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Securities Code: 4733 Date issued: June 5, 2023

Start date of measures for electronic provision: May 31, 2023

To our shareholders:

Shigefumi Wada President and Representative Director **OBIC BUSINESS CONSULTANTS CO., LTD.** 6-8-1, Nishi-shinjuku, Shinjuku-ku, Tokyo

## Notice of the 44th Annual General Meeting of Shareholders

You are hereby notified that the 44th Annual General Meeting of Shareholders of OBIC BUSINESS CONSULTANTS CO., LTD. (the "Company") will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items subject to measures for electronic provision) in electronic format, and posts this information as "Notice of the 44th Annual General Meeting of Shareholders" on the Company's website. Please access the website by using the internet address shown below to review the information.

- The Company's website:
  - https://corp.obc.co.jp/ir/stock/meeting/ (in Japanese)

In addition to posting for which measures for providing information in electronic format are to be taken on the website above, the Company also posts this information on the website of the Tokyo Stock Exchange (TSE) and the website for posted informational materials for the general meeting of shareholders.

- TSE website (Listed Company Search): https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)
  - \* Enter or search for the stock name (OBIC Business Consultant) or securities code (4733), and select "Basic Information" and "Documents for Public Inspection/PR Information" for review.
- Website for posted informational materials for the general meeting of shareholders https://d.sokai.jp/4733/teiji (in Japanese)

Instead of attending the Meeting in person, you may exercise your voting rights in writing, via the Internet, etc. Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights according to the information so that your vote is received by 5:45 p.m. on Friday, June 23, 2023 (JST).

## **Other Notices**

- 1. Under the revised Companies Act that went into effect on September 1, 2022, the Company has started an electronic provision system of General Meeting of Shareholders materials (a system to make General Meeting of Shareholders materials accessible on a website) with the General Meeting of Shareholders held in March 2023. Since it has only been a short time since the system was launched, we delivered paper-based documents stating items subject to measures for electronic provision to all shareholders as we have done in the past; however, from the next year onward, the documents may be provided in a manner consistent with the electronic provision system.
  - Shareholders who wish to receive the paper-based documents similar to this Annual Shareholders Meeting from next year onwards can submit a "Request for Delivery of Paper-Based Documents." For an overview of the electronic provision system and the procedure for "Request for Delivery of Paper-Based Documents," please contact the securities company at which you have opened your account or visit the website relating to the

electronic provision system of Sumitomo Mitsui Trust Bank, Limited (the Company's shareholder registry administrator).

(Link: https://www.smtb.jp/personal/procedure/agency/kaisyahou) (in Japanese)

2. Please be advised that starting from this year, the Company has decided not to provide souvenirs to shareholders attending the General Meeting of Shareholders.

 Date and Time: Monday, June 26, 2023, at 10:00 a.m. (JST)
 Venue: Ohgi, 4th floor, South Tower, Keio Plaza Hotel, 2-2-1, Nishi-shinjuku, Shinjuku-ku, Tokyo

#### 3. Purpose of the Meeting

#### Matters to be reported:

The Business Report and the Non-consolidated Financial Statements for the 44th fiscal year (from April 1, 2022 to March 31, 2023)

#### Matters to be resolved:

Proposal No. 1 Appropriation of Surplus Proposal No. 2 Election of Nine Directors

Proposal No. 3 Election of Three Audit & Supervisory Board Members

In accordance with the provisions of laws and regulations and Article 14 of the Company's Articles of Incorporation, among the items subject to measures for electronic provision, the Company has posted the following items on the Company's website, the TSE website and the website for posted informational materials for the general meeting of shareholders, and excluded them from the paper-based documents delivered to shareholders. Of the paper-based documents delivered, the Business Report and Non-consolidated Financial Statements are a part of the documents that were audited by the Financial Auditor and Audit & Supervisory Board Members in preparing their respective audit reports.

