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Securities Code: 4684

June 6, 2024

To our shareholders:

Shoichi Tachibana  
President and COO  
**OBIC Co., Ltd.**  
4-15 Kyobashi 2-chome,  
Chuo-ku, Tokyo

### **Notice of the 57th Annual General Meeting of Shareholders**

This is to notify you of the 57th Annual General Meeting of Shareholders of OBIC Co., Ltd. (the “Company”), which will be held as indicated below.

When convening the Meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on relevant websites. Please access either of these websites by using the Internet address shown below to review the information.

The Company’s website:

<https://www.obic.co.jp/ir/stock.html/> (in Japanese)

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

<https://d.sokai.jp/4684/teiji/> (in Japanese)

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 “OBIC” in “Issue name (company name)” or the Company’s securities code “4684” 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 in person, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for General Meeting of Shareholders, and indicate your approval or disapproval of the proposals in the enclosed voting card, and then return the card to the Company by postal mail so that your vote is received by 5:30 p.m. on Wednesday, June 26, 2024 (JST) or access the website for the exercise of voting rights (<https://evote.tr.mufg.jp/> (in Japanese)) designated by the Company and exercise your voting rights.

- 1 Date and Time:** Thursday, June 27, 2024, at 10:00 a.m. (JST)  
**2 Venue:** Convention hall, B1 floor, Obic Building, Tokyo Headquarters of the Company,  
4-15 Kyobashi 2-chome, Chuo-ku, Tokyo

**3 Purpose of the Meeting**

**Matters to be reported**

1. The Business Report and the Consolidated Financial Statements for the 57th fiscal year (from April 1, 2023 to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 57th 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 Seven (7) Directors

**4 Arrangements in Convening the Meeting**

- (1) If you exercise your voting rights in writing and do not indicate your approval or disapproval of a proposal, we will assume that you have indicated your approval of the proposal.
  - (2) If you exercise your voting rights more than once via the Internet, the last exercise shall be deemed to be valid.
  - (3) If you exercise your voting rights both in writing and via the Internet, only the vote placed via the Internet will be treated as valid.
  - (4) If you exercise your voting rights by proxy, another shareholder with voting rights in the Company may attend as your proxy. Please note, however, that it is necessary to submit a document evidencing the authority of proxy.
- When you attend the meeting, you are kindly requested to present the voting card at the reception.
  - If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the aforementioned websites.
  - The notice of the general meeting of shareholders is delivered to shareholders who have made a request for the delivery of such documents, but among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company, the following matters are not provided in this notice. Note that, for this general meeting of shareholders, the notice of the general meeting of shareholders (paper-based documents stating matters for which measures for providing information in electronic format are to be taken, excluding the following matters), will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents.
    - (1) Notes to the Consolidated Financial Statements
    - (2) Individual Notes to the Non-Consolidated Financial StatementsAccordingly, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements included in this document are a part of the subject documents that were audited by the Financial Auditor in preparing the financial auditor's report and by the Audit & Supervisory Board Members in preparing their audit reports.

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company recognizes the return of profit to its shareholders as one of its key management priorities. In addition to ensuring a solid management base and improving return on equity, the Company aims to meet its shareholders' expectations by both further enhancing the financial position and re-investing.

Regarding the appropriation of surplus for the current fiscal year, the Company has given consideration to the business performance of the current fiscal year and future business development and proposes the payment of year-end dividends and other appropriation of surplus as follows:

1. Year-end dividends
  - (1) Type of dividend property  
To be paid in cash.
  - (2) Allotment of dividend property and their aggregate amount  
The Company proposes to pay a dividend of ¥170 per common share of the Company.  
In this event, the total dividends will be ¥14,955,692,880.  
Since an interim dividend of ¥130 per share is already paid, the annual dividend for the current fiscal year will be ¥300 per share.
  - (3) Effective date of dividends of surplus  
The effective date of dividends shall be June 28, 2024.
2. Other matters concerning appropriation of surplus
  - (1) Item of surplus to be decreased and amount of decrease  
Retained earnings brought forward: ¥27,000,000,000
  - (2) Item of surplus to be increased and amount of increase  
General reserve: ¥27,000,000,000

**Proposal No. 2** Election of Seven (7) Directors

The terms of office of all eight Directors will expire at the conclusion of this meeting.

