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Securities code: 2163

April 1, 2025

(Start date of electronic provision measures March 31, 2025)

**To Our Shareholders:**

SEKIGUCHI Sozo

President and CEO

**Artner Co., Ltd.**

Nakanoshima 3-2-18, Kita Ward, Osaka City

## **Notice of Convocation for the 63rd Ordinary General Meeting of Shareholders**

You are hereby notified that the 63rd Ordinary General Meeting of Shareholders (“the Meeting”) of Artner Co., Ltd. (“the Company”) will be held on Thursday, April 24, 2025, as described below.

In convening this Ordinary General Meeting of Shareholders, information contained in the Reference Materials for the General Meeting of Shareholders, etc. (items to be electronically provided), is provided electronically and has been posted on the following internet websites. Please access any of those websites to review the information.

The Company’s website: <https://www.artner.co.jp/en/ir/filings-reports/meetings/>



Website on which the materials for the Company's Ordinary General Meeting of Shareholders are posted: <https://d.sokai.jp/2163/teiji/>



Tokyo Stock Exchange, Inc.'s website (Listed Company Search):  
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



Please go to the Tokyo Stock Exchange, Inc.’s website (Listed Company Search) above, enter “Artner” in the issue name (company name) field or the Company’s securities code “2163” in the code field, search, select “Basic information” and then “Documents for public inspection/PR information” to access the information.

**If you are unable to attend the Meeting, you may exercise your voting rights by either of the following methods. If you wish to exercise your voting rights after examining the attached reference materials for the Meeting, please do so by 5:30 p.m. on Wednesday, April 23, 2025 (JST).**

**Instructions for exercising voting rights in writing (by postal mail)**

Please indicate your approval or disapproval of the proposals in the form and return it by postal mail by no later than the above-mentioned deadline.

**Instructions for exercising voting rights via the Internet**

When exercising your voting rights via the Internet, please read the "Guide to Exercising Your Voting Rights via the Internet" and enter your approval or disapproval of the proposals by no later than the above-mentioned deadline.

**1.Time:** Thursday, April 24, 2025 10:00 a.m. (Reception starts at 9:00 a.m.)

**2.Place:** 3-1-1 Umeda, Kita-ku, Osaka Houou no ma (room), 20F, Hotel Granvia Osaka

**3.Purpose of meeting:**

**Matters to be reported on:**

Business report and financial statements for 63rd Period (February 1, 2024, to January 31, 2025)

**Proposals:**

**Item No. 1:** Payment of dividends of surplus

**Item No. 2:** Election of three Directors who are not members of the Audit and Supervisory Committee

**Item No. 3:** Election of three Directors who are members of the Audit and Supervisory Committee

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If you attend the Meeting in person, please sign and submit the form for exercising voting rights enclosed herewith to the receptionist at the venue.

Should it become necessary to revise any of the items for which measures for providing information in electronic format are taken, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the websites on which the items have been posted.

## **Reference Materials for the General Meeting of Shareholders**

### **Proposals and supplementary information**

#### **Item No. 1: Payment of dividends of surplus**

In consideration of the Company's policy of returning profits to shareholders, the Company proposes to pay a year-end dividend of ¥42.00 per share.

If approved, the annual dividend for the fiscal year ended January 31, 2025 (the 63rd Period), will amount to ¥82.00 per share, including the interim dividend of ¥40.00 paid earlier. This will be an increase of ¥7.00 from the fiscal year ended January 31, 2024.

Matters concerning the proposed year-end dividend

(1) Type of assets to be distributed to shareholders

Cash

(2) Matters concerning the allocation of assets to be distributed to shareholders and the total amount thereof

A cash dividend of ¥42.00 per common share of the Company will be paid. The total amount of dividends to be paid will be ¥446,267,052.

(3) Effective date of payment of dividend

April 25, 2025

**Item No. 2:** Election of three Directors who are not members of the Audit and Supervisory Committee

The terms of office of all five current Directors (excluding Directors who are members of the Audit and Supervisory Committee; hereinafter the same in this item), are to expire at the conclusion of this Ordinary General Meeting of Shareholders.

Therefore, to streamline the management structure with the introduction of the executive officer system, the Company hereby proposes to decrease the number of Directors by two and thus appoint three Directors for a new term.

Furthermore, concerning this item, the Audit and Supervisory Committee of the Company has determined that all candidates are well qualified for the position.

