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Securities code: 3762

June 12, 2024

(Electronic provisional measures commence on June 6, 2024)

To Shareholders with Voting Rights:

Takaharu Yai
President and CEO
TECHMATRIX CORPORATION
2-70 Konan 1-chome, Minato-ku,
Tokyo, Japan

**NOTICE OF
THE 40th 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 40th Annual General Meeting of Shareholders of TECHMATRIX CORPORATION (the “Company”) will be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing, via the Internet, or other means. Please review the Reference Documents for the General Meeting of Shareholders in the matters subject to the electronic provision measures and exercise your voting rights no later than 5:30 p.m. on Thursday, June 27, 2024.

1. Date and Time: Friday, June 28, 2024 at 2:00 p.m. Japan time (Reception will start at 1:00 p.m.)

2. Place: Conference room on 3rd floor, SHINAGAWA SEASON TERRACE
2-70 Konan 1-chome, Minato-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the Company’s 40th Fiscal Year (April 1, 2023–March 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 40th Fiscal Year (April 1, 2023–March 31, 2024)

Proposal to be resolved:

Proposal: Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

1. **Electronic provision measures of the Reference Documents, etc. for the General Meeting of Shareholders**

When convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following websites under “The 40th Ordinary General Meeting of Shareholders.” (Meanwhile, for this General Meeting of Shareholders, the Company will send paper copies of the matters subject to electronic provision measures to all shareholders as in the previous years regardless of whether or not they made a request for delivery of documents.)

The Company’s website:

https://www.techmatrix.co.jp/en/ir/event/event_03.html

Tokyo Stock Exchange website:

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

Please access the website above, enter the name or stock exchange code (3762) of the Company and click on “Search” to find search results. Then, click on “Basic information” and “Documents for public inspection/PR information” in this order.

2. **Amendments to the Reference Documents, etc. for the General Meeting of Shareholders**

When any amendments are made to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements, such amendments will be posted on the websites stated in 1 above.

3. **Precautions when attending the meeting**

(1) Please be advised that no souvenirs will be provided to attending shareholders.

(2) The venue has dedicated spaces for wheelchair users, etc. If you wish to use the spaces, please ask the staff when you arrive at the venue.

4. **Live streaming (Available only in Japanese)**

This Annual General Meeting of Shareholders will be streamed live online. Shareholders who watch the live streaming will not be able to participate the resolutions on the day of the General Meeting of Shareholders. Therefore, we kindly ask them to exercise their voting rights in advance. Please be advised that we will not respond to inquiries about how to access the Internet or how to view the live streaming.

https://youtube.com/live/_gfJJOx9qyU?feature=share

Reference Documents for the General Meeting of Shareholders

Proposal and References

Proposal: Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The term of office of all seven (7) Directors (excluding Directors who are Audit & Supervisory Committee Members; hereinafter, the same shall apply throughout this Proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we hereby propose to elect seven (7) Directors. The seven (7) candidates for Director consist of five (5) males and two (2) females.

The Company recognizes that the highest priority issue is to improve its medium-to long-term corporate value through sustainable growth and enhanced stability of its business. Individuals with the following abilities are therefore selected as candidates for Director: familiar with the Company's business with strategic thinking; insightful into technological advances; knowledgeable about compliance and internal control; well-informed about the markets facing the Company; and experienced and knowledgeable about corporate finance and management.


The Company has established the "Personnel Committee," a voluntary committee that consists of President and two Outside Directors (Audit & Supervisory Committee Members who are Independent Officers). The Personnel Committee discusses and nominates candidates for election as Directors as well as discusses and decides on proposals on remuneration for Directors and Directors subject to removal. Based on the nomination proposal formulated by the Personnel Committee, the Board of Directors decides on candidates as a proposal to be submitted to the General Meeting of Shareholders.

In determining the Company's opinions to be expressed at the General Meeting of Shareholders regarding the election, removal or resignation of Directors who are not Audit & Supervisory Committee Members, the Audit & Supervisory Committee expressed its opinion that each of the candidates is qualified to serve as Director of the Company after due consideration of his/her extensive experience and abilities in addition to the status of execution of his/her duties and the business performance during the fiscal year under review.