In that regard, with a view to further increase corporate value and enhance the transparency and diversity of management, the Company proposes the election of seven Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Reelection  Masahiro Noda (August 24, 1938)	Apr. 1968 Established the Company President and COO Apr. 2003 Chairman and CEO Feb. 2006 Chairman and CEO, and President Apr. 2013 Chairman and CEO (current position) [Significant concurrent positions outside the Company] Chairman and CEO of OBIC Office Automation Co., Ltd. Director and Chairman of OBIC Business Consultants Co., Ltd.	2,881,000
[Reasons for nomination as candidate for Director] Masahiro Noda has overseen all of the Company's business since founding the Company in 1968 and has extensive experience and achievements in corporate management. The Company proposes his reelection as candidate for Director for further growth of the Company by utilizing his extensive experience and achievements in managing the Company and for strengthening the decision-making and supervising functions of the Board of Directors.			
2	Reelection  Shoichi Tachibana (April 26, 1961)	Apr. 1985 Joined the Company Apr. 2000 Manager of Osaka Headquarters Business Solutions Sales Dept. #1 Feb. 2003 Manager of Tokyo Headquarters Business Solutions Sales Dept. Aug. 2003 Manager of Yokohama Branch June 2004 Director Apr. 2005 Managing Director Deputy Head of Tokyo Headquarters Solutions Supervision Group Apr. 2006 Administrator of Tokyo Headquarters Solutions Sales Supervision Dept. and Promotion Supervision Dept. Apr. 2007 Senior Managing Director Apr. 2008 Director and Vice President Apr. 2013 President and COO (current position) [Significant concurrent positions outside the Company] President and COO of OBIC Office Automation Co., Ltd. Director of OBIC Business Consultants Co., Ltd.	34,500
[Reasons for nomination as candidate for Director] Shoichi Tachibana has served as manager in the sales, marketing, and development departments, and has extensive knowledge and experience in all areas of the Company's solutions business. From April 2013, while serving as the President and COO of the Company, he has been demonstrating his expertise in management and powerful business execution ability, which has been of help in improving the business results of the Company. The Company proposes his reelection as candidate for Director for further growth of the Company by utilizing his extensive experience and achievements in managing the Company and for strengthening the decision-making and supervising functions of the Board of Directors.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Reelection Takao Fujimoto (April 7, 1971)	<p>Apr. 1994      Joined the Company</p> <p>Apr. 2009      General Manager of Tokyo Headquarters Business Solutions Supervision Dept. #4, Solutions Sales Dept.</p> <p>Apr. 2014      Administrator of Tokyo Headquarters Business Solutions Supervision Dept. #1</p> <p>Apr. 2017      General Manager of Tokyo Headquarters Solutions Business Dept. #2 and #3</p> <p>June 2017      Director</p> <p>Apr. 2018      General Manager of Tokyo Headquarters Solutions Business Div. and General Manager of Tokyo Headquarters Solutions Business Dept. #4</p> <p>Apr. 2019      General Manager of Solutions Business Div.</p> <p>Apr. 2020      General Manager of Metropolitan Business Dept., Deputy General Manager of Solutions Business Div.</p> <p>Apr. 2021      General Manager of Metropolitan Business Div., Deputy General Manager of Solutions Business Div.</p> <p>Apr. 2022      General Manager of Kansai Business Div. (current position)</p> <p>June 2023      Managing Director (current position)</p>	2,300
<p>[Reasons for nomination as candidate for Director]</p> <p>Takao Fujimoto has worked for many years in the Sales Department and has extensive knowledge and experience in the Company's solution business gained from proposal activities aimed at various types of customers from various fields, right from finance.</p> <p>The Company proposes his reelection as candidate for Director to utilize his extensive knowledge and experience in managing the Company and for strengthening the decision-making and supervising functions of the Board of Directors.</p>			
4	Reelection Takeshi Okada (July 1, 1981)	<p>Apr. 2005      Joined the Company</p> <p>Apr. 2016      Administrator of Tokyo Headquarters Business Solutions Systems Supervision Dept. #2, Solutions Systems Supervision Dept.</p> <p>Apr. 2017      General Manager of Tokyo Headquarters Solutions Business Dept. #1</p> <p>Apr. 2020      Executive Officer, General Manager of Metropolitan Business Dept. #1 and #2</p> <p>Apr. 2022      Executive Officer, General Manager of Metropolitan Business Dept. #1 and #2, and General Manager of System Dept.</p> <p>Apr. 2023      Executive Officer, General Manager of Metropolitan Business Dept., and Metropolitan Business Dept. #5 and #6</p> <p>June 2023      Director (current position)</p> <p>Apr. 2024      General Manager of Metropolitan Business Dept. (current position)</p>	700