- System to Ensure Appropriateness of Business and State of Operation of Such System
- Statement of Changes in Net Assets
- Notes to Non-consolidated Financial Statements
- If you attend the Meeting in person, please submit the voting form to our reception desk at the venue on the day of the Meeting.
- 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 Company's website, the TSE website and the website for posted informational materials
  for the general meeting of shareholders.

### **Reference Documents for General Meeting of Shareholders**

## **Proposal No. 1** Appropriation of Surplus

The Company considers it one of its highest management priorities to continue to provide stable and long-term return of profit to shareholders. The Company proposes to pay a year-end dividend for the period under review as follows, taking into consideration the business results for the period under review and future business development.

(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 ¥35 per common share of the Company.

In this event, the total dividends will be \$2,631,016,290.

As the Company has already paid an interim dividend of ¥35 per share, the annual dividend for the fiscal year under review will be ¥70 per share.

(3) Effective date of dividends of surplus

The effective date of dividends will be June 27, 2023.

# **Proposal No. 2** Election of Nine Directors

The terms of office of all nine Directors will expire at the conclusion of this annual general meeting of shareholders. Accordingly, the Company requests the election of nine Directors.

The candidates for Director were determined by the Board of Directors based on the details of the report submitted by the Nomination and Remuneration Advisory Committee.

The candidates for Director are as follows:

Candidate	Name		Current position and responsibilities in the Company			
no.						
1	Masahiro Noda  Reelection Outside		Chairman			
2	Shigefumi Wada	Reelection	President and Representative Director			
3	Hiroko Wada	Reelection	Vice President and Representative Director, and General Manager of Administrative Headquarters			
4	Katsuhiko Karakama	Reelection	Managing Director and General Manager of Product Development Headquarters			
5	Toshio Ogino	Reelection	Managing Director and General Manager of Sales Headquarters			
6	Shoichi Tachibana	Reelection Outside	Director			
7	Chiaki Ito	Reelection Outside Independent	Director			
8	Takamune Okihara	Reelection Outside Independent	Director			
9	Atsushi Kawanishi	Reelection Outside	Director			

Reelection Candidate for Director to be reelected

Outside Candidate for outside Director
Independent Candidate for independent officer

Candidate no.	Name (Date of birth)		Career summary, positions and responsibilities in the Company (Significant concurrent positions outside the Company)					
		Apr. 1968 Nov. 1979	Established OBIC Co., Ltd. President and Representative Director President and Representative Director of OBIC					
			Office Automation Co., Ltd.					
		May 1981	Chairman and Representative Director of the Company					
	Masahiro Noda	Jan. 1996	Chairman and Representative Director of OBIC Office Automation Co., Ltd. (current position)					
	(August 24, 1938)	June 1996	Chairman of the Company (current position)					
	Reelection	Apr. 2003	Chairman and Representative Director of OBIC Co., Ltd.	406,400 shares				
1	Outside	Feb. 2006	Chairman and Representative Director, and					
			President and Representative Director					
		Apr. 2013	Chairman and Representative Director (current position)					
			concurrent positions outside the Company]					
			d Representative Director of OBIC Co., Ltd.					
			d Representative Director of OBIC Office					
	(7)	Automation (	•					
			e Director and overview of expected roles)	becard bus concin				
	The Company proposes the election of Masahiro Noda as outside Director so that his extensive experience and broad							
	discernment as a senior corporate manager who has a grasp of the OBIC group as a whole will be reflected in the management of the Company. If elected, he is expected to continue providing advice and recommendations in view of							
			group as a whole, from the viewpoint of a senior co					
	1	Dec. 1980	Established the Company					
			President and Representative Director					
	Shigefumi Wada	Jan. 1990	General Manager of Sales Headquarters					
	(August 30, 1952)	Apr. 2009	President and Representative Director and	15,840,840 shares				
	Reelection		Manager of Sales Headquarters					
2		Mar. 2020	President and Representative Director (current position)					
	(Reasons for nomination as candidate for Director)							
	The Company proposes the reelection of Shigefumi Wada as Director because the Company has concluded that he has							
	broad discernment, and enough experience and abilities as Representative Director of the Company; he has served as							
	_		y years, possesses extensive experience as a senior c					
	_	-	nt of the Company, and is deeply familiar with various	us divisions of the				
	Company, including divisions in		P. 181 11 0					
		Dec. 1980	Established the Company Director					
		Jan. 1983	Managing Director					
	Hiroko Wada	Jan. 1990	General Manager of Administrative					
	(May 22, 1953)	Juli. 1990	Headquarters and Manager of Administration					
	(====, ==, ===)		Division	3,606,600 shares				
	Reelection	June 1999	Senior Managing Director					
3		Mar. 2020	Vice President and Representative Director, and General Manager of Administrative Headquarters (current position)					
	(Reasons for nomination as can	didate for Direct		1				
	The Company proposes the reelection of Hiroko Wada as Director because the Company has concluded that she has							
			ne Company, including extensive experience and bro					
			nanagement of the whole administration division, an					
	= :	sions in the corpo	orate planning and financial fields, as well as leaders	ship as a senior				
	executive of the Company.							

