

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 4819

Date of sending by postal mail: June 3, 2026

Start date of measures for electronic provision: June 1, 2026

To Our Shareholders:

Kaoru Hayashi, Representative Director
Digital Garage, Inc.
3-5-7 Ebisu Minami, Shibuya-ku, Tokyo

Notice of the 31st Ordinary Shareholders' General Meeting

We are pleased to announce the 31st Ordinary Shareholders' General Meeting of Digital Garage, Inc. (the "Company"), which will be held as indicated below.

When convening this shareholders' general meeting, the Company takes measures for providing information that constitutes the content of reference documents for the shareholders' general meeting, etc. (items for which measures for providing information in electronic format will be taken) in electronic format. This information is posted on each of the following websites, so please access either of those websites to confirm the information.

With respect to this notice, the paper-based documents to be delivered to shareholders who have made a request for delivery of such documents in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company will be sent to all shareholders.

The Company's website:

<https://ir.garage.co.jp/en/>

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

<https://d.sokai.jp/4819/teiji/> (in Japanese)

TSE website (Listed Company Search):

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

(Access the website by using the Internet address shown above, enter "Digital Garage" in "Issue name (company name)" or enter "4819" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information.")

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 Reference Documents for the Shareholders' General Meeting and exercise your voting rights no later than 6:30 p.m. on Tuesday, June 23, 2026 (JST).

1. Date and Time: Wednesday, June 24, 2026, at 10:00 a.m. (Reception starts at 9:30 a.m.)

2. Venue: Meiji Kinenkan (2F “Fuji”)
2-2-23, Motoakasaka, Minato-ku, Tokyo
*Please note that the venue is different from that of the previous year.

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 31st fiscal year (from April 1, 2025 to March 31, 2026), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 31st fiscal year (from April 1, 2025 to March 31, 2026)

Matters to be resolved:

Proposal No. 1: Dividends of Surplus

Proposal No. 2: Election of Nine (9) Directors who are not Audit and Supervisory Committee Members

Proposal No. 3: Election of Four (4) Directors who are Audit and Supervisory Committee Members

When you attend the meeting, you are kindly requested to present the voting card at the reception.

Information on measures for providing information in electronic format

- Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, “Matters concerning share acquisition rights, etc. of the Company,” “Summary of details of limited liability agreements,” “Summary of details of directors and officers liability insurance policy,” “Matters concerning outside officers,” “Matters concerning Financial Auditor,” “System to ensure the appropriateness of business operations,” “Basic policy regarding control of the Company,” “Consolidated Financial Statements,” “Non-consolidated Financial Statements” and “Audit report” are not provided in this notice. The Audit and Supervisory Committee and the Financial Auditor have audited the documents subject to audit, including the above items.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the websites stated on page 1.

Reference Documents for the Shareholders' General Meeting

Proposals and Reference Information

Proposal No. 1: Dividends of Surplus

The Company views shareholder returns as one of its principal management priorities. Under the medium-term plan, which began in the fiscal year ended March 31, 2024, our basic policy for ordinary dividends is to pay a “progressive dividend” by continuously increasing dividends, using cash flow generated from businesses that are expected to achieve stable profit growth as the source. The actual dividend amount will be determined in consideration of the Company’s financial condition and future funding needs, among others.

Based on the dividend policy, the Company proposes to pay dividends of surplus (year-end dividends) for the 31st fiscal year as follows:

Year-end dividends

Type of dividend property:	Cash
Allotment of dividend property and aggregate amount thereof:	¥47 per common share of the Company ¥2,165,062,849 in total
Effective date of dividends of surplus:	Thursday, June 25, 2026

Proposal No. 2: Election of Nine (9) Directors who are not Audit and Supervisory Committee Members

At the conclusion of this meeting, the terms of office of all nine (9) Directors who are not Audit and Supervisory Committee Members of the Company will expire. At this juncture, the Company requests the election of nine (9) Directors who are not Audit and Supervisory Committee Members.

It is the policy of the Company to select suitable people who have outstanding personalities and insight in addition to the knowledge to execute the business of the Company accurately, fairly and efficiently and their experience in business that will contribute to the Company's business as candidates for Directors (excluding Audit and Supervisory Committee Members and Outside Directors). In addition, it is the policy of the Company to select suitable people who have outstanding personalities and insight, and are able to provide advice regarding overall management based on their own knowledge and experience, as well as appropriately represent the views of minority shareholders and other stakeholders at the Board of Directors from an independent standpoint as Outside Directors who are not Audit and Supervisory Committee Members.

The Company's medium-term plan, which ends in the fiscal year ending March 2028, aims to achieve profit growth and increase corporate value through diversified revenue streams and stronger competitive advantages. The Company is leveraging its comprehensive payment platform, which shows steady expansion and growth potential, as the foundation for developing payment-related businesses. These are primarily focused on the DX/Fintech areas and include non-linear businesses such as cryptocurrency operations. The industries in which the Group operates are experiencing rapid changes in business models due to technological advances. Therefore, the Company recognizes that it is essential to have a Board of Directors composed of members with more advanced and diverse expertise to navigate this changing environment.

