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(Securities Code: 3903)

July 11, 2024

(Start date of electronic provision measures: July 5, 2024)

To our shareholders:

Hiroyuki Kawamoto  
Representative Director and President  
**gumi Inc.**  
4-34-7 Nishi-Shinjuku, Shinjuku-ku, Tokyo 160-0023  
Japan

## Notice of the 17th Ordinary General Meeting of Shareholders

gumi Inc. (the “Company”) would hereby like to inform you that the 17th Ordinary General Meeting of Shareholders will be held as follows.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information electronically on matters subject to electronic provision measures as per the Notice of the 17th Ordinary General Meeting of Shareholders and has posted the information on the following Internet websites.

The Company’s website: <https://gu3.co.jp/ir/> (available in Japanese only)

In addition to above, the Company has also posted information on the following Tokyo Stock Exchange (TSE) website.

TSE website (Listed Company Search):

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

Please access the TSE website above, enter “gumi” in the “Issue name (company name)” field or the Company’s securities code “3903” in the “Code” field, and click “Search.” Then, please 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 not attending the meeting, you can exercise your voting rights via the Internet or in writing. Please review the Reference Documents for General Meeting of Shareholders included in the matters subject to electronic provision measures and exercise your voting rights by 7:00 p.m. on Thursday, July 25, 2024 (JST).

The Company will livestream the General Meeting of Shareholders so that you can view it from your home or other locations.

**1. Date and Time:** Friday, July 26, 2024 at 10 a.m. (JST)

**2. Venue:** Hall, Bellesalle Nishi-Shinjuku  
1F, Sumitomo Fudosan Nishi-Shinjuku Building 3  
4-15-3 Nishi-Shinjuku, Shinjuku-ku, Tokyo

### **3. Purpose of the Meeting**

#### **Matters to be reported:**

1. Business Report and Consolidated Financial Statements for the 17th fiscal year from May 1, 2023 to April 30, 2024 as well as audit results of Accounting Auditor and the Audit and Supervisory Committee for the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the 17th fiscal year (from May 1, 2023 to April 30, 2024)

**Matters to be resolved:**

- Proposal No. 1** Election of two Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 2** Election of five Directors Who Are Audit and Supervisory Committee Members

- ◎ Please note that parties other than shareholders, such as proxies who are not shareholders and people accompanying shareholders, will not be able to attend the General Meeting of Shareholders.
- ◎ For those attending the meeting on the day, please submit the enclosed voting form at the reception desk.
- ◎ Matters prescribed for convocation
  - (1) In the case that shareholders are not attending the General Meeting of Shareholders, shareholders may still exercise their voting rights either in writing or by electromagnetic method (via the Internet, etc.).
  - (2) The deadline to exercise voting rights in writing or by electromagnetic methods (via the Internet, etc.) is 7 p.m. on Thursday, July 25, 2024 (JST), the day prior to the General Meeting of Shareholders.
  - (3) If your voting rights are exercised both in writing and by electromagnetic method (via the Internet, etc.), the exercise by electromagnetic method shall be deemed valid.
  - (4) If you vote more than once by electromagnetic method (via the Internet, etc.) using personal computers, smartphones, etc., the last vote shall be deemed valid.
  - (5) For the exercise of voting rights in writing, if the voting form is submitted and neither approval nor disapproval of the respective proposals is indicated, the Company will treat it as a vote for the approval of the proposal.
  - (6) You may name one shareholder who holds voting rights of the Company to act as proxy and exercise your voting rights. However, the proxy will be required to present documentary proof of his or her proxy's authority to exercise voting rights.
- ◎ Electronic Voting Platform