The candidates for Director are as follows:


No.	Name	Current positions and responsibilities at the Company
1	Takaharu Yai [Reappointment]	President Chief Executive Officer
2	Yoshihisa Yoda [Reappointment]	Director Senior Executive Operating Officer Head of Medical System Business Unit
3	Takeshi Suzuki [Reappointment]	Director Senior Operating Officer Head of Application Services Business Unit Manager of CRM Solution Division
4	Takeya Shiga [New appointment]	Operating Officer Head of Information Infrastructure Business Unit Manager of Network Security Division Head of Network Security Sales Division
5	Hiroaki Yasutake [Reappointment] [Outside] [Independent]	Director
6	Michi Kaifu [Reappointment] [Outside] [Independent]	Director
7	Ari Horie [Reappointment] [Outside] [Independent]	Director


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	 <p>Takaharu Yai (December 27, 1965) Male [Reappointment]</p> <p>Attendance at the Board of Directors meetings: 100% (13/13)</p>	<p>April 1988 Joined Nichimen Corporation (currently Sojitz Corporation)</p> <p>June 1993 Transferred to the Company</p> <p>May 2001 Joined the Company</p> <p>July 2005 General Manager of Network Integration Sales Department</p> <p>October 2007 Head of Network Security Sales Division</p> <p>August 2008 Manager of Network Security Division</p> <p>September 2008 Director, Cross Head</p> <p>June 2009 Director, Operating Officer and Manager of Network Security Division, the Company</p> <p>June 2012 Director, Senior Operating Officer and Manager of Network Security Division</p> <p>June 2015 Vice President, Cross Head (to present)</p> <p>April 2017 Director, Senior Operating Officer, Head of Information Infrastructure Business Unit and Manager of Network Security Division, the Company</p> <p>June 2020 Director, OCH Co., Ltd. (to present)</p> <p>May 2022 Director, Senior Executive Operating Officer, Head of Information Infrastructure Business Unit and Manager of Network Security Division, the Company</p> <p>April 2024 President and Chief Executive Officer (to present)</p>	132,327 shares
<p>[Reason for nomination as a candidate for Director] Mr. Takaharu Yai has led the business related to network security for many years and has played a leading role in expanding the Information Infrastructure Business Unit and making it our core business. He has experience and outstanding knowledge of the overall management of the Company. Therefore, we propose to reelect him as a candidate for Director in order for the Group to achieve further growth.</p>			


