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Securities code: 6096

June 11, 2024

(Date of commencement of measures for electronic provision: June 4, 2024)

**To Shareholders with Voting Rights:**

Gaku Nakamura  
Co-Founder and CEO  
RareJob, Inc.  
6-27-8 Jingumae, Shibuya-ku,  
Tokyo, Japan

**NOTICE OF  
THE 17th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 17th Annual General Meeting of Shareholders of RareJob, Inc. (the “Company”) will be held as described below.

In convening the meeting, the Company has taken measures for electronic provision and has posted the matters subject to measures for electronic provision on the following website:

The Company’s website: <https://www.rarejob.co.jp/en/ir/news>

In addition to the above, the matters subject to measures for electronic provision have also been posted on the website of the Tokyo Stock Exchange (TSE). To view the information, please access the following TSE website (Listed Company Search), enter the Company’s name “RareJob” or securities code “6096” in the corresponding field, and click on “Search.” Then, click on “Basic Information,” select “Documents for public inspection/PR information,” and view the information in “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

If you are unable to attend the meeting, please review the attached Reference Documents for the General Meeting of Shareholders found in the matters subject to measures for electronic provision and exercise your voting rights by following the instructions as stated below, no later than the close of our business hours (5:00 p.m.) on Tuesday, June 25, 2024, Japan time.

- 1. Date and Time:** Wednesday, June 26, 2024 at 10:00 a.m. Japan time  
(Reception desk will open at 9:30 a.m. Japan time.)
- 2. Place:** Conference room of the Company's headquarters  
2F Kyocera Harajuku Building, 6-27-8 Jingumae, Shibuya-ku, Tokyo, Japan
- 3. Meeting Agenda for the General Meeting of Shareholders:**  
**Matters to be reported:** 1. The Business Report and Consolidated Financial Statements for the Company's 17th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements  
2. Non-consolidated Financial Statements for the Company's 17th Fiscal Year (April 1, 2023 - March 31, 2024)
- Proposals to be resolved:**  
**Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Election of Three (3) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)  
**Proposal 3:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - ◎ As the following materials are posted at the Company's website (<https://www.rarejob.co.jp>) as the matters subject to measures for electronic provision, in accordance with laws and regulations as well as Article 15, Paragraph 2 of the Company's Articles of Incorporation, they are not included in the physical documents of the matters subject to measures for electronic provision sent to shareholders who have requested such physical documents. Accordingly, such physical documents are part of the materials that were audited by the Audit and Supervisory Committee and the Accounting Auditor in preparing the Audit Report and the Accounting Audit Report, respectively.
    - 1) Matters concerning stock acquisition rights, etc.
    - 2) Outline of the structures to ensure the appropriateness of business operations and the operational status of such structures
    - 3) Consolidated Statements of Changes in Net Assets and the Notes to the Consolidated Financial Statements of the Consolidated Financial Statements
    - 4) Statements of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements of the Non-consolidated Financial Statements
  - ◎ Should the matters subject to measures for electronic provision require revisions, the revised versions will be posted on the listed websites.
  - ◎ Souvenirs for attending shareholders will not be prepared. We appreciate your understanding.
  - ◎ A part of the proceedings of the General Meeting of Shareholders on the day of the meeting will be presented on the Company's website at a later date.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Appropriation of Surplus

The Company recognizes that returning profits to shareholders is one of its important managerial measures. Taking into comprehensive consideration retaining sufficient internal reserve necessary for the investment in future growth and establishing the financial base, as well as returning profits to shareholders, the Company has a basic policy of making dividends of surplus to realize a stable and continuous dividend increase.

With regard to the year-end dividends for the fiscal year ended March 31, 2024, based on the above policy and considering its consolidated financial position, the Company proposes dividends of ¥13 per share as follows.

#### Matters related to year-end dividends

- (1) Type of dividend assets  
Cash
- (2) Items relating to the allocation of dividend assets and its total amount  
¥13 per share of common stock of the Company  
Total amount of dividends: ¥122,940,337
- (3) Effective date of payment of dividends from surplus  
June 27, 2024

**Proposal 2:** Election of Three (3) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

Upon the close of this General Meeting of Shareholders, the terms of office of all two (2) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire. Accordingly, the election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members) is proposed.

This proposal has been reviewed by the Nomination and Remuneration Advisory Committee, a voluntarily-established advisory body to the Board of Directors, and deliberated on by the Audit and Supervisory Committee. Both Committees have expressed the opinion that all the candidates for the position of Director are qualified for the position.