In the case that nominee shareholders such as trust and custody services banks (including standing proxies) apply in advance to use the Electronic Voting Platform operated by ICJ, a joint-venture company established by Tokyo Stock Exchange, Inc. and other entities, such shareholders can use the ICJ platform as a means to exercise their voting rights by electromagnetic method (via the Internet, etc.) at the Company's General Meeting of Shareholders.
- ◎ If any changes to the matters subject to measures for electronic provision are required, notice to such changes will be posted on the websites that post the matters subject to measures for electronic provision along with the unrevised and revised information.
- ◎ The enclosed documents also serve as the paper-based documents containing matters subject to measures for electronic provision in response to a request for paper-based documents. In accordance with laws and regulations and the provisions of Article 16 of the Company's Articles of Incorporation, the following items are omitted. Therefore, these documents constitute part of the documents that are audited by the Audit and Supervisory Committee and the Accounting Auditor when preparing the Audit Report.
  - Matters Related to Share Acquisition Rights, Etc. of the Company, Status of the Accounting Auditor, Systems for Ensuring the Propriety of Operations and Operation Status of the Relevant Systems, Consolidated Statement of Changes in Equity, Notes to Consolidated Financial Statements, Non-consolidated Statement of Changes in Equity, and Notes to Non-consolidated Financial Statements

## Reference Documents for General Meeting of Shareholders

**Proposal No. 1** Election of two Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all two Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of two Directors. This proposal has been reported by the Nomination and Remuneration Committee, which is composed of outside officers, and has been reviewed by the Audit and Supervisory Committee, which found no special matters to be mentioned.

The candidates for Director are as follows:

Candidate No.	Name Date of birth	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Hiroyuki Kawamoto (March 23, 1979)  Reappointment	<p>Apr. 2002      Joined Development Bank of Japan (currently Development Bank of Japan Inc.)</p> <p>Apr. 2008      Transferred to New Business Investment Co., Ltd. (currently DBJ Capital Co., Ltd.)</p> <p>Aug. 2011      Joined the Company Executive Officer</p> <p>Nov. 2011      Board Director, the Company</p> <p>Mar. 2016      Executive Vice President &amp; COO, the Company</p> <p>Jul. 2018      Representative Director and President, the Company (to the present)</p> <p>Significant concurrent positions outside the Company</p> <p>Director, Alim Co., Ltd.</p> <p>CEO, FgG, Inc.</p> <p>Director, Grams, Inc.</p> <p>Director, gumi Asia Pte. Ltd.</p> <p>Managing Director, gumi Taiwan Ltd.</p> <p>CEO, gumi ventures, Inc.</p> <p>Representative Director and President, gumi X Reality Inc.</p> <p>Representative Director and President, Tokyo XR Startups Inc.</p> <p>Representative Director and President, gC Games Inc.</p> <p>President, gumi America, Inc.</p> <p>Representative Director and President, gumi Cryptos Inc.</p> <p>Representative Director and President, gC Labs Inc.</p> <p>Director, gC Games Singapore Pte. Ltd.</p> <p>Director, gC Incubation Pte. Ltd.</p> <p>Outside Director, double jump.tokyo Inc.</p>	995,800

Candidate No.	Name Date of birth	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Makoto Motoyoshi (January 21, 1983)  Reappointment	<p>Apr. 2007      Joined Shinsei Bank, Limited (currently SBI Shinsei Bank, Limited)</p> <p>Jul. 2012      Seconded to the Company</p> <p>Feb. 2014      Joined the Company</p> <p>Jul. 2014      Executive Officer, the Company</p> <p>Jul. 2016      Board Director, the Company (to the present)</p> <p>Significant concurrent positions outside the Company</p> <p>Director, Alim Co., Ltd.</p> <p>Auditor, Grams, Inc.</p> <p>Director, gumi ventures, Inc.</p> <p>Auditor, gumi X Reality Inc.</p> <p>Auditor, Tokyo XR Startups Inc.</p> <p>Auditor, gumi Cryptos Inc.</p>	778,600

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
  2. The number of the Company's shares held by each candidate for Director is the number of shares held as of April 30, 2024.
  3. Reasons for nominating Hiroyuki Kawamoto as a candidate for Director  
In addition to specialized knowledge and abundant practical experience acquired during his tenure at financial institutions, Hiroyuki Kawamoto has abundant experience and broad insight regarding the overall corporate realm such as accounting, IR, M&A, financial strategy and internal control and plays an extremely important role in deciding and executing the Management Policy and the Business Strategy. Accordingly, the Company proposes his election as Director as it expects that his aforementioned experience, accomplishments, etc. will continue to benefit the decision-making of the Company's Board of Directors and contribute to increasing the Company's corporate value.
  4. Reasons for nominating Makoto Motoyoshi as a candidate for Director  
In addition to specialized knowledge and abundant practical experience during his tenure at financial institutions, Makoto Motoyoshi has abundant experience and broad insight regarding the Group's business in Japan and overseas, financial strategy and investment. Accordingly, the Company proposes his election as Director as it expects that his aforementioned experience, accomplishments, etc. will continue to benefit the decision-making of the Company's Board of Directors and contribute to increasing the Company's corporate value.
  5. The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering damages that may arise from the insured persons, including Directors of the Company, being held liable for the execution of their duties or receiving claims related to the pursuit of such liability. If each candidate is elected and assumes the office as Director, each of them will be the insured under the D&O insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