No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	 <p data-bbox="231 831 419 925">Yoshihisa Yoda (April 19, 1964) Male</p> <p data-bbox="231 958 419 992">[Reappointment]</p> <p data-bbox="199 1025 451 1115">Attendance at the Board of Directors meetings: 92% (12/13)</p>	<p data-bbox="480 275 1238 338">April 1987 Joined Nichimen Corporation (currently Sojitz Corporation)</p> <p data-bbox="480 353 1026 387">March 1990 Transferred to the Company</p> <p data-bbox="480 398 1209 461">April 2000 Joined the Company as General Manager of Advanced System Sales Department</p> <p data-bbox="480 477 1206 539">June 2001 Director and General Manager of Advanced System Sales Department</p> <p data-bbox="480 555 1270 618">July 2004 Director, Operating Officer and General Manager of Advanced System Sales Department</p> <p data-bbox="480 633 1206 696">July 2005 Director, Operating Officer and Manager of Medical Systems Division</p> <p data-bbox="480 712 1254 775">June 2012 Director, Senior Operating Officer and Manager of Medical Systems Division</p> <p data-bbox="480 790 1265 880">April 2017 Director, Senior Operating Officer, Head of Application Services Business Unit and Manager of Medical Systems Division</p> <p data-bbox="480 896 914 929">April 2017 CEO, Ichigo LLC</p> <p data-bbox="480 945 1273 1081">April 2018 Director, Senior Operating Officer and Head of Application Services Business Unit, the Company President and Chief Executive Officer, NOBORI Ltd.</p> <p data-bbox="480 1097 1217 1160">CEO and Executive member, Ichigo LLC (to present)</p> <p data-bbox="480 1176 999 1209">February 2019 Director, A-Line Co. Ltd.</p> <p data-bbox="480 1225 1217 1288">April 2022 Representative Director, PSP Corporation (to present)</p> <p data-bbox="480 1303 1262 1393">May 2022 Director, Senior Executive Officer and Head of Medical System Business Unit, the Company (to present)</p>	204,327 shares
<p data-bbox="199 1413 786 1447">[Reason for nomination as a candidate for Director]</p> <p data-bbox="199 1447 1441 1570">Mr. Yoshihisa Yoda has led the business related to the application services sector for many years and has played a leading role in launching, expanding and reforming the medical systems business. He has experience and outstanding knowledge of the overall management of the Company. Therefore, we propose to reelect him as a candidate for Director in order for the Group to achieve further growth.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	 <p data-bbox="220 741 432 831">Takeshi Suzuki (January 21, 1967) Male</p> <p data-bbox="229 869 422 898">[Reappointment]</p> <p data-bbox="193 936 459 1025">Attendance at the Board of Directors meetings: 100% (13/13)</p>	<p data-bbox="480 277 1230 338">April 1989 Joined Nichimen Corporation (currently Sojitz Corporation)</p> <p data-bbox="480 353 1018 383">January 1992 Transferred to the Company</p> <p data-bbox="480 398 932 427">April 2000 Joined the Company</p> <p data-bbox="480 443 1206 504">July 2005 General Manager of Advanced System Sales Department</p> <p data-bbox="480 519 1107 548">October 2007 Manager of CRM Solution Division</p> <p data-bbox="480 564 1262 624">June 2009 Operating Officer and Manager of CRM Solution Division</p> <p data-bbox="480 640 1267 701">June 2016 Director, Operating Officer and Manager of CRM Solution Division</p> <p data-bbox="480 716 1257 813">April 2017 Director, Operating Officer, Deputy Head of Application Services Business Unit and Manager of CRM Solution Division</p> <p data-bbox="480 828 1150 857">June 2017 Director, CASAREAL, Inc. (to present)</p> <p data-bbox="480 873 1278 934">July 2021 Director, WISESIGHT (THAILAND) Co., Ltd. (to present)</p> <p data-bbox="480 949 1257 1077">May 2022 Director, Senior Operating Officer, Head of Application Services Business Unit and Manager of CRM Solution Division, the Company (to present)</p> <p data-bbox="480 1093 1214 1153">October 2022 Director, Choco Card Enterprise Co., Ltd. (to present)</p> <p data-bbox="480 1169 1246 1198">April 2023 Director, TechMatrix Asia Co., Ltd. (to present)</p>	87,038 shares
<p data-bbox="199 1227 788 1256">[Reason for nomination as a candidate for Director]</p> <p data-bbox="199 1263 1458 1379">Mr. Takeshi Suzuki has led the CRM solution business for many years and has served as Operating Officer to play a leading role in expanding the said business. He has experience and outstanding knowledge of the overall management of the Company. Therefore, we propose to reelect him as a candidate for Director in order for the Group to achieve further growth.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	 <p>Takeya Shiga (April 16, 1969) Male</p> <p>[New appointment]</p> <p>Attendance at the Board of Directors meetings: —% (—/—)</p>	<p>April 2000 Joined the Company</p> <p>April 2013 General Manager of EMC Sales Department, Network Security Division</p> <p>April 2018 General Manager of Network Sales Department, Network Security Division</p> <p>April 2020 General Manager of Sales Department 1, Network Security Division</p> <p>July 2022 Head of Network Security Sales Division and General Manager of Sales Department 1, Network Security Division</p> <p>June 2023 Operating Officer, Head of Network Security Sales Division</p> <p>April 2024 Operating Officer, Head of Information Infrastructure Business Unit, Manager of Network Security Division, and Head of Network Security Sales Division (to present)</p>	400 shares
