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Securities code: 4382

July 1, 2024

**To Shareholders with Voting Rights:**

Takahiro Hayashi,  
Chief Executive Officer  
HEROZ, Inc.  
5-31-17 Shiba, Minato-ku, Tokyo

**Notice of Convocation of the 16th Annual General Meeting of Shareholders**

Dear Shareholders:

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

This is to notify that the 16<sup>th</sup> Annual General Meeting of Shareholders of HEROZ, Inc (the “Company”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company has taken measures electronically to provide the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters to be provided electronically) and posted them on the Company's website on the Internet, so please access the following website and check the contents.

the Companies Website: <https://heroz.co.jp/ir> (Japanese Only)

In addition to the Company's website, the matters regarding the electronic provision of information are also posted on the website of the Tokyo Stock Exchange (TSE), which can be found at the following link.

Tokyo Stock Exchange Website (TSE Listed Company Information Service):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (Japanese Only)

Please review the Reference Documents for the 16<sup>th</sup> Annual General Meeting of Shareholders described hereinafter and exercise your voting rights by no later than 7:00 PM on Thursday, July 25, 2024, Japan Time.

- (1) Date and Time:** July 26, 2024 (Fri), 10:00 AM (reception starts at 9:30 AM)  
**(2) Location:** 401 Hall, Grand Park Conference, 3rd and 4th Floor, Tamachi Grand Park Plaza Building,  
3-4-1 Shibaura, Minato-ku, Tokyo

**(3) Purpose of the Meeting**

**Items to be reported**

To report on the Business Report, Financial Statements and Consolidated Financial Statements for the 16th fiscal year (May 1, 2023 to April 30, 2024) and the results of audits of the Consolidated Financial Statements by the Independent Auditor and the Audit Committee

**Items to be resolved**

**Proposal :** Election of four (4) Directors (Excluding Directors who are Audit and Supervisory

Committee Members)

**Matters Decided upon Convocation regarding the Exercise of Voting Rights:**

- (1) You can exercise your voting rights by voting via the Internet, etc. in advance of the meeting, by attending the meeting in person, or in writing.
- (2) If you submit a Voting Rights Exercise Form without indicating your approval or disapproval or abstention for any proposal, your vote for the proposal shall be counted as approval for the Company's proposals.
- (3) If you have exercised your voting rights more than once via the Internet, etc. and the content of your votes on the same agenda item differs, only your final vote shall be counted as valid.
- (4) If you have exercised your voting rights in advance both via the Internet, etc. and by submitting a Voting Rights Exercise Form, your votes via the Internet, etc. shall be counted as valid.
- (5) Please note that if you have exercised your voting rights in advance in writing or via the Internet, etc. and attend the meeting in person, the voting rights you have exercised in advance shall be invalidated.
- (6) If a proxy attends the meeting, the proxy shall be one other shareholder with voting rights in accordance with the provisions of Article 16 of the Articles of Incorporation. Please note that in such a case, you will be required to submit a document certifying your power of representation.

**Other information and request to shareholders:**

- (1) If you plan to attend the meeting, please submit the enclosed Voting Rights Exercise Form to the receptionist at the meeting.
- (2) Please note that there will be no souvenirs for attendees of the meeting.
- (3) Any revisions to the Reference Documents for the 16<sup>th</sup> Annual General Meeting of Shareholders and other appendices will be posted on the Company's website, and Tokyo Stock Exchange Website.
- (4) We will dress lightly (Cool Biz) on the day of the meeting. Shareholders are also kindly requested to attend the meeting in light attire.
- (5) Shareholders who have requested the delivery of the document will also receive a document stating the matters to be provided electronically, but the Company exclude some items in this document, in accordance with laws and regulations and Article 18 of the Company's Articles of Incorporation.

The business report consolidated financial statements and financial statements included in this document are a part of the subject documents that were audited by the Accounting Auditor in preparing the Accounting Audit Report and by the Audit Committee in preparing its Audit Report.

## **Guidance for Exercising Your Voting Rights**

### **If you attend the meeting:**

Please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting (Opens at 9:30 AM on Friday, July 26, 2024).

### **If you do not attend the meeting in person:**

If you do not attend the meeting in person, you can exercise your voting rights in advance either via the Internet, etc. or in writing.

#### **(1) Voting via the Internet, etc.:**

Please access our designated website, listed below, for exercising voting rights from your PC or smartphone, enter the log-in ID and password indicated in your Voting Rights Exercise Form, and enter your votes by following the instructions on the screen after reviewing the Reference Documents for the 16<sup>th</sup> Annual General Meeting of Shareholders. Your votes must be entered by no later than 7:00 PM, Thursday, July 25, 2024, Japan time.

<https://www.web54.net/> (Japanese Only)

Institutional Investors can use the electronic voting platform for institutional investors run by ICJ, Inc.

#### **(2) Voting by mail (in writing):**

Please review the Reference Documents for the 16<sup>th</sup> Annual General Meeting of Shareholders and return the Voting Rights Exercise Form with your votes by mail. The completed form must reach us by 7:00 PM, Thursday, July 25, 2024, Japan time.

## Reference Documents for the 16<sup>th</sup> Annual General Meeting of Shareholders

Proposal Election of four (4) Directors (Excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting. Therefore, the Company proposes the election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members).

The Audit and Supervisory Committee discussed this proposal, and there were no matters of particular note.

Candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate No	Name (Date of Birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Re-election</div> Takahiro Hayashi (December 20, 1976)	Apr. 1999    Joined NEC Corporation (NEC) Worked in IT Strategy Department and Corporate Planning Department Apr. 2009    Established the Company Representative Director, and CEO Aug. 2021    Representative Director, and Co-CEO of the Company Sep. 2022    Director of StrategIT, Inc. (current position) Nov. 2022    Director of VarioSecure, Inc. (current position) Jul. 2023    Representative Director, and CEO of the Company (current position) Oct. 2023    Outside Director of FIRST LOGIC, Inc. (current position). Dec. 2023    Director of A.I.Squared, Inc. (current position) Mar. 2024    Director of Tifana.com Co., Ltd. (current position)	4,281,099
(Significant concurrent positions outside the Company) Director of VarioSecure, Inc. Director of StrategIT, Inc. Director of A.I.Squared, Inc. Director of Tifana.com Co., Ltd. Outside Director of FIRST LOGIC, Inc.			
(Reasons for nomination) As a representative director of the Company, he has been directing the Company's management for many years and has contributed to the enhancement of the Company's corporate value. The Company has judged that he continues to be suitable for director based on his achievements, abilities, and abundant experience as a corporate manager, as well as his excellent character and insight.			
2	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Re-election</div> Tomohiro Takahashi (December 30, 1976)	Apr. 1999    Joined NEC Corporation (NEC) Worked in Biglobe Business Department and Corporate Planning Department Apr. 2009    Established the Company Representative Director, and COO Aug. 2021    Representative Director, and Co-CEO of the Company Jul. 2023    Representative Director, and CRO of the Company (current position) Mar. 2024    Director of Tifana.com Co., Ltd. (current position)	4,281,099
(Significant concurrent positions outside the Company) Director of Tifana.com Co., Ltd.			

(Reasons for nomination) As a representative director of the Company, he has been directing the Company's management for many years and has contributed to the enhancement of the Company's corporate value. The Company has judged that he continues to be suitable for director based on his achievements, abilities, and abundant experience as a corporate manager, as well as his excellent character and insight.			
3	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Re-election</div> Keiichi Iguchi (July 19, 1978)	Apr. 2003    Joined NEC Corporation (NEC) Worked in Central Research Labs Apr. 2010    Joined Donuts Co. Ltd., Development Manager May 2012    Joined Ginger Corporation, Director June 2013    Joined the Company, Development Manager July 2020    Director and CTO of the Company (current position) Nov. 2022    Director of VarioSecure, Inc. (current position)	13,499
(Significant concurrent positions outside the Company) Director of VarioSecure, Inc.			
(Reasons for nomination) He has extensive knowledge of wide range of IT technologies and experience in numerous development projects. Since June 2013, he has served as Development Manager of the Company and has made efforts to maintain and oversee the quality of our services. The Company has judged that he continues to be suitable for director based on his excellent character and insight, as well as his achievements and abilities.			
4	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Re-election</div> Hiroya Mori (Oct ,19 1973)	Oct. 1996    Joined Century Audit Corporation (currently Ernst & Young ShinNihon LLC) July. 2000    Joined Intellaset Inc. July. 2002    Joined Intelligence Corporation (currently Persol Career Co., Ltd.) April. 2016    Transferred to PERSOL HOLDINGS CORPORATION, General Manager, Group Finance Division Oct. 2021    Joined the Company, Executive Officer, and CFO Sep. 2022    Director of StrategIT, Inc. (current position) Nov. 2022    Director of VarioSecure, Inc. (current position) Jul. 2023    Representative Director, and CFO of the Company (current position) Dec. 2023    Director of A.I.Squared, Inc. (current position) Mar. 2024    Representative Director of Tifana.com Co., Ltd. (current position)	1,499
(Significant concurrent positions outside the Company) Director of VarioSecure, Inc. Director of StrategIT, Inc. Director of A.I.Squared, Inc. Representative Director of Tifana.com Co., Ltd.			
(Reasons for nomination) He has a high level of expertise in finance and accounting through his auditing experience at an auditing firm as a certified public accountant. He also has experience in group governance and M&A in the private sector, and has been in charge of the administrative division of the Company as an executive officer since 2021. The Company has judged that he is to be suitable for director because of his excellent character and insight, as well as his achievements and abilities.			

- Notes: 1. There is no special interest between any of the candidates and the Company.
2. The Company has concluded a directors' and officers' liability insurance policy with an insurance company under Article 430-3, Paragraph 1 of the Companies Act, which provides that the Company's directors are insured. The insurance agreement will cover any damage caused by the insured assuming responsibility for the execution of duties of the insured, or receiving claims related to the pursuit of such responsibility. If each candidate is elected as a Director, they will continue to be insured under the relevant insurance policy. In addition, at the next renewal of the policy, it is scheduled to be renewed with the same terms and conditions.

(Reference) Approach to the balance and diversity of knowledge, experience, and abilities of the Board of Directors  
 We believe it is important to discuss business and management strategies based on diverse values. To this end, we think that the following skills are important to support our growth.

Core Skills	Specific examples of skills
Skills which are basics of management	Corporate Management Finance, Accounting, and Taxation Governance and Risk Management
Skills which are key to creating AI services	IT and AI Technology Planning and Development Personnel and Labor Affairs, and Human Resource Development
Skills necessary to expand and promote our business	M&A

Our goal is to complement these skills with each other, to achieve objective and multifaceted deliberations, and to make our Board of Directors more effective. If this proposal is approved, the skill matrix of our Directors will be as follows:

Directors \ Skills	Corporate Management	IT and AI Technology	M&A	Planning and Development	Personnel and Labor Affairs, and Human Resource Development	Finance, Accounting, and Taxation	Governance and Risk Management
Takahiro Hayashi	◎	○		○	○		
Tomohiro Takahashi	◎	○		○			
Keiichi Iguchi		◎		○			
Hiroya Mori	◎		◎			◎	◎
Tomohiro Inoue						◎	○
Tooru Kamiyama			◎			○	
Yuko Kanamaru					◎		◎

Primary Skill: ◎      Secondary Skill: ○