**Proposal No. 2** Election of five Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders. In order to strengthen its audit system, the Company proposes the election of five Directors who are Audit and Supervisory Committee Members.

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:

Candidate No.	Name Date of birth	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Kenji Shimizu (May 24, 1968)  Reappointment	<p>Nov. 1995      Joined Showa Ota &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>Oct. 2002      Joined Ozawa &amp; Akiyama</p> <p>Aug. 2013      Outside Corporate Auditor, Gunosy Inc. (to the present)</p> <p>Jan. 2015      Joined Takechi Law Firm</p> <p>Mar. 2016      Established Shimizu Law Firm, Representative Attorney (to the present)</p> <p>Mar. 2016      Outside Auditor, NIHON TECHNO CO. LTD. (to the present)</p> <p>Jul. 2016      Representative Director, NAGAKOSHI (to the present)</p> <p>Oct. 2019      Outside Auditor, AXXZIA INC. (to the present)</p> <p>Jul. 2020      Outside Director (Audit and Supervisory Committee Member), the Company (to the present)</p> <p>Significant concurrent positions outside the Company                      Outside Corporate Auditor, Gunosy Inc.                      Representative Attorney, Shimizu Law Firm                      Outside Auditor, NIHON TECHNO CO. LTD.                      Representative Director, NAGAKOSHI                      Outside Auditor, AXXZIA INC.</p>	—
2	Yusuke Ohaku (November 13, 1974)  New candidate	<p>Apr. 1998      Joined The Asahi Bank, Ltd. (currently Resona Bank, Limited)</p> <p>Nov. 2006      Joined SBI E*TRADE SECURITIES Co., Ltd. (currently SBI SECURITIES Co., Ltd.)</p> <p>May 2015      General Manager, Business Corporation Department, SBI SECURITIES Co., Ltd.</p> <p>Jan. 2020      General Manager, Investment Banking Department, SBI SECURITIES Co., Ltd.</p> <p>Jun. 2020      Executive Officer, General Manager, Investment Banking Department, SBI SECURITIES Co., Ltd.</p> <p>Aug. 2022      Executive Officer, General Manager, Sales Division, General Manager, Investment Banking Department, SBI SECURITIES Co., Ltd.</p> <p>Sep. 2022      Director, Regional Energy Development Co., Ltd. (to the present)</p> <p>Jun. 2023      Managing Executive Officer, General Manager, Sales Division, General Manager, Investment Banking Department, SBI SECURITIES Co., Ltd. (to the present)                      Director, Nippon Charge Infra Co., Ltd. (to the present)</p> <p>Mar. 2024      Director, Blue Planet-works, Inc. (to the present)</p> <p>Significant concurrent positions outside the Company                      Managing Executive Officer, General Manager, Sales Division, General Manager, Investment Banking Department, SBI SECURITIES Co., Ltd.                      Director, Regional Energy Development Co., Ltd.                      Director, Nippon Charge Infra Co., Ltd.                      Director, Blue Planet-works, Inc.</p>	—

