

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.

Securities Code: 3839

Date of sending by postal mail: June 10, 2024

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

To our shareholders:

Katsune Hidekazu
Representative Director and President
ODK Solutions Company, Ltd.
6-7, Doshomachi 1-chome, Chuo-ku, Osaka

Notice of the 61st Annual Shareholders' Meeting

We are pleased to announce the 61st Annual Shareholders' Meeting of ODK Solutions Company, Ltd. (the "Company"), which will be held as indicated below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (items subject to measures for electronic provision) in electronic format, and posts this information on the Company's website. Please access the websites shown below to view the information.

The Company's website: <https://www.odk.co.jp> (in Japanese)

(From the above website, select "For Investors," and then "IR Library," "Other IR Materials," "Annual Shareholders' Meeting.")

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/3839/teiji/> (in Japanese)

In addition to posting the measures for electronic provision on the Company's website, the information is also posted on the website of the Tokyo Stock Exchange, Inc. (TSE).

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 "ODK Solutions" in "Issue name (company name)" or the Company's securities code "3839" 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 can exercise your voting rights by any of the following methods. Please examine the Reference Documents for the Shareholders' Meeting and exercise your voting rights.

[Exercising your voting rights via the Internet, etc.]

Please access the Company's designated website for exercising voting rights (<https://evote.tr.mufg.jp/>) (in Japanese only) and follow the on-screen guidance to enter your approval or disapproval for the proposals by Tuesday, June 25, 2024 at 5:00 p.m. (JST).

[Exercising your voting rights in writing]

Please indicate your approval or disapproval for each of the proposals on the enclosed voting form, and return the form to us no later than 5:00 p.m. on Tuesday, June 25, 2024 (JST).

The Company will send a QUO gift card worth ¥500 at a later date to each shareholder who exercised their voting rights if their vote is valid, regardless of their approval or disapproval for the proposals. The monetary value of each QUO gift card will be ¥500 regardless of the shareholder's number of voting rights.

1. **Date and Time:** Wednesday, June 26, 2024, at 10:00 a.m. (JST)
2. **Venue:** Conference Room, 17th floor, JMF-Bldg. Kitahama 01
6-7, Doshomachi 1-chome, Chuo-ku, Osaka

3. Purpose of the Meeting

Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 61st fiscal year (from April 1, 2023 to March 31, 2024), and the audit results of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 61st fiscal year (from April 1, 2023 to March 31, 2024)

Matters to be resolved

Proposal No. 1: Appropriation of Surplus

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

4. Matters Relating to the Convocation (Information on Exercise of Voting Rights)

- (1) If you have exercised your voting rights in writing (by post) and have indicated neither approval nor disapproval of a proposal, it will be treated as an indication of approval.
 - (2) If you have exercised your voting rights via the Internet multiple times, the last time will be treated as valid.
 - (3) If you have exercised your voting rights both via the Internet and in writing (by post), regardless of when the votes are received, the vote via the Internet will be treated as valid.
 - (4) If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company as your proxy to attend the Shareholders' Meeting. Please note, however, that it is necessary to submit a document proving the authority of proxy.
- For those attending the meeting in person, please submit the voting form at the reception desk.
 - The Company has sent paper-based documents stating the items subject to measures for electronic provision to shareholders who have made a request for delivery of such documents. However, pursuant to laws and regulations, as well as Article 16 of the Articles of Incorporation of the Company, the following items are posted on the Company's website and are not included in the paper-based documents to be delivered. Accordingly, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements included in the paper-based documents constitute a part of the documents audited by the Financial Auditor in preparing the financial audit report and the Audit and Supervisory Committee in preparing the audit report.
 - (i) "Principal Lines of Business," "Main Offices," "Status of Shares," "Status of Stock Acquisition Rights," "Overview of Limited Liability Agreement," "Overview of Directors and Officers Liability Insurance Policy," "Matters Related to Outside Directors," "Matters Related to the Financial Auditor" and "System to Ensure That the Execution of the Duties of Directors Complies With Laws and Regulations, and the Articles of Incorporation, Other Systems to Ensure the Appropriateness of Business Operations and the Operational Status of the Systems" in the Business Report
 - (ii) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - (iii) "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the 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 website and the TSE website.
 - Please note that the Company will not provide commemorative gifts.
 - We will attend the meeting in business casual attire. The Company asks our shareholders to attend the meeting in informal clothing as well.

The Company's website (<https://www.odk.co.jp/>) (in Japanese)

Reference Documents for the Shareholders' Meeting

Proposal No. 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

While keeping in mind the continuous return of profit to shareholders and based on the basic policy of maintaining a stable dividend payment of ¥10 per year, the Company proposes to pay a year-end dividend for the 61st fiscal year as follows:

- (i) Type of dividend property
Cash

- (ii) Allotment of dividend property and their aggregate amount
¥5 per common share of the Company
Total payment: ¥40,486,440
The dividends for the fiscal year, including the interim dividend of ¥5 already paid, will be ¥10 per share.