The candidates are as follows:

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility held in the Company (Material concurrent position(s) currently held outside the Company)	No. of the Company's shares owned
1	SEKIGUCHI Sozo (Born December 31, 1964)	June 1983 Joined MEITEC CORPORATION (now MEITEC Group Holdings Inc.)	8,262 shares
		April 1988 Joined Osaka Technology Center Co., Ltd. (previous name of the Company)	
		March 1993 Appointed Director; Head of the Business Planning Office	
		February 1998 Appointed Director; Vice President	
		February 2002 Appointed President and CEO (current)	
		February 2012 Appointed Head of the Hyper Artner Business Division	
		March 2025 Appointed Head of the Corporate Planning and Strategy Division, Head of the Engineer Business Division (current)	
		(Reasons for nominating him as candidate for Director) Mr. SEKIGUCHI Sozo has served as President and CEO of the Company since 2002. He has demonstrated strong leadership in corporate and business management by drawing on a wealth of experience he has gained through his previously-held positions as Head of the Business Planning Dept., Head of the Business Division, and Executive Vice President. He has been renominated as a candidate for Director, as he has a wealth of experience and deep insight regarding the Company's business, and as he is expected to contribute to the further growth of the Company.	

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility held in the Company (Material concurrent position(s) currently held outside the Company)	No. of the Company's shares owned
2	HARIGAE Tomonori (Born May 24, 1954)	April 1978      Joined Toyobo Interior Co., Ltd.	145,080 shares
		March 1982      Joined Osaka Technology Center Co., Ltd. (previous name of the Company)	
		March 1990      Appointed Head of the Kanto Business Dept.	
		March 1991      Appointed Director	
		March 1993      Appointed Managing Director; Head of the General Affairs Dept.	
		February 2007      Appointed Managing Director; Head of the Management Division	
		May 2008      Appointed Director; Head of the Management Division	
		March 2025      Appointed Director; Head of the Management Division, Head of the Engineer Agency Business Division (current)	
(Reasons for nominating him as candidate for Director) Mr. HARIGAE Tomonori has leveraged his wealth of knowledge and experience in general affairs, human resources, and accounting to head the Management Division of the Company for many years as a member of the management team. He has been renominated as a candidate for Director, as he is well versed in the Company's day-to-day operations and has a wealth of management experience, and as he is expected to contribute to the further growth of the Company.			

3	OKUSAKA Kazuya (Born September 3, 1955)	April 1978	Joined Osaka Technology Center Co., Ltd. (previous name of the Company)	145,726 shares
		October 1993	Appointed Head of the No.3 Business Dept.	
		February 2002	Appointed Standing Auditor	
		April 2004	Appointed Managing Director; Head of the Human Resources Dept.	
		February 2007	Appointed Managing Director; Head of the Human Resources Division	
		April 2007	Appointed Managing Director; Head of the Business Management Division	
		March 2009	Appointed Managing Director; Head of the Technology Development Division	
		February 2010	Appointed Managing Director; Head of the Business Promotion Division	
		February 2011	Appointed Managing Director; Head of the Engineer Business Division	
		April 2011	Appointed Director; Head of the Engineer Business Division	
		February 2013	Appointed Director; Head of the Human Resources Business Division	
		February 2016	Appointed Director; Head of the Engineer Business Division, Head of the Engineer Business Dept.	
		February 2018	Appointed Director; Head of the Engineer Business Division	
		March 2025	Appointed Director; Head of the Technology Development Division (current)	
		(Reasons for nominating him as candidate for Director) After joining the Company as an engineer, Mr. OKUSAKA Kazuya served as a standing auditor and has played a leading role in talent development and business development for many years as a member of the management team. He has been renominated as a candidate for Director, as he is well versed in the Company’s day-to-day operations and has a wealth of management experience, and as he is expected to contribute to the further growth of the Company.		

(Notes)

1. The Company has no conflicts of interest with any of these candidates.
2. The Company has a directors and officers liability insurance (D&O Insurance) policy in place, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the policy is scheduled to be renewed in May 2025. All the candidates referred to in this item are already insured under the said insurance policy and will continue to be insured after their appointments.

- Ratio of insurance premiums borne by the insured party

The premiums shall be fully paid by the Company, including the premiums for special clauses. Therefore, no portion of the premiums shall be borne by the insured party.

- Outline of insurable contingencies subject to coverage

This policy, together with the special clauses, will cover damages that may arise when an insured Director assumes liabilities as a result of the execution of his duties or due to claims brought against him for being held responsible for the consequences of his action. However, the policy has an exclusion that the insurance company contends precludes coverage, such as liabilities incurred as a result of an unlawful act that an insured individual willfully and knowingly commits.

3. The number of the Company's shares owned by candidates includes equities held by the Artner Officer Stocks Society.

**Item No. 3:** Election of three Directors who are members of the Audit and Supervisory Committee

The terms of office of all three current Directors who are members of the Audit and Supervisory Committee, are to expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company hereby proposes to appoint three Directors who are members of the Audit and Supervisory Committee for a new term.

The Audit and Supervisory Committee has granted its consent to this item.