The candidates for the positions of Director (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Gaku Nakamura (September 11, 1980)	April 2005	Joined NTT DoCoMo, Inc. (currently NTT DOCOMO, INC.)	2,008,495
		February 2008	Representative Director, the Company	
		June 2015	Representative Director and CEO (present position)	
2	Shunichi Tsubouchi (April 23, 1981)	April 2007	Joined Boston Consulting Group	8,108
		January 2018	Joined M3, Inc.	
		April 2019	Joined the Company, Operating Officer	
		April 2023	Representative Director and CEO, PROGOS Inc. (present position)	
3	Yasumasa Yasui (October 17, 1983)	April 2006	Joined SAINT MEDIA, INC. (currently WILLOF WORK, Inc.)	2,131
		July 2014	Joined BORDERLINK, INC.	
		June 2017	Representative Director and CEO, BORDERLINK, INC. (present position)	

- Notes:
1. No special interests exist between the Company and each of the above candidates for the position of Director.
  2. The reasons for the nomination of Mr. Gaku Nakamura as a candidate for the position of Director are as follows: He is the founder of the Company and has extensive experience in management as well as specialized knowledge of the global and EdTech markets. We believe that he is a person who is able to contribute to the sustainable growth and enhancement of the corporate value of the Company Group.
  3. The reasons for the nomination of Mr. Shunichi Tsubouchi as a candidate for the position of Director are as follows: He has specialized knowledge in global markets and extensive experience in the re-skilling business as an Operating Officer of the Company and as the Representative Director of the Company's subsidiary, and we believe that he is a person who is able to contribute to the sustainable growth and enhancement of the corporate value of the Company Group.
  4. The reasons for nomination of Mr. Yasumasa Yasui as a candidate for the position of Director are as follows: He has extensive experience in the child-support and child-rearing businesses as the CEO of the Company's subsidiary, and we believe that he is a person who is able to contribute to the sustainable growth and enhancement of the corporate value of the Company Group.
  5. The Company has concluded the directors and officers liability insurance contract with an insurance company that insures all of the Directors of the Company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If the election of each of the candidates is approved and they are appointed as Directors, they will be insured under the insurance contract. The Company plans to renew the insurance policy with the same contents at the next renewal.

**Proposal 3** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

Upon the close of this General Meeting of Shareholders, the terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire. Accordingly, the election of three (3) Directors who are Audit and Supervisory Committee Members is proposed.

This proposal has been reviewed by the Nomination and Remuneration Advisory Committee, a voluntarily-established advisory body to the Board of Directors, and we have already obtained the consent of the Audit and Supervisory Committee.

The candidates for the positions of Directors who are Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Takao Mihara (August 20, 1975)	<p>October 2001      Joined Tohmatsu &amp; Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>September 2005      Joined RECOF Corporation</p> <p>March 2007      Joined Mitsubishi UFJ Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>July 2010      Joined Mizuho Bank, Ltd.</p> <p>April 2014      Director, Mihara Accounting Firm (present position)</p> <p>January 2016      Full-time Corporate Auditor, the Company</p> <p>June 2016      Outside Director, Audit and Supervisory Committee Member (present position)</p> <p>December 2023      Outside Director (Audit &amp; Supervisory Committee Member), NEO MARKETING INC. (present position)</p> <p>(Significant concurrent positions)                      Director, Mihara Accounting Firm                      Outside Director (Audit &amp; Supervisory Committee Member), NEO MARKETING INC.</p>	400

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Jun Narimatsu (November 14, 1968)	<p>November 1996    Joined Hara Accounting Firm</p> <p>May 1998        Joined Tohmatsu &amp; Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>December 2004    Seconded to Listing Department, Tokyo Stock Exchange, Inc.</p> <p>January 2007     Joined Cookpad Inc.</p> <p>June 2007        Director</p> <p>July 2007        Executive Officer</p> <p>April 2013        Founded Muuseo Inc. Representative Director, President (present position)</p> <p>October 2013     Outside Auditor, the Company</p> <p>December 2013    Outside Auditor, HEALIOS K.K.</p> <p>November 2015    Outside Director, Audit and Supervisory Committee Member, Wantedly, Inc. (present position)</p> <p>June 2016        Outside Director, Audit and Supervisory Committee Member, the Company (present position)</p> <p>March 2017        Outside Director, Audit and Supervisory Committee Member, Cross Marketing Group Inc. (present position)</p> <p>March 2018        Outside Director, HEALIOS K.K.</p> <p>(Significant concurrent positions)  Outside Director, Audit and Supervisory Committee Member, Wantedly, Inc.  Outside Director, Audit and Supervisory Committee Member, Cross Marketing Group Inc.</p>	400
3	Miki Igarashi (May 10, 1973)	<p>April 1996        Joined Japan Asia Investment Co., Ltd.</p> <p>April 2003        Founded Cross Marketing Inc. Representative Director</p> <p>December 2006    Director, Research Panel, Inc. (present position)</p> <p>March 2011        Representative Director, President and CEO, Cross Marketing Inc. (present position)</p> <p>December 2011    Representative Director, President, Cross Communication Inc.</p> <p>February 2012    Chairman, Cross Marketing China Inc. (currently Kadence International Inc. (China))</p> <p>June 2013        Representative Director, President and CEO, Cross Marketing Group Inc. (present position)</p> <p>June 2014        Outside Director, the Company</p> <p>June 2018        Outside Director, Audit and Supervisory Committee Member (present position)</p> <p>(Significant concurrent positions)  Representative Director, President and CEO, Cross Marketing Group Inc.  Representative Director, President and CEO, Cross Marketing Inc.</p>	400

