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Dear Shareholders:

Securities Code 3978  
September 9, 2024  
Electronic Provision Measures Start Date,  
September 3, 2024

**Toru Sasaki**

Director, Representative Executive Officer and President  
CEO

**Macromill, Inc.**

2-16-1 Konan, Minato-ku, Tokyo

**CONVOCATION NOTICE FOR  
THE 11<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to announce that the 11th Annual General Meeting of Shareholders of Macromill, Inc. (the “Company”) will be held as follows.

For the convocation of this Annual General Meeting of Shareholders, measures for electronic provision have been taken for the information regarding the content of the shareholders meeting reference documents. Matters to be provided electronically have been posted on the Company’s website as the “Convocation Notice for the 11th Annual General Meeting of Shareholders”, please kindly confirm the same by accessing either of the websites listed below.

Company’s website

<https://group.macromill.com/ir/stock/meeting.html>

\* The English material shown by this URL is a summarized version. Please kindly access the URL below to confirm the full version. Please be advised that the full version is provided only in Japanese.

<https://www.macromill.com/ir/stock/meeting.html>

TSE's website

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

Please kindly confirm the details by accessing the TSE's website above and entering/searching "Macromill" for the issue name (company name) or "3978" for the code, and then viewing the "Convocation Notice of General Shareholders Meeting /Information Materials for a General Shareholders Meeting" after selecting "Basic information" and "Documents for public inspection/PR information" in order.

In place of attending the meeting in person, you may exercise your voting rights in writing or via the internet. Please review the reference documents for the Annual General Meeting of Shareholders written below or shown in the matters to be provided electronically and exercise your voting rights by no later than 5:00 p.m. on Tuesday, September 24, 2024.

## Notes

1. Date and Time: Wednesday, September 25, 2024 at 11:00 a.m. (Japan time)  
(Reception will open at 10:30 a.m. (Japan time))

2. Venue: The Grand Hall, 3rd floor of Shinagawa Grand Central Tower  
2-16-4 Konan, Minato-ku, Tokyo

3. Agenda of the Meeting:

Matters to be Reported: Report on the Business Report, the Financial Statements, the Consolidated Financial Statements and the Audit Reports on the Consolidated Financial Statements by the Accounting Auditors and the Audit Committee for the 11th fiscal year (from July 1, 2023 to June 30, 2024)

Matters to be Resolved: Appointment of Six (6) Directors

<Other matters regarding this Convocation Notice and the request for all shareholders>

- If any changes occur to the matters to be provided electronically, they will be posted to each website.
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Reference Document for Shareholders Meeting

Agenda: Item No.1

Appointment of Six (6) Directors

Since the term of office for all six (6) Directors will expire at the closing of this Annual General Meeting of Shareholders, it is proposed that the six (6) persons selected by the Nominations Committee be appointed as Directors.

The candidates for Directors are as follows.

Candidate Number	1	Toru Sasaki	Date of Birth: March 14, 1975	Number of Company shares held 36,800 Shares	Years in Office Four (4) years	Attendance at Board of Directors meetings 18/18
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Reappointment

Brief personal profile, position and responsibility at the Company

June	2010	Executive Officer of Corporate Strategy Division, Macromill, Inc.
October	2014	Joined GLIDER associates, INC.
October	2015	Executive Officer for Macromill's Japan Operation
September	2018	Representative Executive Officer for Macromill's Japan Operation
September	2019	Representative Executive Officer for Macromill's Japan Operation
September	2020	Director, Representative Executive Officer and President, Global CEO, Macromill, Inc.
September	2023	Director, Representative Executive Officer and President, CEO (present), Macromill, Inc.

Important Positions Concurrently Held

None

#### Reason selected as Director Candidate

We have determined that we can expect Mr. Toru Sasaki to strengthen the coordination of the executive body and Board of Directors, which is responsible for supervision and decision making and enhance the decision making function of the Board of Directors, based on his rich experience and achievement in marketing and marketing research acquired through his long term experience in our company, experience of supervising the whole group management as our company's CEO.