The candidates to be Directors who are members of the Audit and Supervisory Committee are as follows:

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility held in the Company (Material concurrent position(s) currently held outside the Company)	No. of the Company's shares owned
1	NOMURA Ryuichiro (Born February 18, 1956)	April 1978      Joined Yasuda Trust & Banking Co., Ltd. (now Mizuho Trust & Banking Co., Ltd.)	541 shares
		May 1999      Appointed Kinshicho Branch Manager	
		April 2002      Appointed Hiroshima Branch Manager	
		April 2004      Appointed Head of the Securities Agency Sales Dept.	
		October 2005      Appointed Head of the Solution Sales Dept.	
		April 2007      Appointed Executive Officer; Head of the Solution Sales Dept.	
		April 2008      Joined Mizuho Realty Co., Ltd. as Senior Managing Executive Officer	
		September 2016      Joined Taiyo House Co., Ltd. as Vice President	
		March 2020      Joined Nihon Unist Inc. as Advisor	
		August 2020      Joined Marubeni Private Reit Inc. as Executive Officer	
		July 2022      Joined Artner Co., Ltd. as Outside Director and member of the Audit and Supervisory Committee	
		April 2023      Joined Artner Co., Ltd. as Outside Director and standing member of the Audit and Supervisory Committee (current)	
(Reasons for nominating him as a candidate for Outside Director, and an outline of expected role to play) Mr. NOMURA Ryuichiro has been nominated as a candidate for Outside Director as he has a wealth of experience and expertise gained from years of service in key roles and positions at financial institutions and in corporate management, and as he is expected to deliver well-rounded judgments based on his unique career and provide impartial and objective oversight.			

Candidate No.	Name (Date of birth)	Career summary, positions and areas of responsibility held in the Company (Material concurrent position(s) currently held outside the Company)	No. of the Company's shares owned
2	TERAMURA Yasuhiko (Born November 22, 1955)	April 1978      Joined The Bank of Yokohama, Ltd.	2,139 shares
		December 1997      Appointed New York Branch Manager	
		April 2003      Appointed Executive Officer; Head of the Financial Markets Dept.	
		April 2006      Appointed Managing Executive Officer	
		June 2006      Joined Kyodo Shiryō Co., Ltd. (now Feed One Co., Ltd.) as Part-time Auditor	
		November 2007      Joined Mabuchi Corporation as Managing Director	
		November 2008      Appointed Senior Managing Director	
		June 2011      Joined Sagami Transportation & Warehouse Co., Ltd. as Outside Director	
		November 2018      Joined Multitrans, Ltd. as CEO	
		April 2021      Joined Artner Co., Ltd. as Outside Director and standing member of the Audit and Supervisory Committee	
		April 2023      Joined Artner Co., Ltd. as Outside Director and member of the Audit and Supervisory Committee (current)	
	(Reasons for nominating him as a candidate for Outside Director, and an outline of expected role to play) Mr. TERAMURA Yasuhiko has been nominated as a candidate for Outside Director as he has a wealth of experience and expertise gained from years of service in key roles and positions at financial institutions, and as he is expected to deliver well-rounded judgments based on his unique career and provide impartial and objective oversight.		



3	MORII Shinichiro (Born November 28, 1953)	March 1976	Joined Takara Standard Co., Ltd.	1,139 shares
		May 2006	Appointed Kansai Direct Demand Branch President	
		April 2011	Appointed Executive Officer; Kansai Direct Demand Branch President	
		April 2013	Appointed Managing Executive Officer; Kansai Direct Demand Branch President	
		April 2019	Appointed Managing Executive Officer; Kansai Direct Demand Branch Manager and Chubu Direct Demand Branch Manager	
		June 2020	Appointed Advisor	
		April 2021	Joined Artner Co., Ltd. as Outside Director and member of the Audit and Supervisory Committee (current)	
<p>(Reasons for nominating him as a candidate for Outside Director, and an outline of expected role to play)</p> <p>Mr. MORII Shinichiro has been nominated as a candidate for Outside Director as he has a wealth of experience and expertise gained from his career in key positions held at a housing equipment manufacturer, and as he is expected to deliver well-rounded judgments based on his unique career and provide impartial and objective oversight. Although he does not have previous experience of being directly responsible for corporate management, the Company has determined that he is well qualified to carry out the duties of an Outside Director properly for the reasons mentioned above.</p>				

(Notes)