Based on these policies and the business environment, the President Executive Officer proposed candidates and reports were received from the Nomination and Remuneration Advisory Committee, over half of whose members were independent Outside Directors, regarding whether the candidates were appropriate. After this, the candidates were approved by the Board of Directors. The Audit and Supervisory Committee of the Company has determined all of the candidates for Director in this Proposal to be appropriate.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

Candidate No.	Name		Present position in the Company	Number of Board of Directors Meetings Attended
1	Kaoru Hayashi	Reelection	Representative Director, President Executive Officer and Group CEO	17/17 (100%)
2	Keizo Odori	Reelection	Representative Director, Vice President Executive Officer and COO	17/17 (100%)
3	Hironobu Moriyama	Reelection	Director, Vice President Executive Officer, Group CFBO and CGO	17/17 (100%)
4	Hiroshi Shino	Reelection	Director, Senior Executive Officer	17/17 (100%)
5	Mitsushi Nishida	Reelection Outside	Outside Director	17/17 (100%)
6	Masako Ikeda	Reelection Outside Independent	Outside Director	17/17 (100%)
7	Nanako Ishido	Reelection Outside Independent	Outside Director	14/14 (100%)
8	Hidefumi Kawabe	New election Outside	–	–
9	Ken Sakamura	New election Outside Independent	–	–

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)																										
1 Reelection	Kaoru Hayashi (December 26, 1959) Number of Board of Directors Meetings Attended: 17/17 (100%) Number of the Company's Shares Owned: 4,893,970 shares	<table border="0"> <tr> <td style="padding-right: 10px;">Apr. 1983</td> <td>Representative Director, From Garage, Inc.</td> </tr> <tr> <td style="padding-right: 10px;">Aug. 1995</td> <td>Founded the Company Representative Director, the Company</td> </tr> <tr> <td style="padding-right: 10px;">Dec. 1996</td> <td>Representative Director, K Garage, Inc. (now Representative Partner, K Garage, G.K.) (current position)</td> </tr> <tr> <td style="padding-right: 10px;">June 2003</td> <td>Chairman and Director, Kakaku.com, Inc. (current position)</td> </tr> <tr> <td style="padding-right: 10px;">Nov. 2004</td> <td>Representative Director, President and Group CEO, the Company</td> </tr> <tr> <td style="padding-right: 10px;">June 2009</td> <td>Representative Director and Chairman, DG Ventures, Inc.</td> </tr> <tr> <td style="padding-right: 10px;">Apr. 2012</td> <td>Director and Chairman of the Board, VeriTrans Inc. (now DG Financial Technology, Inc.)</td> </tr> <tr> <td style="padding-right: 10px;">Oct. 2013</td> <td>Director and Chairman, ECONTEXT, INC. (current position)</td> </tr> <tr> <td style="padding-right: 10px;">June 2016</td> <td>Representative Director, K.G.3 K.K. (now HAYASHI CAPITAL, Inc.) (current position)</td> </tr> <tr> <td style="padding-right: 10px;">July 2016</td> <td>Director Chairman & CEO, Digital Garage US, Inc. (current position)</td> </tr> <tr> <td style="padding-right: 10px;">Sept. 2016</td> <td>Representative Director, President Executive Officer and Group CEO, the Company (current position)</td> </tr> <tr> <td style="padding-right: 10px;">May 2017</td> <td>Representative Director, Chairman and CEO, DG Ventures, Inc. (current position)</td> </tr> <tr> <td style="padding-right: 10px;">Apr. 2026</td> <td>Director and Chairperson of the Board, DG Financial Technology, Inc. (current position)</td> </tr> </table>	Apr. 1983	Representative Director, From Garage, Inc.	Aug. 1995	Founded the Company Representative Director, the Company	Dec. 1996	Representative Director, K Garage, Inc. (now Representative Partner, K Garage, G.K.) (current position)	June 2003	Chairman and Director, Kakaku.com, Inc. (current position)	Nov. 2004	Representative Director, President and Group CEO, the Company	June 2009	Representative Director and Chairman, DG Ventures, Inc.	Apr. 2012	Director and Chairman of the Board, VeriTrans Inc. (now DG Financial Technology, Inc.)	Oct. 2013	Director and Chairman, ECONTEXT, INC. (current position)	June 2016	Representative Director, K.G.3 K.K. (now HAYASHI CAPITAL, Inc.) (current position)	July 2016	Director Chairman & CEO, Digital Garage US, Inc. (current position)	Sept. 2016	Representative Director, President Executive Officer and Group CEO, the Company (current position)	May 2017	Representative Director, Chairman and CEO, DG Ventures, Inc. (current position)	Apr. 2026	Director and Chairperson of the Board, DG Financial Technology, Inc. (current position)
Apr. 1983	Representative Director, From Garage, Inc.																											
Aug. 1995	Founded the Company Representative Director, the Company																											
Dec. 1996	Representative Director, K Garage, Inc. (now Representative Partner, K Garage, G.K.) (current position)																											
June 2003	Chairman and Director, Kakaku.com, Inc. (current position)																											
Nov. 2004	Representative Director, President and Group CEO, the Company																											
June 2009	Representative Director and Chairman, DG Ventures, Inc.																											
Apr. 2012	Director and Chairman of the Board, VeriTrans Inc. (now DG Financial Technology, Inc.)																											
Oct. 2013	Director and Chairman, ECONTEXT, INC. (current position)																											
June 2016	Representative Director, K.G.3 K.K. (now HAYASHI CAPITAL, Inc.) (current position)																											
July 2016	Director Chairman & CEO, Digital Garage US, Inc. (current position)																											
Sept. 2016	Representative Director, President Executive Officer and Group CEO, the Company (current position)																											
May 2017	Representative Director, Chairman and CEO, DG Ventures, Inc. (current position)																											
Apr. 2026	Director and Chairperson of the Board, DG Financial Technology, Inc. (current position)																											
<p>Reason for the nomination as candidate for Director Having paid particular attention to the potential of the Internet service in Japan from its predawn era, Kaoru Hayashi, as founding business manager of the Company, has consistently created new Internet businesses since founding the Company in 1995. In addition, he has driven the Group business management and contributed to the improvement of corporate value, leveraging his wealth of insights about overall Internet business, including the payment business as well as the investment and incubation business. The Company therefore expects him to continue appropriately overseeing business operation of the Group as well as to formulate and to drive its medium- to long-term growth strategy, and nominated him as a candidate for Director.</p>																												