Candidate Number	2
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Yukiko Nakagawa

Date of Birth: June 3, 1964

Number of Company shares held - shares

Years in Office Three (3) years

Attendance at Board of Directors meetings 18/18



Reappointment

Outside

Independent

Brief personal profile, position and responsibility at the Company

July 2014 Human Resource Manager, Mizkan Holdings Co., Ltd.

April 2016 Specially appointed professor at Rikkyo University Graduate School of Business Administration

March 2017 Outside Director, Renesas Electronics Corporation

June 2017 Outside Director, EDION Corporation

June 2018 Outside Director (present), Nissin Foods Holdings, Co., Ltd.

February 2020 Outside Director, IWAKI & CO., LTD. (currently Astena Holdings Co., Ltd.)

June 2020 Outside Director (present), Toho Zinc Co., Ltd.

September 2021 Outside Director (present), Audit Committee member, Macromill, Inc.

September 2022 Nominations Committee member (present) and Compensation Committee member (present), Macromill, Inc.

June 2024 Specially appointed professor (present), Aoyama Gakuin University Department of Business Administration

Important Positions Concurrently Held

Outside Director, Nissin Foods Holdings, Co., Ltd.

Outside Director, Toho Zinc Co., Ltd.

Professor (Special Appointment), Aoyama Gakuin University Department of Business Administration

Reason selected as Outside Director Candidate and Summary of Role expected  
 Ms. Yukiko Nakagawa has extensive experience including teaching at domestic and overseas educational institutions as a Doctor of Commerce, and also possesses knowledge and insight as an expert in human resource development, organization development and development of global human

resources. In recent years, she has conducted research on implementation and solutions to resolve SDGs issues through digital transformation. We expect her to provide us with beneficial advice and proposals from the viewpoints above for the management of our company. While Ms. Yukiko Nakagawa does not have experience of being involved in company management, we have determined that she is able to properly execute her duties as an Outside Director, based on the above reasons. Although there are dealings between our company and Nissin Foods Holdings, Co., Ltd., the amount of those dealings is less than 0.2% of the net sales of either party. Thus, we are planning to continuously designate her as an independent officer since we have determined that there is no risk of any conflict of interest between general shareholders.



Candidate Number	3
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Yuji Shiga

Date of Birth:  
July 27, 1972

Number of Company shares held - shares  
Year(s) in Office Two (2) years  
Attendance at Board of Directors meetings 18/18



Reappointment

Outside

Independent

#### Brief personal profile, position and responsibility at the Company

April 2000 Asahi Law Office (currently Nishimura & Asahi)  
September 2004 Schulte Roth & Zabel LLP, New York  
January 2009 Partner (present), Nishimura & Asahi  
September 2022 Outside Director (present) and Audit Committee member (present), Macromill, Inc.  
September 2023 Nominations Committee member (present) and Compensation Committee member (present), Macromill, Inc.

#### Important Positions Concurrently Held

Partner, Nishimura & Asahi

#### Reason selected as Outside Director Candidate and Summary of Role expected

As an attorney at law, Mr. Yuji Shiga has a high degree of insight and supervisory ability regarding compliance governance in corporate groups, as well as a wealth of experience and knowledge in international legal affairs, which are indispensable for global expansion.

We expect him to provide us with beneficial proposals and advice that will contribute to strengthening the compliance and governance systems of our group from the perspectives mentioned above.

While Mr. Yuji Shiga does not have experience of being involved in company management, we have determined that he is able to properly execute his duties as an Outside Director, based on the above reasons. We are planning to designate him as an independent officer since we have determined that there is no risk of any conflict of interest between general shareholders.

Candidate Number	4
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Reappointment

Outside

Independent

Kimitake Ito	Date of Birth: July 3, 1979	Number of Company shares held - shares
		Year(s) in Office One (1) year
		Attendance at Board of Directors meeting 15/15

Brief personal profile, position and responsibility at the Company

April 2004 Joined McKinsey & Company

November 2007 Joined Bain Capital Asia, LLC (currently Bain Capital Private Equity Japan, LLC)

January 2015 Director, LOHAS International, Inc. (currently yoggy inc.)