- (iii) Effective date of dividends of surplus
June 27, 2024

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

The terms of office of all six Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of six Directors.

With regard to this proposal, the Nomination and Compensation Committee, which consists of a majority of independent outside directors, was consulted and provided a report, and the Audit and Supervisory Committee subsequently examined the matter, including the details of deliberations by the Nomination and Compensation Committee. As a result, the Company has determined that all candidates are qualified.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company	
1	Katsune Hidekazu	Representative Director and President	Reelection
2	Moriwaki Hirofumi	Managing Director	Reelection
3	Sakumoto Yoshiyuki	Managing Director	Reelection
4	Yoshimura Mikio	Director	Reelection
5	Otsuka Hiroshi	Director	Reelection
6	Kawaguchi Shinya	Director	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchange

(Reference) Skills Matrix

Position in the Company		Name	Experience and expertise								
			Corporate management	Technology/ industry knowledge	Governance	Legal & Compliance	Accounting & tax matters	Finance/ M&A*	Marketing	Digital transformation (DX)	
Representative Director and President	–	Katsune Hidekazu	•	• Technology/ education						•	
Managing Director	–	Moriwaki Hirofumi	•	• Technology/ securities & finance, healthcare and HR						•	•
Managing Director	–	Sakumoto Yoshiyuki	•	• HR	•			•		•	
Director	–	Yoshimura Mikio	•	• Technology/ education						•	
Director	–	Otsuka Hiroshi	•		•	•	•				
Director	Outside	Kawaguchi Shinya		• Securities & finance	•	•		•			
Director (Audit and Supervisory Committee Member)	–	Wakabayashi Koji		• Technology/ education, and securities & finance	•					•	
Director (Audit and Supervisory Committee Member)	Outside	Fujioka Hiroshi			•		•	•			
Director (Audit and Supervisory Committee Member)	Outside	Hiramatsu Ayako			•	•	•	•			

* Organized as skills that include “Engagement with capital markets.”