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	
2 Reelection	Keizo Odori (May 10, 1970) Number of Board of Directors Meetings Attended: 17/17 (100%) Number of the Company's Shares Owned: 35,488 shares	Apr. 2000	Joined Faith, Inc.
		June 2005	Director, Faith, Inc.
		Sept. 2010	Director, the Company
		Apr. 2012	Director, VeriTrans Inc. (now DG Financial Technology, Inc.)
		Oct. 2013	Representative Director and President, ECONTEXT, INC. (current position)
		Apr. 2020	Director, Senior Managing Executive Officer, the Company
		June 2021	Representative Director, President and Co-COO, DG Financial Technology, Inc.
		June 2021	Director, Vice President Executive Officer and Group COO, the Company
		June 2022	Director, DG Ventures, Inc. (current position)
		Mar. 2025	Board Director, DG Communications Co., Ltd. (current position)
June 2025	Representative Director, Vice President Executive Officer and Group COO, the Company		
Aug. 2025	Representative Director, DGB Inc. (current position)		
Apr. 2026	Representative Director, Vice President Executive Officer and COO, the Company (current position)		
Apr. 2026	Representative Director, President and CEO, DG Financial Technology, Inc. (current position)		
Reason for the nomination as candidate for Director			
Since joining the Company after having gained experience as an executive at Internet-related listed companies, Keizo Odori has been involved in the payments business, has served as manager of each business segment and director of Group companies, and has spearheaded the growth of the Group's business. In addition, he has contributed to the business growth by managing the operation and implementing reorganization, by reflecting his wealth of experience over many years in operational management. The Company therefore expects him to continue appropriately overseeing business operation of the Company and driving its medium- to long-term growth strategy, and nominated him as a candidate for Director.			
3 Reelection	Hironobu Moriyama (January 27, 1974) Number of Board of Directors Meetings Attended: 17/17 (100%) Number of the Company's Shares Owned: - shares	Apr. 1999	Joined Goldman Sachs Securities Co., Ltd.
		July 2000	Interest Rate Trading Department, FICC Division, Goldman Sachs Securities Co., Ltd.
		Nov. 2009	Managing Director, FICC Division, Goldman Sachs Securities Co., Ltd.
		Oct. 2014	Head, Interest Rate Trading Department, Securities Division, Goldman Sachs Securities Japan Co., Ltd.
		Aug. 2020	Representative, Future Identity
		Dec. 2022	Representative Director, Future Identity (current position)
		June 2024	Outside Director, the Company
		Apr. 2026	Director, Vice President Executive Officer and Group CFBO and CGO, the Company (current position)
		Apr. 2026	Director, DG Financial Technology, Inc. (current position)
		Reason for the nomination as candidate for Director	
Hironobu Moriyama has extensive experience in global financial business and deep insight into startups, and after having served as an Outside Director of the Company, assumed office as a full-time Director on April 1, 2026. The Company expects him to continue appropriately overseeing business operation of the Company through his management execution capabilities with an external perspective, and driving its medium- to long-term growth strategy through the creation of new businesses and the strengthening of the Group management foundation, and nominated him as a candidate for Director.			

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)
4 Reelection	<p style="text-align: center;">Hiroshi Shino (July 24, 1976)</p> <p style="text-align: center;">Number of Board of Directors Meetings Attended: 17/17 (100%)</p> <p style="text-align: center;">Number of the Company's Shares Owned: 9,080 shares</p>	<p>Apr. 2000 Joined Softbank Finance Corporation</p> <p>Nov. 2011 Director and Corporate Officer, VeriTrans Inc. (now DG Financial Technology, Inc.)</p> <p>Apr. 2013 Representative Director, Corporate Officer and CEO, NaviPlus Co., Ltd. (now DG Business Technology, Inc.)</p> <p>July 2015 Corporate Officer, the Company</p> <p>Sept. 2015 Director, ECONTEXT, INC. (current position)</p> <p>Sept. 2015 Representative Director, Corporate Officer and President, VeriTrans Inc. (now DG Financial Technology, Inc.)</p> <p>June 2020 Director, Senior Executive Officer, the Company (current position)</p> <p>June 2021 Representative Director, President and Co-COO, Executive Officer SEVP, DG Financial Technology, Inc.</p> <p>June 2022 Representative Director and CEO, NaviPlus Co., Ltd. (now DG Business Technology, Inc.)</p> <p>Dec. 2023 Director, DG Commerce Inc. (now DG Business Technology, Inc.)</p> <p>July 2024 Representative Director and Chairman, SCORE. Co., Ltd.</p> <p>Apr. 2025 Director, DG Business Technology, Inc. (current position)</p> <p>Apr. 2026 Director and Vice Chairman of the Board and Senior Executive Officer, DG Financial Technology, Inc. (current position)</p>
		<p>Reason for the nomination as candidate for Director</p> <p>Hiroshi Shino has been engaged in the founding of Japan's payment and FinTech business from its predawn era of cashless payments. Since joining the Group, he has driven the growth of our main businesses as Representative Director of VeriTrans Inc. (now DG Financial Technology, Inc.) which mainly operates a payment business, and Director of ECONTEXT, INC. The Company therefore believes that he will continuously contribute to the appropriate supervision of its business operations, promoting the growth strategy of the Group based on FinTech and improving value of the Company over the medium- to long-term. Accordingly, the Company nominated him as a candidate for Director.</p>