May 2017 Representative Director, LOHAS International, Inc. (currently yoggy inc.)

November 2018 Director, Discover Japan Inc.

October 2020 Representative Director (present), Search Fund Japan, Inc.

September 2023 Outside Director (present) and Nominations Committee member (present), Macromill, Inc.

Important Positions Concurrently Held

Representative Director, Search Fund Japan, Inc.

Reason selected as Outside Director Candidate and Summary of Role expected

Mr. Kimitake Ito has experience and expertise in management reform, performance improvement, capital policy support, and MBO support for various companies at consulting firms and investment funds. We expect him to provide us with beneficial advice and proposals from the viewpoints above for the realization of our group's growth strategy. We are planning to continuously designate him as an independent officer since we have determined that there is no risk of conflict of interest between general shareholders.

Candidate Number	5
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Reappointment

Outside

Independent

Kovari Krecsmary Szilvia

Date of Birth:  
April 29, 1977

Number of Company shares held -  
Year(s) in Office One (1) year  
Attendance at Board of Directors meeting 15/15

Brief personal profile, position and responsibility at the Company

April 2001 Joined J. Walter Thompson Tokyo  
 April 2008 Vice President and Senior Strategist, Publicis New York  
 April 2011 Group Planning Director, mcgarrybowen dentsu network  
 July 2012 Global Chief Strategy Officer, Dentsu Aegis Network  
 January 2017 Executive Director, EY Strategy and Consulting Co., Ltd.  
 January 2018 Partner Marketing Director, Netflix Japan  
 December 2019 Chief Strategy Officer and Chief Marketing Officer (present), Paidy Inc.  
 September 2023 Outside Director (present) and Audit Committee member (present), Macromill, Inc.

Important Positions Concurrently Held

Chief Strategy Officer and Chief Marketing Officer, Paidy Inc.

Reason selected as Outside Director Candidate and Summary of Role expected  
 Based in Tokyo and New York, Ms. Kovari Krecsmary Szilvia, has extensive experience and knowledge acquired through engaging in management transformation and performance improvement at Fortune 500 and major Japanese companies across five continents as a chief of management, business, digital strategy and marketing. We expect her to provide beneficial advice and proposals from the viewpoints above for the management and business strategies of our group. We are planning to continuously designate her as an independent officer since we have determined that there is no risk of conflict of interest between general shareholders.

Candidate Number	6
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Newly Appointed
Outside
Independent

Tsuyoshi Nishitani

Date of Birth:  
April 29, 1974

Number of Company shares held	-
Year(s) in Office	-
Attendance at Board of Directors meeting	-

**Brief personal profile, position and responsibility at the Company**

October	1999	Joined Asahi & Co. (currently KPMG AZSA LLC)
April	2008	Joined Industrial Growth Platform, Inc.
February	2011	Representative Director, Prime Mover, Inc.
June	2020	Outside Auditor, VITAL KSK HOLDINGS, INC.
January	2021	Representative Director (present), Corporate Governance Advisory Japan Inc.
June	2023	Outside Director Audit and Supervisory Committee Member (present), VITAL KSK HOLDINGS, INC.

**Important Positions Concurrently Held**

Representative Director, Corporate Governance Advisory Japan Inc.  
 Outside Director Audit and Supervisory Committee Member, VITAL KSK HOLDINGS, INC.

Reason selected as Outside Director Candidate and Summary of Role expected  
 Mr. Tsuyoshi Nishitani has a high level of expertise, professional ethics and supervisory skills as a certified public accountant, and has experience in business advisory services for large, well-established listed companies, start-ups, and local governments. We expect him to provide beneficial advice and proposals from the viewpoints of strengthening the compliance and governance system of the financing and accounting area of our group. We are planning to designate him as an independent officer since we have determined that there is no risk of conflict of interest between general shareholders.