Candidate no.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned				
	Katsuhiko Karakama	Apr. 1989 Apr. 2007 June 2013	Joined the Company Manager of Product Development Headquarters Vice General Manager of Product Development					
4	(July 29, 1966) Reelection	June 2017 Mar. 2020	Headquarters Director Managing Director and General Manager of Product Development Headquarters (current	15,600 shares				
·	Product Development Headquarters (current position)  (Reasons for nomination as candidate for Director)  Katsuhiko Karakama has worked in the product development division over many years since joining the Company and has advanced IT knowledge and extensive experience. The Company proposes the election of Mr. Karakama as Director because he has played a central role in planning IT strategies and developing applications as General Manager of							
	Product Development Headquart		7 1 1 1 G					
		Jan. 1993	Joined the Company					
	т 1: О :	Apr. 1997 May 2000	Branch Manager of Sendai Branch Branch Manager of Osaka Branch					
	Toshio Ogino (May 19, 1965)	Apr. 2012	Manager of Sales Headquarters					
	(May 19, 1903)	June 2013	Vice General Manager of Sales Headquarters	24,200 shares				
	Reelection	June 2017	Director					
5		Mar. 2020	Managing Director and General Manager of Sales Headquarters (current position)					
		, led the whole Manager of Sal		•				
		Apr. 1985	Joined OBIC Co., Ltd.					
		Apr. 2008	Director and Vice President General Manager of Solution Management					
			Headquarters and General Manager of Solution Promotion Headquarters Director of OBIC Office Automation Co., Ltd.					
	Shoichi Tachibana	June 2009	Director of the Company (current position)					
	(April 26, 1961)	Apr. 2013	President and Representative Director of OBIC Co., Ltd. (current position)	– shares				
	Reelection Outside	June 2014	Managing Director of OBIC Office Automation Co., Ltd.					
6		June 2018	President and Representative Director of OBIC Office Automation Co., Ltd. (current position)					
		President and	Representative Director of OBIC Co., Ltd. Representative Director of OBIC Office Co., Ltd.					
	(Reasons for nomination as cand	(Reasons for nomination as candidate for outside Director and overview of expected roles)						
	The Company proposes the election of Shoichi Tachibana as outside Director because the Company has concluded that							
			r corporate manager, and his objective standpoint in					
			ions will contribute greatly towards the Company's i					
	elected, he is expected to appropriately execute his duties as an outside Director of the Company such as making decisions on important matters in management and supervising the execution of business. Furthermore, he is also scheduled to continue to serve as a member of the Nomination and Remuneration Advisory Committee after he is							
	elected.							