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	
5 Reelection Outside	<p>Mitsushi Nishida (September 29, 1951)</p> <p>Number of Board of Directors Meetings Attended: 17/17 (100%)</p> <p>Number of the Company's Shares Owned: - shares</p>	Apr. 1977	Joined Toyo Information Systems Co., Ltd. (now TIS Inc.)
		June 2001	Director, Toyo Information Systems Co., Ltd.
		Apr. 2008	Representative Director and President, Qualica Inc.
		Apr. 2013	Representative Director and Vice President, TIS Inc.
		Sept. 2016	Director, DG Technologies, Inc. (now DG Strategic Investment, Inc.) (Non-executive Director)
		Sept. 2018	Representative Director and President, W&Bay Consulting (current position)
		Oct. 2018	Adviser, the Company
		June 2020	Outside Director, ECOMIC CO., LTD (current position)
		Sept. 2020	Outside Director, Global Communication Planning Co., Ltd. (current position)
		June 2024	Outside Director, the Company (current position)
<p>Reason for the nomination as candidate for Outside Director and summary of his expected role Mitsushi Nishida has experience working on payment-related development projects at a major listed company that develops systems for financial services and payments, and also has many years of experience in business development and management, and the Company therefore expects him to continue providing appropriate strategic advice and management supervision in promoting the Company's FinTech business, and nominated him as a candidate for Outside Director who is not an Audit and Supervisory Committee Member.</p>			
6 Reelection Outside Independent	<p>Masako Ikeda (October 2, 1977)</p> <p>Number of Board of Directors Meetings Attended: 17/17 (100%)</p> <p>Number of the Company's Shares Owned: - shares</p>	Dec. 2008	Admitted to practice law in Japan
		Mar. 2010	Staff Attorney, Office for Legal Education, Japan Federation of Bar Associations (JFBA)
		Apr. 2013	Visiting Researcher, Institute of Clinical Legal Education, Waseda University (current position)
		Aug. 2015	Special Staff Attorney to the Secretary General, Japan Federation of Bar Associations (JFBA)
		Dec. 2015	Partner, Kuwahara & Ikeda Law Office (current position)
		Feb. 2016	Staff Attorney, Research Office for Judicial Systems, Japan Federation of Bar Associations (JFBA)
		Apr. 2019	Committee Member, Human Rights Protection Committee, Tokyo Bar Association (current position)
		Apr. 2020	Conciliator, Tokyo Family Court
		Apr. 2020	Judicial Commissioner, Tokyo Summary Court
		June 2024	Outside Director, the Company (current position)
<p>Reason for the nomination as candidate for Outside Director and summary of her expected role Although Masako Ikeda has not been involved in corporate management in the past, she has specialist knowledge and a wealth of experience in law as an attorney. Deeming that she will be able to continue contributing to the appropriate oversight and the ensuring of sound business management from both general management and legal perspectives for the Company, in a business environment where the move to DX and digitalization are progressing in each industry, and where related legislation is being formulated in parallel to this, the Company nominated her as a candidate for Outside Director who is not an Audit and Supervisory Committee Member.</p>			

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	
7 Reelection Outside Independent	Nanako Ishido (July 7, 1979) Number of Board of Directors Meetings Attended: 14/14 (100%) Number of the Company's Shares Owned: - shares	Apr. 2002	Media Lab Visiting Scholar, Massachusetts Institute of Technology (MIT)
		Nov. 2002	President, NPO CANVAS (current position)
		Jan. 2011	CEO, Digital Ehon Inc.
		Apr. 2018	Professor, the Keio University Graduate School of Media Design (current position)
		May 2018	President, Learning of Tomorrow (current position)
		June 2021	Head, BLab, IU Professional University of Information and Management for Innovation (current position)
		May 2022	Outside Director, Matsuya Co., Ltd. (current position)
		June 2025	Outside Director (Audit and Supervisory Committee Member), FUJI MEDIA HOLDINGS, INC. (current position)
		June 2025	Outside Director, the Company (current position)
		Apr. 2026	Director, Keio Media Design Research Institute at the Keio University Graduate School of Media Design (current position)
<p>Reason for the nomination as candidate for Outside Director and summary of her expected role Deeming that Nanako Ishido possesses deep expertise and experience in the IT and digital fields as an academic expert, and that she will be able to provide appropriate strategic guidance and oversight of management in the business domains of the Company Group, where rapid technological advances are driving significant transformations in business models, the Company nominated her as a candidate for Outside Director who is not an Audit and Supervisory Committee Member.</p>			
8 New election Outside	Hidefumi Kawabe (December 13, 1972) Number of the Company's Shares Owned: - shares	Apr. 1996	Joined The Daiwa Bank, Ltd. (now Resona Bank, Limited)
		Apr. 2020	General Manager, Group Strategy Division, Resona Holdings, Inc. (special assignment)
		Apr. 2022	General Manager, DX Planning Division, Resona Bank, Limited General Manager, DX Planning Division and General Manager, Group Strategy Division, Resona Holdings, Inc. (special assignment)
		Apr. 2024	Executive Officer, Vice in charge of Life Design Support Planning Division, Consumer Loan Administration Division, DX Planning Division, and Customer Success Division, Resona Bank, Limited Executive Officer, Vice in charge of DX Planning Division, Customer Success Division, Data Science Division, Group Strategy Division (housing loan business process reform), and Group Strategy Division (business development), Resona Holdings, Inc.
		Apr. 2025	Executive Officer, In charge of Consumer Banking Division, DX and Payment Business Division, Resona Bank, Limited Group CDIO and Executive Officer, In charge of Digital Consumer Banking Division, Digital Corporate Banking Division and Data Science Division, Resona Holdings, Inc.
		Apr. 2026	Executive Officer, in charge of Consumer Banking Division, Resona Bank, Limited (current position) Group CDIO and Executive Officer, In charge of DX Division and Digital Consumer Banking Division, Resona Holdings, Inc. (current position)
<p>Reason for the nomination as candidate for Outside Director and summary of his expected role Hidefumi Kawabe has extensive experience in the finance business in general at a major financial group and considerable expertise in the DX field. The Company therefore expects him to provide appropriate strategic guidance and oversee management in the fintech and financial business domains promoted by the Company, and nominated him as a candidate for Outside Director who is not an Audit and Supervisory Committee Member.</p>			