Candidate No.	Name Date of birth	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Kenji Kobayashi (May 11, 1978)  New candidate	<p>Apr. 2005      Joined Corporate Directions, Inc.  Apr. 2009      Executive Officer, DeNA Co., Ltd.  Jun. 2011      Member of the Board, DeNA Co., Ltd.  Jun. 2015      Executive Officer, DeNA Co., Ltd.  Jul. 2017      Established Signifiant Inc.  Co-Founder (to the present)  Oct. 2020      Outside Director, RAKSUL INC. (to the present)  Oct. 2023      External Director (Member of the Audit &amp; Supervisory Committee), TSUKURUBA Inc. (to the present)</p> <p>Significant concurrent positions outside the Company  Co-Founder, Signifiant Inc.  Outside Director, RAKSUL INC.  External Director (Member of the Audit &amp; Supervisory Committee), TSUKURUBA Inc.</p>	—
4	Keiko Masuda (September 5, 1972)  New candidate	<p>Apr. 1995      Joined CHUOH PUBLISHING CO., LTD.  Dec. 1997      Joined Gambit CO., LTD.  Aug. 2019      Executive Vice President, Gambit CO., LTD.  Jul. 2022      Established Agent One Co., Ltd.  Representative Director (to the present)  Oct. 2022      Director, Gambit CO., LTD. (to the present)</p> <p>Significant concurrent positions outside the Company  Director, Gambit CO., LTD.  Representative Director, Agent One Co., Ltd.</p>	—
5	Daisuke Okazaki (April 25, 1971)  New candidate	<p>Apr. 1994      Joined The Tokyo Tomin Bank, Limited (currently Kiraboshi Bank, Ltd.)  Oct. 2000      Joined Culture Convenience Club Co., Ltd.  Jan. 2004      Established Fun Life Co., Ltd.  Representative Director and CFO  Jan. 2006      Director, CFO, General Manager, President's Office, C&amp;C Media Co., Ltd.  Oct. 2007      Director, General Manager, Corporate Planning &amp; Administration Division, Insight Technology, Inc.  Oct. 2011      Director, Senior Executive Officer, Reponsible for Administration Division, General Manager, Administration Division, General Manager, Corporate Planning Office, ESCRIT INC.  Jul. 2015      Managing Director, General Manager, President's Office, First Pacific Capital  Aug. 2017      Representative Director, President, TETSUJIN Inc. (currently TETSUJIN Holdings, Inc.)  Jan. 2022      Director, Executive Vice President, Peers Co., Ltd.  Nov. 2022      Outside Director, ANAP Co., Ltd.  Sep. 2023      Director, STPR Inc. (to the present)  Mar. 2024      Outside Director (Audit and Supervisory Committee Member), AppBank Co., Ltd. (to the present)  Jun. 2024      Director, SUPER STATE HOLDINGS, Inc. (to the present)</p> <p>Significant concurrent positions outside the Company  Director, STPR Inc.  Outside Director (Audit and Supervisory Committee Member), AppBank Co., Ltd.  Director, SUPER STATE HOLDINGS, Inc.</p>	—