Candidate no.	Name (Date of birth)	Career sumr (Signific	Number of the Company's shares owned		
7	Chiaki Ito (October 10, 1947) Reelection Outside Independent officer		Joined FUJITSU LIMITED  Member of the Board and Corporate Executive Vice President Corporate Senior Executive Vice President and Representative Director Member of the Board and Vice Chairman Chairman and Representative Director of FUJITSU RESEARCH INSTITUTE Senior Executive Advisor Director of Hitachi Zosen Corporation Director of the Company (current position) Director of ZENSHO HOLDINGS CO., LTD. (current position) concurrent positions outside the Company] etor of ZENSHO HOLDINGS CO., LTD.	– shares	
	(Reasons for nomination as candidate for outside Director and overview of expected roles)  The Company proposes the election of Chiaki Ito as outside Director because the Company has concluded that his extensive experience and broad discernment pertaining to his involvement in the management of Fujitsu Limited over many years will contribute greatly towards the Company's management. If elected, he is expected to appropriately execute his duties as an independent outside Director such as making decisions on important matters in management and supervising the execution of business, in addition to providing advice and recommendations based on his extensive experience and knowledge gained over the many years.				

Candidate no.	Name (Date of birth)		Career summary, positions and responsibilities in the Company (Significant concurrent positions outside the Company)						
		Apr. 1974 Mar. 2001	Joined The Sanwa Bank, Ltd.  Executive Officer and General Manager of						
		Jan. 2002	Corporate Banking Planning Department Executive Officer and Assistant Manager of Corporate Company Unit of UFJ Bank Ltd.						
		May 2003	Senior Executive Officer						
		May 2004	President and CEO						
		June 2004	Director of UFJ Holdings, Inc.						
		Jan. 2006	Deputy President of The Bank of Tokyo- Mitsubishi UFJ, Ltd. (currently MUFG Bank,						
	Takamune Okihara		Ltd.)						
	(July 11, 1951)	Apr. 2008	Deputy Chairman						
	Reelection	June 2010	Chairman of Mitsubishi UFJ Financial Group,	– share					
	Outside	May 2014	Inc. Senior Adviser of The Bank of Tokyo-						
9	Independent officer	May 2014	Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.) (current position)						
8		June 2014	Director of The Kansai Electric Power						
			Company, Incorporated (current position) Audit & Supervisory Board Member of Sompo						
			Japan Nipponkoa Insurance Inc. (currently						
		June 2016	Sompo Japan Insurance Inc.) Director of the Company (current position)						
			[Significant concurrent positions outside the Company] Outside Director of The Kansai Electric Power Company,						
	Outside Director of The Kansai Electric Power Company, Incorporated								
	(Reasons for nomination as candidate for outside Director and overview of expected roles)								
	The Company proposes the election of Takamune Okihara as outside Director because the Company has concluded that								
	his extensive experience and broad discernment pertaining to his involvement in the management of MUFG Bank, Ltd.								
	over many years will contribute greatly towards the Company's management. If elected, he is expected to appropriately								
	execute his duties as an independent outside Director such as making decisions on important matters in management and supervising the execution of business, in addition to providing advice and recommendations based on his extensive								
			dition to providing advice and recommendations bas y years. Furthermore, he is also scheduled to continu						
			Advisory Committee after he is elected.	ie to serve as a					
		Apr. 1982	Joined OBIC Co., Ltd.						
		June 2003	Director						
			General Manager of Administration						
			Supervision Division						
	Atsushi Kawanishi	Apr. 2005	Managing Director (current position)						
	(November 29, 1958)	Apr. 2008	General Manager of Human Resources and						
	(11010012), 1900)		Administration Supervision Division (current	– share					
	Reelection	1 2010	position)						
	Outside	June 2018 June 2019	Director of the Company (current position)  Director of OBIC Office Automation Co., Ltd.						
		June 2019 June 2021	Managing Director (current position)						
9			concurrent positions outside the Company]						
			rector of OBIC Co., Ltd.						
			rector of OBIC Office Automation Co., Ltd.						
	(Reasons for nomination as candidate for outside Director and overview of expected roles)  The Company proposes the election of Atsushi Kawanishi as outside Director because the Company has concluded that in addition to currently serving as Managing Director for OBIC Co., Ltd. and OBIC Office Automation Co., Ltd., his								
	extensive experience and broad	discernment fro	m serving in various positions related to human reso	urces and					
	administration and his objective	standpoint inde	pendent of the management team that executes busin	ness operations will					
			gement. If elected, he is expected to execute his duti						
			and the supervision of business execution, in addition						
	recommendations and advice from	om an objective	and professional perspective based on his experience	e and knowledge.					