<p>[Reasons for nomination as candidate for Director]</p> <p>Takeshi Okada has worked for many years in the Systems Department and has extensive knowledge and experience in the Company's solution business gained from proposal activities aimed at various types of customers from various fields, including manufacturing and distribution.</p> <p>The Company proposes his reelection as candidate for Director to utilize his extensive knowledge and experience in managing the Company and for strengthening the decision-making and supervising functions of the Board of Directors.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	<p style="text-align: center;">Reelection</p> <p style="text-align: center;">Yasumasa Gomi (February 8, 1943)</p>	<p>Apr. 1966      Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>June 1993      Director of The Mitsubishi Bank, Ltd., Corporate Headquarters in U.S.A., Division, General Manager of the Planning Office for the Americas (Special Appointment: President and Chairman of Bank of California)</p> <p>May 1997      Managing Director and General Manager of Business Planning Department of The Mitsubishi Bank, Ltd.</p> <p>June 2002      Senior Managing Director and Head of Corporate Sales Department of The Mitsubishi Bank, Ltd.</p> <p>May 2003      Vice President and Head of Corporate Sales Department of The Mitsubishi Bank, Ltd.</p> <p>June 2004      Resigned as Vice President of The Mitsubishi Bank, Ltd.</p> <p>June 2004      Director and Chairman of Mitsubishi Securities Co., Ltd., (currently Mitsubishi UFJ Securities Holdings Co., Ltd.)</p> <p>May 2009      Consultant of Mitsubishi UFJ Securities Co., Ltd. (currently Mitsubishi UFJ Securities Holdings Co., Ltd.)</p> <p>June 2009      Outside Audit &amp; Supervisory Board Member of The Yamagata Bank, Ltd.</p> <p>Feb. 2013      Special Corporate Adviser of Mitsubishi UFJ Securities Holdings Co., Ltd.</p> <p>June 2015      Outside Director of the Company (current position)</p> <p>June 2016      Outside Director (Audit and Supervisory Committee Member) of The Yamagata Bank, Ltd. (current position)</p> <p>Apr. 2019      Honorary Adviser of Mitsubishi UFJ Securities Holdings Co., Ltd. (current position)</p>	1,000
<p>[Reasons for nomination as candidate for outside Director and overview of expected roles]</p> <p>Yasumasa Gomi has extensive knowledge and experience in management through his many years of service in banks and securities companies.</p> <p>The Company proposes his reelection as candidate for outside Director with the expectation that he will provide direction to business and checking function in an objective way, independent from the managers running the business, utilizing his extensive knowledge and achievements.</p> <p>In addition, he will continue to be appointed as a member of the Nomination and Remuneration Advisory Committee after his election.</p> <p>At the conclusion of this meeting, his tenure as an outside Director will have been nine years.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	<p style="text-align: center;">Reelection</p> <p style="text-align: center;">Takashi Ejiri (May 16, 1942)</p>	<p>Apr. 1969 Registered as an attorney at law (currently affiliated with Daini Tokyo Bar Association)</p> <p>Nov. 1977 Partner at Masuda and Ejiri Law Office (currently Nishimura &amp; Asahi)</p> <p>Sept. 1986 Vice-Chairman of the International Relations Committee of the Japan Federation of Bar Associations</p> <p>Nov. 1998 Audit &amp; Supervisory Board Member of K.K. USEN Broadband Networks (currently USEN Corporation)</p> <p>June 2003 Audit &amp; Supervisory Board Member of Aozora Bank, Ltd.</p> <p>June 2004 Auditor of ANDO Corporation (currently HAZAMA ANDO CORPORATION)</p> <p>June 2006 Audit &amp; Supervisory Board Member of KAGOME CO., LTD.</p> <p>May 2010 Audit &amp; Supervisory Board Member of Mitsubishi UFJ Securities Holdings Co., Ltd. Audit &amp; Supervisory Board Member of Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. Outside Auditor of DIP Corporation</p> <p>Aug. 2012 Partner at Nishimura &amp; Asahi</p> <p>Mar. 2017 Executive Director of ALBERT Inc.</p> <p>June 2017 Outside Director of the Company (current position)</p> <p>Aug. 2017 Senior Partner of ITN Partners (current position)</p> <p>Dec. 2019 Outside Director (Audit and Supervisory Committee Member) of AXEL MARK INC. (current position)</p>	0