<p>[Reason for nomination as a candidate for Director] Mr. Takeya Shiga has led the business related to network security for many years and has played a leading role in expanding the Information Infrastructure Business Unit and making it our core business. We believe that his extensive sales experience and deep insight into our business units will be utilized for the further growth of the Group. Therefore, we propose to elect him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	 <p>Hiroaki Yasutake (July 2, 1971) Male</p> <p>[Reappointment] [Outside] [Independent]</p> <p>Attendance at the Board of Directors meetings: 100% (13/13)</p>	<p>April 1997 Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION</p> <p>October 1998 Joined Rakuten, Inc. (currently Rakuten Group, Inc.)</p> <p>May 2005 Executive Officer, Rakuten, Inc.</p> <p>March 2007 Director and Executive Officer, Rakuten, Inc.</p> <p>April 2007 Director and Managing Executive Officer, Rakuten, Inc.</p> <p>June 2010 Director and Managing Executive Officer deputy in charge of DU, Rakuten, Inc.</p> <p>June 2013 Outside Director, the Company (to present)</p> <p>January 2014 Director and Managing Executive Officer in charge of DU, Rakuten, Inc. (currently Rakuten Group, Inc.)</p> <p>January 2016 Representative employee, Cardinal LLC (to present)</p> <p>September 2016 Co-founder and CSO, Junify Corporation</p> <p>February 2022 External Director, Money Forward, Inc. (to present)</p> <p>July 2022 CEO, Junify Corporation (to present)</p> <p>March 2023 Outside Director, Novarca Inc. (to present)</p>	0 shares
<p>[Reason for nomination as a candidate for Outside Director and outline of expected role] Mr. Hiroaki Yasutake has a wealth of experience and outstanding knowledge in the Internet business and system development field. As we expect him to provide effective advice and opinions on the Company's management from a technological perspective and from a standpoint independent of the management team, we propose to reelect him as a candidate for Outside Director. He is currently registered as an Independent Officer of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	 <p>Michi Kaifu (March 12, 1960) Female</p> <p>[Reappointment] [Outside] [Independent]</p> <p>Attendance at the Board of Directors meetings: 100% (13/13)</p>	<p>April 1983 Joined Honda Motor Co., Ltd.</p> <p>June 1988 Joined Bain & Company, Inc.</p> <p>September 1989 Joined NIPPON TELEGRAPH AND TELEPHONE CORPORATION</p> <p>May 1996 Director, Business Development, NextWave Telecom Inc.</p> <p>August 1998 Chief Executive Officer, Started ENOTECH Consulting, LLC. (to present)</p> <p>June 2020 Outside Director, the Company (to present)</p> <p>September 2021 Visiting Professor, Seikei University (to present)</p>	0 shares
<p>[Reason for nomination as a candidate for Outside Director and outline of expected role]</p> <p>Ms. Michi Kaifu has a wealth of experience and outstanding knowledge in the Internet business and emerging technologies field. As we expect her to provide effective advice and opinions on the Company's management from the perspective of management strategy as an entrepreneur and consultant and from a standpoint independent of the management team, we propose to reelect her as a candidate for Outside Director. She is currently registered as an Independent Officer of the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	 <p data-bbox="236 551 416 640">Ari Horie (May 22, 1972) Female</p> <p data-bbox="229 674 422 770">[Reappointment] [Outside] [Independent]</p> <p data-bbox="193 801 464 898">Attendance at the Board of Directors meetings: 92% (12/13)</p>	<p data-bbox="480 277 1150 338">June 1997 Joined International Business Machines Corporation</p> <p data-bbox="480 353 1166 387">1999 Joined Prio, Inc. (currently Blucora, Inc.)</p> <p data-bbox="480 403 1098 436">2000 Director of Marketing, Quious, Inc.</p> <p data-bbox="480 452 1203 512">2001 Director of Product Marketing, Quaartz, Inc. (currently Appiant Technologies, Inc.)</p> <p data-bbox="480 528 1139 589">2002 Chief Executive Officer, Started Amity International, LLC.</p> <p data-bbox="480 604 1235 665">January 2013 Founder and Chief Executive Officer, Women’s Startup Lab, Inc. (to present)</p> <p data-bbox="480 680 1102 714">September 2019 Director, Japan Innovation Network</p> <p data-bbox="480 730 1187 763">June 2020 Outside Director, the Company (to present)</p> <p data-bbox="480 779 1225 840">March 2022 Representative Director, Women’s Startup Lab Impact Foundation Japan (to present)</p>	0 shares
<p data-bbox="204 911 1203 945">[Reason for nomination as a candidate for Outside Director and outline of expected role]</p> <p data-bbox="204 952 1442 1126">Ms. Ari Horie offers a training program for women entrepreneurs in Silicon Valley, U.S. and has a wealth of experience and outstanding knowledge in fostering next-generation leaders based on entrepreneurship. As we expect her to provide effective advice and opinions on the Company’s management from the perspective of women’s advancement in workplace and from a standpoint independent of the management team, we propose to reelect her as a candidate for Outside Director. She is currently registered as an Independent Officer of the Company.</p>			