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
1	<p>Katsune Hidekazu (September 14, 1962) Reelection</p> <p>Number of years in office 12 years Attendance at Board of Directors meetings 12/12</p>	<p>Apr. 1987</p> <p>July 2009</p> <p>June 2011</p> <p>June 2012</p> <p>July 2014</p> <p>June 2015</p> <p>June 2018</p> <p>June 2020</p>	<p>Joined the Company</p> <p>Department Manager of Educational System Department</p> <p>Department Manager of General Affairs Department</p> <p>Director, and Department Manager of General Affairs Department</p> <p>Director</p> <p>Managing Director</p> <p>Representative Director and Executive Managing Director</p> <p>Representative Director and President (current position)</p>	46,800 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Since joining the Company, Katsune Hidekazu has been responsible for a wide range of practical business, mainly in the educational departments. After assuming the position of Director, in the administrative departments, he has forged many business and capital alliances with GAKKEN HOLDINGS CO., LTD. and other companies, and in the educational business, he has played a central role in efforts to expand the sales of "University Entrance Examination Web Application Service" and launch "UCARO®." He currently serves as the Representative Director and President of the Company. His broad business experience and insight will contribute to enhancing the corporate value of the Company over the medium to long term, and he serves as the core of the Company's management. Accordingly, the Company proposes his reelection as a Director.</p>				
2	<p>Moriwaki Hirofumi (January 18, 1966) Reelection</p> <p>Number of years in office 8 years Attendance at Board of Directors meetings 12/12</p>	<p>Apr. 1989</p> <p>July 2012</p> <p>Apr. 2013</p> <p>Apr. 2015</p> <p>June 2016</p> <p>June 2018</p> <p>June 2021</p>	<p>Joined the Company</p> <p>Department Manager of General Affairs Department</p> <p>Department Manager of Business Development and Sales Promotion Department</p> <p>Department Manager of Business Development Department</p> <p>Director</p> <p>Managing Director (current position)</p> <p>In charge of Network Systems and Information Management Department, Business Solutions Department and Securities Finance Solutions Department (current position)</p>	28,300 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Since joining the Company, Moriwaki Hirofumi has experience in the business of many departments and was deeply involved in launching the medical-related business. After assuming the position of Director, in addition to medical-related work, various application development, and securities work, he has been in charge of network systems and information management utilizing his wealth of knowledge about IT. His broad business experience and insight will contribute to enhancing the corporate value of the Company over the medium to long term. Accordingly, the Company proposes his reelection as a Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
3	<p>Sakumoto Yoshiyuki (March 16, 1970) Reelection</p> <p>Number of years in office 6 years</p> <p>Attendance at Board of Directors meetings 12/12</p>	<p>Apr. 1992 Joined Takashimaya Company, Limited</p> <p>Mar. 2006 Joined the Company</p> <p>Apr. 2013 Department Manager of General Affairs Department</p> <p>July 2014 Department Manager of General Affairs Department, and Department Manager of Business Development Department</p> <p>July 2016 Department Manager of Planning and General Affairs Department</p> <p>June 2018 Director, and Department Manager of Planning and General Affairs Department</p> <p>June 2021 Managing Director (current position) In charge of Corporate Strategy Department, Pottos Product Marketing Department, Overall Management Administration of the ODK Group (current position)</p> <p>Apr. 2023 In charge of New Business Development Department (current position)</p> <p>Significant concurrent positions outside the Company Representative Director of Pottos, Inc. and Director of Fplus, Inc.</p>	25,600 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Since before joining the Company, Sakumoto Yoshiyuki has had knowledge and experience in human resources, business control, etc. After joining the Company, he has been involved in newly listing the Company and almost all collaborations and business and capital alliances, and has also been in charge of establishing the management foundation, including management strategies and corporate governance. In addition, he is a former Outside Director of Realglobe Inc., which is a business and capital alliance partner, and is well versed in management of startup companies. His broad business experience and insight from his master's degree will contribute to enhancing the corporate value of the Company over the medium to long term. Accordingly, the Company proposes his reelection as a Director.</p>			
4	<p>Yoshimura Mikio (May 2, 1965) Reelection</p> <p>Number of years in office 6 years</p> <p>Attendance at Board of Directors meetings 12/12</p>	<p>Apr. 1984 Joined MC-kikaku Co., Ltd.</p> <p>June 1988 Joined the Company</p> <p>July 2016 Department Manager of Educational System Department</p> <p>June 2018 Director, and Department Manager of Educational System Department</p> <p>July 2021 Director (current position) In charge of Educational Solutions Department (current position)</p> <p>Significant concurrent positions outside the Company Director of ECS, Inc.</p>	20,600 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Since joining the Company, Yoshimura Mikio has been in charge of sales and the practical business of development and operations of services for universities and general business companies. After assuming the position of Director, he has been involved in expanding the sales and services of "UCARO®" and providing education-related services such as "iiscore-U," and he is promoting new developments in the current educational business. His broad business experience and insight will contribute to enhancing the corporate value of the Company over the medium to long term. Accordingly, the Company proposes his reelection as a Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
5	Otsuka Hiroshi (September 9, 1968) Reelection Number of years in office 4 years Attendance at Board of Directors meetings 12/12	Apr. 1991 Joined the Company July 2014 Department Manager of General Affairs Department, and Department Manager of Business Development Department Apr. 2015 Department Manager of General Affairs Department July 2016 Department Manager of Planning and General Affairs Department, and Department Manager of Securities Finance System Department July 2019 Department Manager of Planning and General Affairs Department June 2020 Director, and Department Manager of Planning and General Affairs Department July 2020 Director, and Department Manager of Human Resource and Finance Department Apr. 2023 Director, and General Manager of Human Resource and Finance Department (current position)	19,300 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Since joining the Company, Otsuka Hiroshi has been responsible for supporting various corporate actions of the Company in the administrative departments, mainly in accounting and finance, and he has played a central role in the development and strengthening of corporate governance. In addition, he has experience concurrently serving as Department Manager of Business Development Department and Department Manager of Securities Finance System Department. His wealth of business experience as Department Manager and considerable insight that goes beyond human resource and finance will contribute to enhancing the corporate value of the Company over the medium to long term. Accordingly, the Company proposes his reelection as a Director.</p>			
6	Kawaguchi Shinya (September 10, 1964) Reelection Outside Independent Number of years in office 11 years Attendance at Board of Directors meetings 12/12	Apr. 1995 Registered as attorney-at-law (Osaka Bar Association) Sept. 2005 Established Ace Law Office Partner (current position) June 2013 Director of the Company (current position) Significant concurrent positions outside the Company Partner of Ace Law Office	–
<p>Reasons for nomination as a candidate for outside Director and overview of the role expected</p> <p>Although Kawaguchi Shinya has no experience participating in corporate management other than serving as an outside director, he is well versed in corporate legal affairs based on his track record as an attorney-at-law. In addition, the Company expects him to contribute to securing soundness of decision-making by the Board of Directors in light of his experience of proactively making statements, etc. based on an objective and fair perspective from his consistently independent standpoint as an outside Director of the Company. The Company has determined that he will be able to perform his duties appropriately and effectively in corporate governance. Accordingly, the Company proposes his election as an outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Kawaguchi Shinya is a candidate for outside Director.
 3. At the conclusion of this meeting, Kawaguchi Shinya's tenure as outside Director of the Company will have been eleven years.
 4. The Company has concluded a limited liability agreement with Kawaguchi Shinya pursuant to Article 427, paragraph (1) of the Companies Act. If the reelection of Mr. Kawaguchi is approved, the Company plans to renew the aforementioned agreement with him.
 5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. If each candidate is elected and assumes the office as Director, each candidate will be included in the policy as an insured.
When the policy is renewed, the Company plans to renew the policy with the same details.

6. The Company has submitted notification to the Tokyo Stock Exchange that Kawaguchi Shinya has been designated as an independent officer as provided for by the aforementioned exchange.