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	
9 New election Outside Independent	Ken Sakamura (July 25, 1951) Number of the Company's Shares Owned: - shares	Apr. 2000	Professor, the Interfaculty Initiative in Information Studies and the Graduate School of Interdisciplinary Information Studies, the University of Tokyo
		Jan. 2002	Director, YRP Ubiquitous Networking Laboratory (current position)
		Apr. 2009	Director, Institute of Infrastructure Application of Ubiquitous Computing of the Interfaculty Initiative in Information Studies, the University of Tokyo
		Oct. 2014	President, Vitalizing Local Economy Organization by Open Data & Big Data (now the Organization for Vitalization of Local Economy by Digital Transformation) (current position)
		Apr. 2017	Professor and Dean, Faculty of Information Networking for Innovation and Design, Toyo University Head, collaboration Hub for University and Business, Toyo University (current position)
		June 2017	Emeritus Professor, the University of Tokyo (current position)
		June 2019	Outside Director, Nippon Telegraph and Telephone Corporation (now NTT, Inc.) (current position)
		Aug. 2019	President, Association for IoT Services Collaboration (current position)
		Oct. 2021	Chairman and Representative Director, AI Data Consortium (current position)
<p>Reason for the nomination as candidate for Outside Director and summary of his expected role Although Ken Sakamura has not been involved in corporate management in the past other than having served as an outside officer, he has deep expertise and valuable insight as a person with academic experience in fields such as computer science, IoT, and AI. The Company therefore expects him to provide appropriate strategic guidance and oversee management from a broad perspective in the business domains of the Company Group, where technology is rapidly evolving, and nominated him as a candidate for Outside Director who is not an Audit and Supervisory Committee Member.</p>			

- *1 Candidate for Director Keizo Odori serves concurrently as Representative Director of DGB Inc., which is a subsidiary of the Company. The Company has a business relationship with DGB Inc. concerning (i) outsourcing service for administrative work of DGB Inc., (ii) office leasing, (iii) secondment of the Company's employees to DGB Inc., (iv) business transactions.
- *2 Candidate for Director Hidefumi Kawabe serves concurrently as Executive Officer of Resona Holdings, Inc., which is a major shareholder of the Company, and as Executive Officer of Resona Bank, Limited, a subsidiary of Resona Holdings, Inc., and one of the Company's major lenders.
- *3 There is no special interest between any other candidates for Directors and the Company.
- *4 Candidate for Director Mitsushi Nishida has previously served as a Director (Non-executive Director) of DG Technologies Inc. (currently DG Strategic Investment Inc.), a subsidiary of the Company.
- *5 Candidate for Director Mitsushi Nishida is a candidate for Outside Director. At the conclusion of this meeting, his tenure as Outside Director of the Company will have been two years.
- *6 Candidate for Director Masako Ikeda is a candidate for Outside Director. At the conclusion of this meeting, her tenure as Outside Director of the Company will have been two years.
- *7 Candidate for Director Nanako Ishido is a candidate for Outside Director. At the conclusion of this meeting, her tenure as Outside Director of the Company will have been one year.
- *8 Candidate for Director Hidefumi Kawabe is a new candidate for Director. In addition, he is a candidate for Outside Director.
- *9 Candidate for Director Ken Sakamura is a new candidate for Director. In addition, he is a candidate for Outside Director.
- *10 Candidate for Director Nanako Ishido's name on her family register is Nanako Muramoto.
- *11 It is prescribed in the Articles of Incorporation of the Company in effect that the Company may enter into an agreement with Directors (excluding Executive Directors, etc.) to limit their liability for damages to the Company in an effort to attract competent individuals to the said posts.

The Company has entered into the said agreement with Mitsushi Nishida, Masako Ikeda, and Nanako Ishido to limit their liability for damages. If this Proposal is approved, the Company plans to renew the agreement with them.

If the election of candidates for Director Hidefumi Kawabe and Ken Sakamura is approved, the Company plans to enter into the said agreement with them.

The details of the agreement are as follows:

- The Director shall be liable to the Company for damages caused by neglect of their duties, under Article 423, paragraph 1 of the Companies Act, up to the minimum amount prescribed in Article 425, paragraph 1 of the same Act.
- The limitation of the liability above shall apply only when the Director acted in good faith and without gross negligence in performing the duties giving rise to said liabilities.