- Notes:
1. Mr. Yoshihisa Yoda served as President and Chief Executive Officer of NOBORI Ltd., a consolidated subsidiary of the Company until March 31, 2022. NOBORI Ltd. merged with PSP Corporation effective April 1, 2022, with PSP Corporation as the surviving company and NOBORI Ltd. as the absorbed company. PSP Corporation is a consolidated subsidiary of the Company and Mr. Yoshihisa Yoda serves as its Representative Director. Although the Company has transactions with PSP Corporation involving networking products and maintenance management, etc., the respective net sales to the company account for a relatively small percentage (1% or less) of the Company's net sales, and terms and conditions applied to the transactions with the company are the same as those with other companies.
 2. Ms. Michi Kaifu serves as Chief Executive Officer of ENOTECH Consulting, LLC. Although the Company has had transactions with ENOTECH Consulting, LLC. in relation to venture company research, the net sales to ENOTECH Consulting, LLC. account for a relatively small percentage (less than 1 million yen) of the Company's net sales, and terms and conditions applied to the transactions with ENOTECH Consulting, LLC. are the same as those with other companies. Therefore, there is no significant impact on her independence.
 3. There is no special interest between any of the other candidates and the Company.
 4. The Company has concluded a directors and officers liability insurance (D&O Insurance) contract with an insurance company. The insurance contract shall cover any damages and legal costs to be borne by the insured as a result of a claim for damages due to any acts (including omissions) committed by the insured based on his/her position as an Officer, etc. of the Company. The insurance premiums for all the insured are fully paid by the Company. If the candidates are elected and appointed as Directors, they shall be the said insured under the insurance contract. The Company plans to renew the insurance contract with the same contents at the next renewal.
 5. Mr. Hiroaki Yasutake, Ms. Michi Kaifu and Ms. Ari Horie are candidates for Outside Director.
If the appointment of Mr. Hiroaki Yasutake, Ms. Michi Kaifu and Ms. Ari Horie is approved, the Company intends to register them as Independent Officers as set forth by the Tokyo Stock Exchange.
 6. Term of office of the candidates for Outside Director as Outside Directors of the Company:
The term of office of Mr. Hiroaki Yasutake as Outside Director of the Company will be eleven (11) years at the conclusion of this General Meeting of Shareholders.
The term of office of Ms. Michi Kaifu as Outside Director of the Company will be four (4) years at the conclusion of this General Meeting of Shareholders.
The term of office of Ms. Ari Horie as Outside Director of the Company will be four (4) years at the conclusion of this General Meeting of Shareholders.
 7. Mr. Hiroaki Yasutake served as Director of Rakuten, Inc. (currently Rakuten Group, Inc.) until January 10, 2016. Net sales to Rakuten, Inc. account for a relatively small percentage (1% or less) of the Company's net sales, and terms and conditions applied to the transactions with Rakuten, Inc. are the same as those with other companies. At the Board of Directors meeting held on June 24, 2022, it was resolved that the shares of Rakuten, Inc. held by the Company were reclassified from held for other than pure investment to held for pure investment. Therefore, there are no material relationships that may affect his independence.

(Reference)
Officers' Skills Matrix

	Corporate management	Finance/ Accounting	Legal/Risk management	Sales/ Marketing	Industry knowledge/ Technology	Internationalism	Human resources development/ Diversity
Judgment criteria (3 years or more)	Management experience or experience as a full-time director	Finance/ accounting knowledge and experience	Legal, risk management, internal control, and audit experience	Sales or marketing experience	Experience working in the Company's business markets or related markets	Experience in transactions with foreign countries or experience as an officer in an overseas company	Experience in human resources development and training or promoting diversity
Takaharu Yai	○			○	○	○	
Yoshihisa Yoda	○			○	○	○	
Takeshi Suzuki	○			○	○	○	
Takeya Shiga				○	○	○	
Hiroaki Yasutake	○			○	○	○	○
Michi Kaifu	○			○	○	○	○
Ari Horie	○			○	○	○	○
Hideyuki Sasaki	○	○	○	○		○	
Ken Takayama	○	○	○		○	○	
Ryota Miura	○		○				
Akio Sugihara	○			○	○	○	○

*The details stated represent the specific skills and expertise expected of each officer in particular and do not represent all of the skills and expertise possessed by each officer.