Director and President of YAMADA Financial Service Co., Ltd.

Representative Director and President of YAMADA Investment Co., Ltd.

Representative Director of Japan Management Advisory Company Co., Ltd.

No.  
3

**Tsuyoshi Tsuji**  
(October 25, 1972)

Number of the Company's shares owned: 31,200

Number of years of service: 4

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Reappointment

[Career summary, and position and responsibility in the Company]

Sept. 1997	Joined Matsuyama Takashi Certified Public Tax Accountant Office
Oct. 2000	Joined TFP Management Consulting Co., Ltd. (currently YAMADA Consulting Group Co., Ltd.)
Apr. 2009	Director of TFP Management Consulting Co., Ltd.
May 2015	Managing Director of TFP Management Consulting Co., Ltd.
Apr. 2018	Senior Managing Executive Officer and General Manager of Management Consulting Department of the Company
Apr. 2019	Senior Managing Executive Officer and General Manager of Consulting Business Planning Department of the Company
June 2020	Senior Managing Director and General Manager of Consulting Business Planning Department of the Company
<b>Oct. 2020</b>	<b>Senior Managing Director and General Manager of Business Management Department of the Company (current position)</b>

[Significant concurrent positions outside the Company]

Not applicable.

No.  
4

**Makiko Fuse**  
(February 3, 1955)

Number of the Company's shares owned: 146,700

Number of years of service: 34

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Reappointment

[Career summary, and position and responsibility in the Company]

Apr. 1977      Joined Mitsubishi Heavy Industries, Ltd.  
May 1988      Joined Junichiro Yamada Certified Public Accountant and Certified Public Tax Accountant Office  
(currently Yamada & Partners Tax Co.)  
July 1989      Director of the Company  
June 1999      Managing Director of the Company  
Oct. 2002      Managing Director of Tokyo Financial Planners Co., Ltd. (currently YAMADA Consulting Group Co.,  
Ltd.)  
Apr. 2007      Managing Director of TFP Owner Management Research Institute (currently YAMADA Consulting  
Group Co., Ltd.)  
June 2007      Director of the Company  
Mar. 2016      Outside Corporate Auditor of DSB Co., Ltd.  
Mar. 2017      Outside Director of Nissay Asset Management Corporation (current position)  
June 2020      Director and in charge of Corporate Planning of the Company  
**June 2021      Director, in charge of Corporate Planning and Public Relations of the Company (current position)**

[Significant concurrent positions outside the Company]

Outside Director of Nissay Asset Management Corporation



No.  
5

**Hideji Shuto**  
(November 5, 1958)

Number of the Company's shares owned: 9,300

Number of years of service: 4

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Reappointment

[Career summary, and position and responsibility in the Company]

Apr. 1982      Joined Nomura Securities Co., Ltd.

Apr. 2009      General Manager of Business Development & IPO Dept. of Nomura Securities Co., Ltd.

Apr. 2018      Joined the Company

Dec. 2019      Executive Officer in charge of Administration Department of the Company

Apr. 2020      Executive Officer and General Manager of Administration Department of the Company

**June 2020      Director and General Manager of Administration Department of the Company (current position)**

[Significant concurrent positions outside the Company]

Not applicable.

Note:      There is no special interest between any of the candidates and the Company.

## **Proposal 2: Election of Two Directors Who Are Audit and Supervisory Committee Members**

The terms of office of Tatsuo Yamasaki and Nobuaki Iwashina, Directors who are Audit and Supervisory Committee members, will expire at the conclusion of the Meeting.

Therefore, the Company proposes the election of two Directors who are Audit and Supervisory Committee members.