*12 The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company, thereby covering losses and costs incurred by Directors in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums of the insureds is borne by the Company. Each of the Director candidates up for reelection is already an insured under this policy, and if their reelection is approved, each will continue to be an insured. As for the candidates for new election, if their election is approved, each will be made an insured. The policy is scheduled for renewal in November 2026.

*13 The Company has designated candidates for Director Masako Ikeda and Nanako Ishido as independent officers in accordance with the regulations of Tokyo Stock Exchange Inc. and notified therein. If they are reelected, the Company plans to continue their independent officer designation.

Candidate for Director Ken Sakamura satisfies the independent officer requirements in accordance with the regulations of Tokyo Stock Exchange Inc., and if his election is approved, the Company plans to notify him as an independent officer to the said exchange.

Proposal No. 3: Election of Four (4) Directors who are Audit and Supervisory Committee Members

At the conclusion of this meeting, the terms of office of all four (4) Directors who are Audit and Supervisory Committee Members of the Company will expire. At this juncture, the Company requests the election of four (4) Directors who are Audit and Supervisory Committee Members.

It is the policy of the Company to select suitable people who have outstanding personalities and insight in addition to the knowledge and experience to audit the execution of duties of Directors accurately, fairly and efficiently as candidates for Directors who are Audit and Supervisory Members. Based on this policy, the President Executive Officer proposed candidates, and reports were received from the Nomination and Remuneration Advisory Committee, over half of whose members were independent Outside Directors, regarding whether the candidate was appropriate. After this, consent was received from the Audit and Supervisory Committee regarding the submission of a proposal for their election at the General Meeting of Shareholders, and the candidates were approved by the Board of Directors.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name		Present position in the Company	Board of Directors Attendance Status	Audit and Supervisory Committee Attendance Status
1	Yasuyuki Rokuyata	Reelection	Director, Audit and Supervisory Committee Chairperson	17/17 (100%)	17/17 (100%)
2	Junji Inoue	Reelection Outside Independent	Outside Director, Audit and Supervisory Committee Member	17/17 (100%)	17/17 (100%)
3	Shuma Uchino	Reelection Outside Independent	Outside Director, Audit and Supervisory Committee Member	17/17 (100%)	17/17 (100%)
4	Masahiko Chino	New election Outside Independent	-	-	-

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)
1 Reelection	<p data-bbox="379 342 571 398">Yasuyuki Rokuyata (April 5, 1956)</p> <p data-bbox="331 427 619 510">Number of Board of Directors Meetings Attended: 17/17 (100%)</p> <p data-bbox="363 539 587 645">Number of Audit and Supervisory Committee Meetings Attended: 17/17 (100%)</p> <p data-bbox="347 674 603 757">Number of the Company's Shares Owned: 414,900 shares</p>	<p data-bbox="635 259 738 282">July 1994</p> <p data-bbox="786 259 1066 282">Director, Studio Garage, Inc.</p> <p data-bbox="635 297 738 320">Dec. 1995</p> <p data-bbox="786 297 1010 320">Director, the Company</p> <p data-bbox="635 336 738 358">Mar. 2011</p> <p data-bbox="786 336 1337 358">Representative Director and President, DG Ventures, Inc.</p> <p data-bbox="635 374 738 396">July 2011</p> <p data-bbox="786 374 1106 396">Director and COO, the Company</p> <p data-bbox="635 412 738 434">Sept. 2012</p> <p data-bbox="786 412 1193 434">Director and Vice President, the Company</p> <p data-bbox="635 450 738 472">Apr. 2017</p> <p data-bbox="786 450 1337 472">Director, Vice President Executive Officer, the Company</p> <p data-bbox="635 488 738 510">June 2018</p> <p data-bbox="786 488 1201 510">Auditor, BI. Garage, Inc. (current position)</p> <p data-bbox="635 526 738 548">June 2018</p> <p data-bbox="786 526 1217 548">Auditor, DG Ventures, Inc. (current position)</p> <p data-bbox="635 564 738 586">June 2018</p> <p data-bbox="786 564 1185 586">Auditor, DK Gate, Inc. (current position)</p> <p data-bbox="635 602 738 624">June 2018</p> <p data-bbox="786 602 1385 647">Director (Audit and Supervisory Committee Chairperson), the Company (current position)</p> <p data-bbox="635 663 738 685">Sept. 2018</p> <p data-bbox="786 663 1233 685">Auditor, Crypto Garage, Inc. (current position)</p> <p data-bbox="635 701 738 723">Jan. 2021</p> <p data-bbox="786 701 1233 723">Auditor, DG Incubation, Inc. (current position)</p> <p data-bbox="635 739 738 761">July 2023</p> <p data-bbox="786 739 1369 784">Audit & Supervisory Board Member, Engagement Gateway, Inc. (current position)</p> <p data-bbox="635 799 738 822">Aug. 2025</p> <p data-bbox="786 799 1337 844">Audit & Supervisory Board Member, DGB, Inc. (current position)</p>
<p data-bbox="331 853 866 875">Reason for the nomination as candidate for Director</p> <p data-bbox="331 882 1402 1039">Yasuyuki Rokuyata has been active in the business management of the Company since its foundation, and has been engaged in the overall businesses of the Group, in his capacities as Vice President of the Company and directors of the Group companies. The Company therefore expects him to contribute to appropriate oversight of business operation of the Company and ensuring its sound business management by leveraging his extensive knowledge and experience that includes the continuity and transformation of the Company's business, and nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.</p>		