- Notes:
1. A capital and business alliance agreement has been executed on December 22, 2022 between SBI Holdings, Inc., which controls the company to which Yusuke Ohaku, a candidate for Director who is an Audit and Supervisory Committee Member belongs, and the Company.
  2. A capital and business alliance agreement has been executed on June 26, 2024 between SUPER STATE HOLDINGS, Inc., a firm that Daisuke Okazaki, a candidate for Director who is an Audit and Supervisory Committee Member, belongs to, and the Company.
  3. There are no special interests between the Company and three of the candidates for Directors who are Audit and Supervisory Committee Members, Kenji Shimizu, Kenji Kobayashi, and Keiko Masuda.
  4. The number of the Company's shares held by each candidate for Director who is an Audit and Supervisory Committee Member is the number of shares held as of April 30, 2024
  5. The candidates for Directors who are Audit and Supervisory Committee Members are candidates for Outside Directors.
  6. Reasons for nominating Kenji Shimizu as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles  
Kenji Shimizu has extensive experience and broad insight as an attorney at law and certified public accountant. Accordingly, the Company proposes his election as Director who is an Audit and Supervisory Committee Member as it expects that his aforementioned experience, accomplishments, etc. will benefit the decision-making of the Company's Board of Directors and contribute to increasing the Company's corporate value. Kenji Shimizu currently serves as Outside Director who is an Audit and Supervisory Committee Member of the Company, and at the conclusion of this meeting, his tenure will have been four years.
  7. Reasons for nominating Yusuke Ohaku as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles  
Yusuke Ohaku is a Managing Executive Officer of SBI SECURITIES Co., Ltd. A capital and business alliance agreement has been executed between SBI Holdings, Inc. and the Company. This agreement stipulates that one person recommended by SBI Holdings, Inc. will be appointed by the Company as an Outside Director. Yusuke Ohaku has gained extensive business experience at The Asahi Bank, Ltd. (currently Resona Bank, Limited), SBI SECURITIES Co., Ltd., and other companies, and he manages enterprises. Accordingly, the Company proposes his election as Director who is an Audit and Supervisory Committee Member, as it expects that his aforementioned experience, accomplishments, etc. will contribute to increasing the Company's corporate value.
  8. Reasons for nominating Kenji Kobayashi as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles  
Kenji Kobayashi has extensive experience and broad knowledge and insight as a manager of listed companies. Accordingly, the Company proposes his election as Director who is an Audit and Supervisory Committee Member as it expects that his aforementioned experience and insight will benefit the decision-making of the Company's Board of Directors and contribute to increasing the Company's corporate value.
  9. Reasons for nominating Keiko Masuda as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles  
Keiko Masuda has extensive experience and broad knowledge and insight based on her experience as a manager. Accordingly, the Company proposes her election as Director who is an Audit and Supervisory Committee Member as it expects that her aforementioned experience and insight will benefit the decision-making of the Company's Board of Directors and contribute to increasing the Company's corporate value.
  10. Reasons for nominating Daisuke Okazaki as a candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles  
Daisuke Okazaki is a Director of SUPER STATE HOLDINGS, Inc. A capital and business alliance agreement has been executed between SUPER STATE HOLDINGS, Inc. and the Company. This agreement stipulates that one person recommended by SUPER STATE HOLDINGS, Inc. will be appointed by the Company as an Outside Director. Daisuke Okazaki has gained extensive business experience at TETSUJIN Holdings, Inc., Peers Co., Ltd., and other companies, and he manages enterprises. Accordingly, the Company proposes his election as Director who is an Audit and Supervisory Committee Member, as it expects that his aforementioned experience, accomplishments, etc. will contribute to increasing the Company's corporate value.
  11. The Company has entered into an agreement with Outside Directors to limit their liability for damages in cases that meet the requirements specified by laws and regulations regarding liability for damages under Article 423, paragraph (1) of the Companies Act. If Kenji Shimizu is reelected at this meeting, the Company plans to continue the aforementioned agreement with him. In addition, if Yusuke Ohaku, Kenji Kobayashi, Keiko Masuda, and Daisuke Okazaki are elected and assume the office as Directors who are Audit and Supervisory Committee Members, the Company plans to enter into the same agreements with them.
  12. The Company has reported the designation of Kenji Shimizu as an independent officer to the Tokyo Stock Exchange. If the election of Kenji Kobayashi and Keiko Masuda is approved, the Company plans to designate them as independent officers.
  13. The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering damages that may arise from the insured persons, including Directors of the Company, being held liable for the execution of their duties or receiving claims related to the pursuit of such liability. If each candidate is elected and assumes the office as Director who is an Audit and Supervisory Committee Member, each of them will be the insured under the D&O insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

(Reference)

If Proposals No. 1 and No. 2 are approved, key knowledge and experience possessed by Directors will be as follows.

Name	Position at the Company	Knowledge and experience that the Company expects from Directors						
		Corporate management / business strategy	Global	IT / technology	HR / HR development	Financial accounting	Legal affairs / compliance	Internal control / governance
Hiroyuki Kawamoto	Representative Director	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>	<input type="radio"/>
Makoto Motoyoshi	Director	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		
Kenji Shimizu	Outside Director Audit and Supervisory Committee Member					<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Yusuke Ohaku	Outside Director Audit and Supervisory Committee Member	<input type="radio"/>			<input type="radio"/>	<input type="radio"/>		<input type="radio"/>
Kenji Kobayashi	Outside Director Audit and Supervisory Committee Member	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		<input type="radio"/>
Keiko Masuda	Outside Director Audit and Supervisory Committee Member	<input type="radio"/>			<input type="radio"/>			
Daisuke Okazaki	Outside Director Audit and Supervisory Committee Member	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		