This proposal was approved at the Board of Directors meeting after the deliberation process of the Nomination and Remuneration Advisory Committee, an advisory committee to the Board of Directors chaired by an independent outside Director.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Directors who are Audit and Supervisory Committee members are as follows:

No.	<b>Tatsuo Yamasaki</b>	Number of the Company's shares owned: –
1	(August 26, 1957)	Number of years of service: 8

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[Reappointment]  
[Outside]  
[Independent]

[Career summary, and position and responsibility in the Company]

Apr. 1980	Joined the Ministry of Finance Japan (MOF)
July 2008	Deputy Director-General, Planning and Coordination Bureau, Financial Services Agency
Aug. 2012	Director-General, International Bureau, MOF
July 2014	Vice Minister of Finance for International Affairs
July 2015	Retired from MOF
June 2016	<b>Outside Director (Audit and Supervisory Committee member) of the Company (current position)</b>
June 2021	Outside Director, Osaka Dojima Exchange, Inc. (current position)

[Significant concurrent positions outside the Company]

Outside Director, Osaka Dojima Exchange, Inc.

No.  
2

**Nobuaki Iwashina**  
(February 11, 1972)

Number of the Company's shares owned: 500  
Number of years of service: 7

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[Reappointment]  
[Outside]  
[Independent]

[Career summary, and position and responsibility in the Company]

Oct. 2000	Registered as a member of Daini Tokyo Bar Association
June 2006	Joined TMI Associates
July 2007	Joined International Examination Division, First Large Enterprise Department of Tokyo Regional Taxation Bureau, National Tax Agency (fixed-term public officer)
July 2009	Returned to TMI Associates
Dec. 2010	Registered as a certified public tax accountant
Jan. 2013	Partner of TMI Associates (current position)
Feb. 2017	<b>Outside Director (Audit and Supervisory Committee member) of the Company (current position)</b>

[Significant concurrent positions outside the Company]

Partner of TMI Associates

- Notes:
1. There is no special interest between Tatsuo Yamasaki and Nobuaki Iwashina and the Company.
  2. Tatsuo Yamasaki and Nobuaki Iwashina are candidates for outside Director.
  3. The Company has entered into limited liability agreements with Tatsuo Yamasaki and Nobuaki Iwashina pursuant to Article 427 paragraph (1) of the Companies Act, limiting the liability for damages under Article 423 paragraph (1) of the Companies Act. The maximum limited liability amount based on these agreements is the amount stipulated by laws and regulations. If their reappointment is approved, the agreements with them will continue.
  4. The Company has nominated Tatsuo Yamasaki for outside Director because he fulfills an appropriate role to maintain the appropriateness and accuracy of decision-making in the Board of Directors by providing supervision and advice related to the Company's management structure of overseas subsidiaries, overseas business expansion, and governance structures from an expert perspective related to economics, international affairs, and finance and experience and knowledge developed from serving in key positions in the Ministry of Finance, and he is expected to continue fulfilling this role. If he is elected, he will continue to serve as a member of the Nomination and Remuneration Advisory Committee and will be involved in the selection of the Company's officer candidates and the determination of officer remuneration from an objective and neutral standpoint. While he has not been directly involved in company management in the past, for the reasons stated above, we have determined that he will continue to be able to appropriately fulfill his duties as an outside Director who is an Audit and Supervisory Committee member of the Company.
  5. The Company has nominated Nobuaki Iwashina for outside Director because he fulfills an appropriate role to maintain the appropriateness and accuracy of decision-making in the Board of Directors by providing supervision and advice related to the Company's management structure of overseas subsidiaries, governance structures, and compliance structures from a wide-ranging expert perspective related to corporate legal affairs and finance as an attorney and tax accountant, and he is expected to continue fulfilling this role. If he is elected, he will continue to serve as a member of the Nomination and Remuneration Advisory Committee and will be involved in the selection of the Company's officer candidates and the determination of officer remuneration from an objective and neutral standpoint. While he has not been directly involved in company management in the past, for the reasons stated above, we have determined that he will continue to be able to appropriately fulfill his duties as an outside Director who is an Audit and Supervisory Committee member of the Company.
  6. Tatsuo Yamasaki and Nobuaki Iwashina are each currently an outside Director who is an Audit and Supervisory Committee member of the Company, and at the conclusion of the Meeting, Mr. Yamasaki's term of office will have been eight years, and Mr. Iwashina's term of office will have been seven years and four months.
  7. The Company has designated Tatsuo Yamasaki and Nobuaki Iwashina as independent officers in accordance with the rules stipulated by the Tokyo Stock Exchange (TSE) and has notified the same to the TSE. If their reappointment is approved, they will continue to be independent officers.