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)
<p style="text-align: center;">2 Reelection Outside Independent</p>	<p style="text-align: center;">Junji Inoue (September 18, 1949)</p> <p style="text-align: center;">Number of Board of Directors Meetings Attended: 17/17 (100%)</p> <p style="text-align: center;">Number of Audit and Supervisory Committee Meetings Attended: 17/17 (100%)</p> <p style="text-align: center;">Number of the Company's Shares Owned: - shares</p>	<p>Apr. 1974 Joined Mitsubishi Corporation</p> <p>June 1993 Chief of Palo Alto Office, Mitsubishi International Corporation President, MC Silicon Valley</p> <p>Mar. 2000 Senior Vice President and General Manager, eCommerce Department, iMIC Division, Mitsubishi International Corporation</p> <p>Apr. 2003 Executive Officer, Mitsubishi Corporation</p> <p>June 2003 Representative Director, Executive Officer & President, IT Frontier Corp.</p> <p>Mar. 2005 Representative Director and President, IT Frontier Corp</p> <p>June 2007 Outside Director, eAccess Ltd.</p> <p>Apr. 2009 Representative Director & Chairman, CEO and CTO, IT Frontier Corp.</p> <p>Apr. 2011 Adviser, IT Frontier Corp.</p> <p>Apr. 2012 Adviser, Bewith, Inc.</p> <p>June 2012 Executive Managing Director, Remote Sensing Technology Center of Japan</p> <p>Sept. 2012 Outside Auditor, the Company</p> <p>July 2016 Adviser, Takasago Thermal Engineering Co., Ltd.</p> <p>Sept. 2016 Outside Director (Audit and Supervisory Committee Member), the Company (current position)</p> <p>June 2020 Technical Advisor, Executive Managing Director, Remote Sensing Technology Center of Japan (current position)</p>
	<p>Reason for the nomination as candidate for Outside Director and summary of his expected role Junji Inoue has a wealth of overseas business experience, experience as CEO and CTO of a global IT company, experience at an IT company in Silicon Valley, and development experience at a Japanese payment systems company, and as Outside Auditor and Outside Director who is an Audit and Supervisory Committee Member of the Company, he has provided us with valuable opinions and suggestions from a global perspective. Deeming that he can continue to provide oversight and advice concerning the business execution of Directors from his specialist perspective, and that he can be expected to contribute to appropriate oversight of business operation of the Company and ensure its sound business management, the Company nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.</p>	

Candidate No.	Name (Date of birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)
<p>3 Reelection Outside Independent</p>	<p>Shuma Uchino (June 29, 1954)</p> <p>Number of Board of Directors Meetings Attended: 17/17 (100%)</p> <p>Number of Audit and Supervisory Committee Meetings Attended: 17/17 (100%)</p> <p>Number of the Company's Shares Owned: - shares</p>	<p>Apr. 1978 Joined Mitsubishi Corporation</p> <p>July 2001 Vice President, Mitsubishi Corporation Financial & Management Services (Japan) Ltd.</p> <p>May 2002 Group CFO, Metals Group (Concurrently) General Manager, Metals Group Administration Dept., Mitsubishi Corporation</p> <p>June 2004 Senior Vice President, MITSUBISHI MOTORS CORPORATION</p> <p>Apr. 2008 Senior Executive Officer, MITSUBISHI MOTORS CORPORATION</p> <p>Apr. 2009 Executive Officer, Mitsubishi Corporation</p> <p>Apr. 2013 Executive Vice President, Chief Financial Officer, Mitsubishi Corporation</p> <p>June 2013 Member of the Board, Executive Vice President, Mitsubishi Corporation</p> <p>June 2016 Corporate Adviser, Mitsubishi Corporation</p> <p>June 2018 Senior Audit & Supervisory Board Member (full time), Mitsubishi Corporation</p> <p>June 2019 Full-time Audit & Supervisory Board Member, Mitsubishi Corporation</p> <p>June 2022 Outside Director, Takasago Thermal Engineering Co., Ltd. (current position)</p> <p>June 2022 Outside Director (Audit and Supervisory Committee Member), the Company (current position)</p>
	<p>Reason for the nomination as candidate for Outside Director and summary of his expected role Shuma Uchino has extensive experience in corporate management and financial accounting through his career history that includes serving as CFO at a major listed company. Deeming that he can use that insight to provide oversight and advice concerning the business execution of Directors from his specialist perspectives pertaining particularly to management and administration, and that he will continue to contribute to appropriate oversight of business operation of the Company and ensure its sound business management, the Company nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.</p>	
<p>4 New election Outside Independent</p>	<p>Masahiko Chino (October 26, 1963)</p> <p>Number of the Company's Shares Owned: - shares</p>	<p>Oct. 1988 Joined Minato Audit Corporation (now KPMG AZSA LLC)</p> <p>Aug. 1992 Registered Certified Public Accountant</p> <p>July 1993 Seconded to KPMG (U.S.)</p> <p>Sept. 2001 Founder and Co-Managing Partner, KPMG FAS Co., Ltd. (current position)</p> <p>Sept. 2009 Director, KPMG Healthcare Japan Co., Ltd. (current position)</p> <p>Aug. 2018 Executive Board Member, KPMG AZSA LLC</p> <p>Oct. 2019 Chairman of the Board, KPMG Consulting Co., Ltd.</p> <p>Sept. 2021 Co-Chairman & Representative Director, KPMG Ignition Tokyo, Inc. (current position)</p> <p>Oct. 2022 Representative Director, KPMG Advisory Lighthouse, Inc. (now KPMG Advisory Holdings Co., Ltd.)</p> <p>Mar. 2023 Co-Chairman, KPMG Japan (current position)</p> <p>Jan. 2025 Representative Director, KPMG Consulting Co., Ltd. (current position)</p> <p>July 2025 Senior Managing Executive Officer, KPMG AZSA LLC (current position)</p> <p>Dec. 2025 President and CEO, KPMG Advisory Holdings Co., Ltd. (current position)</p>
	<p>Reason for the nomination as candidate for Outside Director and summary of his expected role Masahiko Chino has specialized knowledge of finance and accounting as a certified public accountant, and has extensive experience in business management, having long served in top management positions at consulting firms and other companies. The Company therefore expects him to contribute to appropriate oversight of business operation of the Company and ensuring its sound business management by leveraging his experience and specialized insight, and nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.</p>	