## Note

1. There is no specific conflict of interest between each of the director candidates and the Company.
2. Pursuant to the Paragraph 1 of Article 427 of the Companies Act, the Company has entered into agreements with Ms. Yukiko Nakagawa, Mr. Yuji Shiga, Mr. Kimitake Ito and Ms. Kovari Krecsmary Szilvia to limit their liability stipulated in Paragraph 1 of Article 423 of the Companies Act. Under the agreements, their liability is limited to the Minimum Liability Amount stipulated in Paragraph 1 of Article 425 of the Companies Act. If the reappointment of each of these candidates is approved, the Company plans to continue the said liability limitation agreements with the candidates. In addition, the Company plans to enter into the said liability limitation agreement with Mr. Tsuyoshi Nishitani, if his appointment is approved.
3. Ms. Yukiko Nakagawa, Mr. Yuji Shiga, Mr. Kimitake Ito, Ms. Kovari Krecsmary Szilvia and Mr. Tsuyoshi Nishitani are candidates for outside directors, and they satisfy the qualifications as independent officers pursuant to the rules of the Tokyo Stock Exchange. With regard to Ms. Yukiko Nakagawa, Mr. Kimitake Ito and Ms. Kovari Krecsmary Szilvia, if their reappointments are approved, the Company intends to maintain their registrations as independent officers. In addition, the Company plans to designate Mr. Tsuyoshi Nishitani as an independent officer, if his appointment is approved. The Company has not registered Mr. Yuji Shiga as an independent officer up to the present; however, if his reappointment is approved, the Company plans to designate him as an independent officer.
4. Pursuant to Paragraph 1 of Article 430-3 of the Companies Act, the Company has entered into an agreement for Directors and Officers Liability Insurance with an insurance company. The said insurance agreement covers the damages arising out of the insureds' responsibilities concerning their duties as Directors or Officers and/or claims pursuing such responsibilities. The Company bears the insurance premiums for such agreement. If their appointments are approved, all director candidates will be included as insureds. The said insurance agreement is planned to be renewed with a review on its content as necessary at the next update.

Reference

Skills Matrix of the Candidates

The principal areas of expertise and experience possessed by the candidates are as follows:

Skills	Contents
Corporate Management	<ul style="list-style-type: none"> <li>Corporate management and business strategy</li> </ul>
Finance & Accounting M&A	<ul style="list-style-type: none"> <li>Finance, accounting, financing and capital policy</li> <li>M&amp;A, business portfolio and investment</li> </ul>
Legal Risk Management	<ul style="list-style-type: none"> <li>Law, risk management, compliance, corporate governance</li> </ul>
Global Business	<ul style="list-style-type: none"> <li>Global business, cross-border business experience, overseas corporate management</li> </ul>
Data Digital	<ul style="list-style-type: none"> <li>IT, digital and technology</li> </ul>
Marketing Industry Knowledge	<ul style="list-style-type: none"> <li>Specific industry knowledge (finance, energy, etc.)</li> <li>Sales and marketing</li> </ul>
Sustainability	<ul style="list-style-type: none"> <li>Sustainability, ESG, CSR</li> <li>Diversity, gender, nationality</li> </ul>
Human Resource Labor	<ul style="list-style-type: none"> <li>Human resource development, general affairs/human resources, labor affairs</li> </ul>

Skills	Toru Sasaki	Yukiko Nakagawa	Yuji Shiga	Kimitake Ito	Kovari Krecsmay Szilvia	Tsuyoshi Nishitani
		Outside Independent	Outside Independent	Outside Independent	Outside Independent	Outside Independent
Corporate Management	•			•		
Finance & Accounting M&A			•	•		•
Legal Risk Management			•			•
Global		•	•		•	•

Data Digital	•				•	
Marketing Industry Knowledge	•				•	
Sustainability		•				
Human Resource Labor		•		•		