- Notes:
1. No special interests exist between the Company and the above candidates for the positions of Directors who are Audit and Supervisory Committee Members.
  2. Messrs. Takao Mihara, Jun Narimatsu, and Miki Igarashi are candidates for the positions of Outside Director.
  3. The reasons for the nomination of Mr. Takao Mihara as a candidate for the position of Outside Director are as follows: He is a certified public accountant (CPA) and well-versed in corporate finance and legal affairs. Based on his experience and insight, we expect him to appropriately execute his duties as Outside Director and to supervise management and provide advice, suggestions, etc. from an independent third-party perspective. Mr. Takao Mihara is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company. At the conclusion of this General Meeting of Shareholders, he will have served for eight (8) years as Outside Director who is an Audit and Supervisory Committee Member.
  4. The reasons for the nomination of Mr. Jun Narimatsu as a candidate for the position of Outside Director are as follows: He is a CPA and has the perspective of a well-experienced business manager. Based on his experience and insight, we expect him to appropriately execute his duties as Outside Director and to supervise management and provide advice, suggestions, etc. from an independent third-party perspective. Mr. Jun Narimatsu is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company. At the conclusion of this General Meeting of Shareholders, he will have served for eight (8) years as Outside Director who is an Audit and Supervisory Committee Member.
  5. The reasons for the nomination of Mr. Miki Igarashi as a candidate for the position of Outside Director are as follows: He has the perspective of a well-experienced business manager. Based on his experience and insight, we expect him to appropriately execute his duties as Outside Director and to supervise management and provide advice, suggestions, etc. from an independent third-party perspective. Mr. Miki Igarashi is currently Outside Director who is an Audit and Supervisory Committee Member of the Company. At the conclusion of this General Meeting of Shareholders, he will have served for ten (10) years as an Outside Director and six (6) years out of the ten (10) years as an Outside Director who is an Audit and Supervisory Committee Member.
  6. The Company has concluded a contract with Messrs. Takao Mihara, Jun Narimatsu, and Miki Igarashi pursuant to Article 423, Paragraph 1 of the Companies Act, which limits the liability for damages to the amount prescribed by Article 425, Paragraph 1 of the Companies Act. If their appointment is approved as originally proposed, the Company plans to continue the said contract with them.
  7. The Company has registered Messrs. Takao Mihara, Jun Narimatsu, and Miki Igarashi as Independent Officers, as prescribed in the regulations of the Tokyo Stock Exchange. If this proposal is approved as originally proposed, they are expected to remain as Independent Officers.
  8. The Company has concluded the directors and officers liability insurance contract with an insurance company that insures all of the Directors of the Company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If the election of each of the candidates is approved and they are appointed as Directors, they will be insured under the insurance contract. The Company plans to renew the insurance policy with the same contents at the next renewal.

(Reference) Composition and Skills Matrix of the Board of Directors after the Election

If Proposal 2 and Proposal 3 are approved as originally proposed, the composition of the Board of Directors will be as follows. This listing shows the fields in which each Director has especially specialized knowledge based on their experience, etc., and does not represent all the knowledge and experience of each Director.

Name	Positions at the Company (planned)	Especial expertise and experience					
		Management	Finance and accounting	Financial and capital markets	Compliance and risk management	Global	EdTech
Gaku Nakamura	Representative Director and CEO	●			●	●	●
Shunichi Tsubouchi	Director			●		●	
Yasumasa Yasui	Director				●		
Takao Mihara	Outside Director (Audit and Supervisory Committee Member)		●	●	●		
Jun Narimatsu	Outside Director (Audit and Supervisory Committee Member)		●	●	●		
Miki Igarashi	Outside Director (Audit and Supervisory Committee Member)	●			●	●	

Details of expertise and experience

Management	Experience as a business manager (a director with representation right) at listed companies
Finance and accounting	Certified public accountant/tax accountant; experience as CFO; experience as a general manager/officer in charge of finance and accounting-related divisions
Financial and capital markets	Person with expertise in the financial market (analyst), etc.; experience as a general manager/officer in charge of M&A and/or investment management divisions
Compliance and risk management	Lawyer; experience as a general manager/officer in charge of legal affairs and compliance-related divisions, internal audit divisions, or general affairs divisions; experience as an outside officer at other companies (excluding the Group companies)
Global	Experience in managing overseas companies; experience as a general manager/officer in charge of overseas business-related divisions
EdTech	Experience as an executive director at EdTech companies; experience as a general manager/officer in charge of technology strategy and R&D divisions at EdTech companies