- *1 Candidate for Director Junji Inoue is a candidate for Outside Director. He is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company. At the conclusion of this Ordinary Shareholders' General Meeting, he will have been in the post for nine years and nine months. Including his time as an Outside Auditor, Junji Inoue's total length of service will amount to thirteen years and nine months.
- *2 Candidate for Director Shuma Uchino is a candidate for Outside Director. He is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company. At the conclusion of this Ordinary Shareholders' General Meeting, he will have been in the post for four years.
- *3 Candidate for Director Masahiko Chino is a new candidate for Director. In addition, he is a candidate for Outside Director.
- *4 It is prescribed in the Articles of Incorporation of the Company in effect that the Company may enter into an agreement with Directors (excluding Executive Directors, etc.) to limit their liability for damages to the Company in an effort to attract competent individuals to the said posts.
- The Company has entered into the said agreement with Yasuyuki Rokuyata, Junji Inoue, and Shuma Uchino to limit their liability for damages. If this Proposal is approved, the Company plans to renew the agreement with them.
- If the election of candidate for Director Masahiko Chino is approved, the Company plans to enter into the said agreement with him.
- The details of the agreement are as follows:
- The Director shall be liable to the Company for damages caused by neglect of their duties, under Article 423, paragraph 1 of the Companies Act, up to the minimum amount prescribed in Article 425, paragraph 1 of the same Act.
 - The limitation of the liability above shall apply only when the Director acted in good faith and without gross negligence in performing the duties giving rise to said liabilities.
- *5 The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act with an insurance company, thereby covering losses and costs incurred by Directors in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums of the insureds is borne by the Company. Each of the Director candidates up for reelection is already an insured under this policy, and if their reelection is approved, each will continue to be an insured. As for the candidates for new election, if their election is approved, each will be made an insured. The policy is scheduled for renewal in November 2026.
- *6 The Company has designated candidates for Directors Junji Inoue, and Shuma Uchino as independent officers in accordance with the regulations of Tokyo Stock Exchange Inc. and notified therein. If they are reelected, the Company plans to continue their independent officer designation. Candidate for Director Masahiko Chino satisfies the independent officer requirements in accordance with the regulations of Tokyo Stock Exchange Inc., and if his election is approved, the Company plans to notify him as an independent officer to the said exchange.
- *7 There is no special interest between any of the candidates and the Company.

(Reference) Composition of the Board of Directors

Assuming Proposal No. 2 and Proposal No. 3 are approved without changes, the composition of the Company's Board of Directors will be as follows.

	Number of People	Outside Director		Proportion of Independent Officer
		Independent Officer		
Director (excluding Audit and Supervisory Committee Member)	9	5	3	33.3%
Director (Audit and Supervisory Committee Member)	4	3	3	75.0%
Total	13	8	6	46.2%

As shown above, six of the 13 members of the Board of Directors will be independent Outside Directors, and the Company believes this structure will result in highly effective oversight within the Board of Directors.

A skill matrix of the Directors will be as follows:

Name	Title	Current Candidates	Business Development Related to Our Company Operations	Corporate Management Experience	FinTech & Payment Business Expertise	Global Business Experience	Finance & Accounting	Legal & Compliance	Corporate Governance & Risk Management	Human Resources, Organization & Diversity
Kaoru Hayashi	Representative Director	Candidate	○	○	○	○			○	
Keizo Odori	Representative Director	Candidate	○	○	○		○		○	
Hironobu Moriyama	Director	Candidate		○	○	○	○		○	
Hiroshi Shino	Director	Candidate	○	○	○					
Mitsushi Nishida	Outside Director	Candidate	○	○	○					
Masako Ikeda	Independent Outside Director	Candidate						○	○	○
Nanako Ishido	Independent Outside Director	Candidate		○		○				○
Hidefumi Kawabe	Outside Director	Candidate	○		○		○			
Ken Sakamura	Independent Outside Director	Candidate	○	○		○				○
Yasuyuki Rokuyata	Director (Audit and Supervisory Committee Member)	Candidate	○	○				○	○	
Junji Inoue	Independent Outside Director (Audit and Supervisory Committee Member)	Candidate		○	○	○				
Shuma Uchino	Independent Outside Director (Audit and Supervisory Committee Member)	Candidate		○			○		○	
Masahiko Chino	Independent Outside Director (Audit and Supervisory Committee Member)	Candidate		○		○	○		○	

* The skill items marked by a circle are not meant to represent the entire expertise and experience of each candidate.

End