Notes:

- Masahiro Noda, Shoichi Tachibana, Chiaki Ito, Takamune Okihara, and Atsushi Kawanishi are candidates for outside Director.
- Masahiro Noda, Shoichi Tachibana, Chiaki Ito, Takamune Okihara, and Atsushi Kawanishi are currently outside Directors
  of the Company, and at the conclusion of this general meeting of shareholders, their tenure will have been 42 years, 14
  years, eight years, seven years, and five years, respectively.
- 3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company concluded agreements with Masahiro Noda, Shoichi Tachibana, Chiaki Ito, Takamune Okihara, and Atsushi Kawanishi to limit their liability for damages under Article 423, paragraph (1) of the same Act, and the limit amount for liability for damages pursuant to these agreements is the minimum liability amount prescribed by Article 425, paragraph (1) of the same Act. If the reelection of them is approved, the Company plans to renew the aforementioned agreements with them.
- 4. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Chiaki Ito and Takamune Okihara have been designated as independent officers. If Mr. Ito and Mr. Okihara are reelected, the Company plans for their reappointments as independent officers to continue.
- 5. The Company has sales relations with OBIC Co., Ltd. and OBIC Office Automation Co., Ltd. for products and merchandise, etc. Masahiro Noda serves concurrently as Chairman and Representative Director of OBIC Co., Ltd. and Chairman and Representative Director of OBIC Office Automation Co., Ltd., Shoichi Tachibana serves concurrently as President and Representative Director of OBIC Co., Ltd. and President and Representative Director of OBIC Office Automation Co., Ltd., and Atsushi Kawanishi serves concurrently as Managing Director of OBIC Co., Ltd. and Managing Director of OBIC Office Automation Co., Ltd.
- 6. There is no special interest between any other candidates for Director and the Company.

# **Proposal No. 3** Election of Three Audit & Supervisory Board Members

The terms of office of all three Audit & Supervisory Board Members will expire at the conclusion of this annual general meeting of shareholders.

Accordingly, the Company requests the election of three Audit & Supervisory Board Members.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate no.	Name (Date of birth)	Care (Significa	Number of the Company's shares owned			
1	Shigekazu Kurozu (April 29, 1955)  Reelection	Jan. 1982  July 1985  Apr. 1991  Apr. 1996  July 2003  June 2004	Joined Showa Audit Corporation (currently Ernst & Young ShinNihon LLC) Joined the Company General Manager of Product Management of Development Department Director Manager of Application Development Division Full-time Audit & Supervisory Board Member (current position)	46,400 shares		
	(Reasons for nomination as candidate for Audit & Supervisory Board Member)  The Company proposes the reelection of Shigekazu Kurozu as Audit & Supervisory Board Member because the  Company has concluded that his possession of certified public accountant qualifications and his broad discernment pertaining to R&D and application development based on his experience working at the development department of the  Company will contribute greatly towards the Company's auditing structure.					
2	Toshiro Takahashi (October 7, 1971)  Reelection Outside Independent officer	Apr. 1998  Apr. 2001  June 2019  [Significant co	Registered as an attorney at law (Member of Daini Tokyo Bar Association) Joined Yonezu Law Office Joined Nagatacho Law Office as a partner (current position) Audit & Supervisory Board Member of the Company (current position) oncurrent positions outside the Company] w of Nagatacho Law Office	– shares		
	(Reasons for nomination as candidate for outside Audit & Supervisory Board Member)  The Company proposes the election of Toshiro Takahashi as outside Audit & Supervisory Board Member because the Company has concluded that his broad discernment as an attorney will allow him to objectively assess the overall Company management from a legal perspective. He has never in the past been involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an outside Audit & Supervisory Board Member based on the above reasons.					