1. The Company has no conflicts of interest with any of these candidates.
2. Mr. NOMURA Ryuichiro, Mr. TERAMURA Yasuhiko, and Mr. MORII Shinichiro are candidates for Outside Directors.
3. The Company has designated Mr. NOMURA Ryuichiro, Mr. TERAMURA Yasuhiko, and Mr. MORII Shinichiro as Independent Directors as defined by the Tokyo Stock Exchange and has submitted notification of the designation to the same Exchange. They are expected to remain as Independent Directors if their elections are approved.
4. Mr. NOMURA Ryuichiro is currently an Outside Director who is a member of the Audit and Supervisory Committee. As of the conclusion of this Ordinary General Meeting of Shareholders, his term of office will be two years and nine months.
5. Mr. TERAMURA Yasuhiko and Mr. MORII Shinichiro are currently Outside Directors who are members of the Audit and Supervisory Committee. As of the conclusion of this Ordinary General Meeting of Shareholders, their terms of office will be four years.
6. The Company has entered into agreements with Mr. NOMURA Ryuichiro, Mr. TERAMURA Yasuhiko, and Mr. MORII Shinichiro to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the Act, and the maximum amount of liability for damages under the said agreements is the minimum liability amount allowed under laws and regulations. The Company intends to extend these agreements with these persons if their appointments are approved.
7. The Company has a directors and officers liability insurance (D&O Insurance) policy in place, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the policy is scheduled to be renewed in May 2025. All the candidates referred to in this item are already insured under the said insurance policy and will continue to be insured after their appointments.

- Ratio of insurance premiums borne by the insured party

The premiums shall be fully paid by the Company, including the premiums for special clauses. Therefore,

no portion of the premiums shall be borne by the insured party.

- Outline of insurable contingencies subject to coverage

This policy, together with the special clauses, will cover damages that may arise when an insured Director assumes liabilities as a result of the execution of his duties or due to claims brought against him for being held responsible for the consequences of his action. However, the policy has an exclusion that the insurance company contends precludes coverage, such as liabilities incurred as a result of an unlawful act that an insured individual willfully and knowingly commits.

8. The number of the Company's shares owned by candidates includes equities held by the Artner Officer Stocks Society.

**Note: Composition of the Board of Directors upon approval of Item No. 2 and No. 3**

If Item No. 2: Election of five Directors who are not members of the Audit and Supervisory Committee and Item No. 3: Election of three Directors who are members of the Audit and Supervisory Committee are approved as proposed, the composition of the Board of Directors will be as follows:

Name	Positions and areas of responsibility	Corporate management	Technologies	Business strategy	Recruitment and development	Sales	Finance and accounting	Governance
SEKIGUCHI Sozo	President and CEO Head of the Corporate Planning and Strategy Division, Head of the Engineer Business Division	●		●	●	●	●	
HARIGAE Tomonori	Director Head of the Management Division, Head of the Engineer Agency Business Division	●			●	●	●	
OKUSAKA Kazuya	Director Head of the Technology Development Division	●	●		●	●		
NOMURA Ryuichiro	Outside Director and standing member of the Audit and Supervisory Committee	●				●	●	●
TERAMURA Yasuhiko	Outside Director and member of the Audit and Supervisory Committee	●					●	●
MORII Shinichiro	Outside Director and member of the Audit and Supervisory Committee					●		●

Note: The table above does not represent all the experience and expertise possessed by each candidate for Director.

**(Reasons for selecting the skills in the skills matrix)**

Skill	Reason for selection
Corporate management	We believe that competence and experience in engaging in corporate management and important decision-making are critical for the purposes of formulating and executing business strategies and plans in order to achieve sustained growth and increase the medium- and long-term enterprise value, based on our management philosophy of being an Engineer Support Company.
Technologies	We believe that possession of a high level of expertise in the Company's technology fields, along with competence and experience in promoting the growth and self-actualization of engineers, is critical for the purposes of participating in cutting-edge projects at an early stage and shifting careers to growing industry fields.
Business strategy	We believe that competence and experience in discerning medium- and long-term societal changes and guiding the Company's strategy accordingly are critical for the purposes of swiftly grasping the changes in client needs, shifts in employee preferences, and change in the market environment and building a foundation for sustainable and next-generation growth.
Recruitment and development	We believe that competence and experience in maintaining and creating the Company's unique "high value-added engineering group" even as the competition for talent intensifies are critical for the purpose of expanding our business by increasing the number of engineers, their utilization rate, and the unit price of engineers, all three of which are our important management indicators.
Sales	We believe that in-depth knowledge and extensive experience in marketing, and sales are critical for the purposes of maintaining and building a strong client base through selecting and swiftly assigning engineers whose skills level is appropriate for the development needs and plans of our clients and enhancing client satisfaction, alongside conducting efficient and balanced sales activities.
Finance and accounting	We believe that possessing adequate knowledge of finance and accounting, as well as competence and experience in working on financial strategies to enhance enterprise value, is critical for the purposes of striving for transparent and trustworthy financial management, establishing a stable financial base, enhancing enterprise value continuously, and strengthening shareholder returns.
Governance	We believe that adequate knowledge and experience needed to establish frameworks for risk management, compliance, and corporate governance are critical for the purpose of further strengthening our internal control and risk management efforts through the application of business management systems (including internal control systems) to enable flexible adaptation to changes in the business environment.