<p>[Reasons for nomination as candidate for outside Director and overview of expected roles]</p> <p>Takashi Ejiri has been involved in corporate legal affairs as attorney at law for many years, and has extensive knowledge and achievements as legal expert.</p> <p>The Company proposes his reelection as candidate for outside Director with the expectation that he will provide direction to business and checking function in an objective way, independent from the managers running the business, utilizing his extensive knowledge and achievements.</p> <p>The Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons. He will continue to be appointed as a member of the Nomination and Remuneration Advisory Committee after his election.</p> <p>At the conclusion of this meeting, his tenure as an outside Director will have been seven years.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibilities in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Reelection  Mime Egami (September 14, 1957)	<p>Apr. 1981      Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>Nov. 1984      Joined Citibank, N.A., Tokyo Branch, Capital Markets Division</p> <p>Apr. 1992      Joined CIBC Wood Gundy (currently CIBC Securities Inc.) Tokyo Branch, General Manager of Capital Markets Dept.</p> <p>Nov. 1998      Joined ABN AMRO Bank, Tokyo Branch, General Manager of Health Care Dept., Corporate Finance Div.</p> <p>Nov. 2005      Professor, Tohoku University School of Medicine</p> <p>Aug. 2006      Visiting Professor, Institute of Advanced Biomedical Engineering and Science, Tokyo Women's Medical University</p> <p>Oct. 2015      Auditor, New Energy and Industrial Technology Development Organization</p> <p>Oct. 2015      Adjunct Professor, Pharmaceutics and Pharmaceutical Chemistry, University of Utah (current position)</p> <p>Mar. 2017      Established Organization of Cell Sheet Tissue Engineering Regenerative Medicine Initiative, Executive for Operations (current position)</p> <p>June 2023      Outside Director of the Company (current position)</p>	0
<p>[Reasons for nomination as candidate for outside Director and overview of expected roles]</p> <p>Mime Egami has diversified and multifaceted experience ranging from international finance to the promotion of advanced technology development and management auditing.</p> <p>The Company proposes her reelection as candidate for outside Director with the expectation that she will provide direction to business and checking function in an objective way, independent from the managers running the business, utilizing her extensive knowledge and achievements.</p> <p>The Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons.</p> <p>At the conclusion of this meeting, her tenure as an outside Director will have been one year.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Yasumasa Gomi, Takashi Ejiri and Mime Egami are candidates for outside Director. The Company has submitted notification to the Tokyo Stock Exchange, Inc. that Yasumasa Gomi, Takashi Ejiri and Mime Egami have been designated as independent officers as provided by the aforementioned exchange.
  3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Yasumasa Gomi, Takashi Ejiri and Mime Egami to limit their liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under these agreements is the minimum liability amount provided for under laws and regulations. If their reelections are approved, the Company plans to renew the aforementioned agreements with them.
  4. Mime Egami is a candidate for outside Director (Audit and Supervisory Committee Member) for appointment as a Director at the 63rd Annual General Meeting of Shareholders of Hogy Medical Co., Ltd., to be held on June 20, 2024.



Information for reference

●Structure and skills matrix of Directors and Audit and Supervisory Board Members if Proposal No. 2 is approved

	Name	Position, etc.	Gender	Skill					
				Corporate management	Innovation ~Destruction and Creation~	Business and industry experience	Accounting and finance	Legal	ESG (Environmental, Social, and Governance)
Director	Masahiro Noda	Chairman and CEO	Male	●	●	●	●		
	Shoichi Tachibana	President and COO	Male	●	●	●	●		●
	Takao Fujimoto	Managing Director	Male		●	●			
	Takeshi Okada	Director	Male		●	●			
	Yasumasa Gomi	Outside Director	Male	●			●		●
	Takashi Ejiri	Outside Director	Male					●	●
	Mime Egami	Outside Director	Female		●				●
Audit & Supervisory Board Member	Akira Koyamachi	Standing Audit & Supervisory Board member	Male		●	●			
	Takeo Tanaka	Outside Audit & Supervisory Board Member	Male					●	●
	Shigetsugu Yamada	Outside Audit & Supervisory Board Member	Male				●		●