Candidate no.	Name (Date of birth)	Caree (Significa	Number of the Company's shares owned				
3	Tomonori Anan (October 13, 1976) Reelection Outside	Executive Offi	Joined OBIC Co., Ltd.  Manager of Strategic Planning Office, Marketing Promotion Headquarters Manager of Corporate Planning Office Executive Officer, Manager of Corporate Planning Office and General Manager of Accounting Headquarters (current position) Audit & Supervisory Board Member of OBIC Office Automation Co., Ltd. (current position) Audit & Supervisory Board Member of the Company (current position) Incurrent positions outside the Company] cer of OBIC Co., Ltd. Evisory Board Member of OBIC Office	– shares			
	(Reasons for nomination as candidate for outside Audit & Supervisory Board Member)						
	The Company proposes the election of Tomonori Anan as outside Audit & Supervisory Board Member because the						
	Company has concluded that in addition to currently serving as Executive Officer for OBIC Co., Ltd., he possesses professional perspective regarding finance and accounting gained through serving in accounting departments of this						
	company.	5 imance and ac	counting gamed unough serving in accounting ucp	artificitio of tillo			

Notes:

- 1. Toshiro Takahashi and Tomonori Anan are candidates for outside Audit & Supervisory Board Member.
- 2. Toshiro Takahashi and Tomonori Anan are currently outside Audit & Supervisory Board Members of the Company, and their terms of office as Audit & Supervisory Board Members will be four years and two years, respectively, at the conclusion of this General Meeting of Shareholders.
- 3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company concluded agreements with Toshiro Takahashi and Tomonori Anan to limit their liability for damages under Article 423, paragraph 1 of the same Act, and the limit amount for liability for damages pursuant to this agreement is the minimum liability amount prescribed by Article 425, paragraph 1 of the same Act. If the reelection of them is approved, the Company plans to renew the aforementioned agreements with them.
- 4. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Toshiro Takahashi has been designated as an independent officer. If he is reelected, the Company plans for his reappointment as independent officer to continue.
- 5. The Company has sales relations with OBIC Co., Ltd. and OBIC Office Automation Co., Ltd. for products and merchandise, etc. Tomonori Anan serves concurrently as Executive Officer of OBIC Corporation and Audit & Supervisory Board Member of OBIC Office Automation Co., Ltd.
- 6. There is no special interest between any other candidates for Audit & Supervisory Board Member and the Company.

# (Reference) Skills matrix for Board of Directors and Audit & Supervisory Board

In the event that Proposal Nos. 2 and 3 are approved, the composition of the Board of Directors and the Audit & Supervisory Board, and the skills, experiences, and knowledge of the officers, will be as follows.

This table does not show all the skills possessed by the officers, instead comparing the knowledge and experience of the officers that ensure the diversity of the Board of Directors and the Audit & Supervisory Board, while mapping the areas in which they are expected to contribute to the Company.

			Skills								
	Name	Position	Corporate management	Experience of the business or industry	Accounting and finance	Legal affairs / Compliance / Risk management	Innovation / Technology / IT	HR / Personnel development / Labor	Sustainability / ESG		
	Masahiro Noda	Chairman	•	•	•		•				
	Shigefumi Wada	President and Representative Director	•	•	•	•	•		•		
	Hiroko Wada	Vice President and Representative Director	•	•	•	•		•	•		
Director	Katsuhiko Karakama	Managing Director		•			•				
	Toshio Ogino	Managing Director		•			•				
	Shoichi Tachibana	Director	•	•	•	•	•		•		
	Chiaki Ito	Director	•	•			•		•		
	Takamune Okihara	Director	•		•				•		
	Atsushi Kawanishi	Director		•				•	•		
Audit & Supervisory Board Member	Shigekazu Kurozu	Full-time Audit & Supervisory Board Member		•	•	•	•				
	Toshiro Takahashi	Audit & Supervisory Board Member				•		•	•		
	Tomonori Anan	Audit & Supervisory Board Member		•	•				•		