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Stock code 3901
March 11, 2024

(Start date of electronic provisioning measures: March 4, 2024)

To All Shareholders

11-1, Nagatacho 2-chome, Chiyoda-ku, Tokyo
MarkLines Co., Ltd.
President and Representative Director Makoto Sakai

Notice of the 23rd Ordinary General Meeting of Shareholders

Dear Shareholders, We would like to express our sincere appreciation for your continued support.

We would like to express our deepest sympathies to all those affected by the 2024 Noto Earthquake, and we pray for the earliest possible restoration and recovery.

Notice is hereby given that the 23rd Ordinary General Meeting of Shareholders of the Company will be held as follows:

The Company has adopted an electronic method of providing notice of the 23rd Ordinary General Meeting of Shareholders, which is posted on the following website.

Our website (<https://www.marklines.com/ja/ir/library/>).

In addition to the above, the information is also posted on the following website on the Internet:

Tokyo Stock Exchange Website

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

Please access the above website, enter or search for our company name or stock code, and select "Basic information" and "Documents for public inspection/PR information" in that order.

If you are unable to attend the meeting, you may exercise your voting rights via the Internet or in writing. We kindly request that you review the reference documents for the General Meeting of Shareholders posted in the Electronic Provision Measures section and exercise your voting rights by 5:30 p.m. on Monday, March 25, 2024 (Tokyo time).

1. Date and Time Tuesday, March 26, 2024, at 10:00 a.m.
2. Location 3-6-8 Kita-Aoyama, Minato-ku, Tokyo
The Strings Omotesando B1F West Suite
3. Purpose
Matters to be reported:
 1. To report on the contents of the Business Report and the Consolidated Financial Statements for the 23rd fiscal year (from January 1, 2023 to December 31, 2023) and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
 2. To report on the contents of the Financial Statements for the 23rd fiscal year (January 1, 2023 to December 31, 2023)

Proposals to be resolved:

- Proposal 1: Appropriation of Retained Earnings
- Proposal 2: Election of six (6) Directors
- Proposal 3: Election of one (1) Corporate Auditor
- Proposal 4: Payment of bonuses to corporate officers

4. Other matters to be decided at the convocation of the General Meeting of Shareholders

- (1) When exercising voting rights by proxy, it is limited to delegating to shareholders who have voting rights. Please note that only one proxy is allowed.
- (2) In the event a shareholder intends to exercise voting rights in a non-uniform manner, please notify the Company of said intention and the reason thereof at least three days prior to the General Meeting of Shareholders.
- (3) Please note that any voting right exercised without an indication of for or against a proposal on the Voting Rights Exercise Form shall be treated as an intent of approval.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Retained Earnings

The appropriation of retained earnings is proposed as follows.

Matters related to year-end dividends

The Company would like to propose the year-end dividend for the 23rd fiscal year as follows, taking into consideration the business performance of the current fiscal year, the emphasis on profit distribution to shareholders, and the securing of internal reserves.

(1) Type of dividend property

The amount will be in cash.

(2) Matters related to the allocation of dividend property and the total amount thereof

Cash per share of common stock of JPY 36.00

the Company

Total dividend amount JPY 475,731,288

(3) Effective date of distribution of retained earnings

March 27, 2024

Proposal 2: Election of Six (6) Directors

The terms of office of all (5) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders, and Ms. Siyi Jiang will retire from her position. Therefore, in order to strengthen the management structure, the Company proposes to increase the number of Directors by one (1) and to elect six (6) Directors, including a supplemental Director.

The candidates for Directors are as follows:

Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of the Company's shares held
1	[Reappointment] Makoto Sakai (January 27, 1954)	April 1977 Joined Nissan Motor Co., Ltd. May 1990 M.B.A., Gies College of Business - University of Illinois Urbana-Champaign October 1991 Joined Japan Asia Investment Co., Ltd. March 1999 Joined Delphi Automotive Systems Japan, Ltd. March 2000 President and Representative Director, Net Riders Daytona, Inc. January 2001 Established the Company; President and Representative Director (to present) February 2003 President and Representative Director, MarkLines North America, Inc. September 2004 Executive Director, MarkLines (Shanghai) Co., Ltd. (present position) May 2011 President and Representative Director, MarkLines North America, Inc. May 2012 Director, MarkLines North America, Inc. (present position) July 2013 Director, MarkLines (Thailand) Co., Ltd. (present position) January 2015 President and Representative Director, MarkLines Europe GmbH (present position) April 2020 Chairman and Representative Director, Automotive Fund Co., Ltd. (present position) December 2022 Director, MarkLines Mexicana S.A. de C.V. (present position) (Significant concurrent positions) Executive Director, MarkLines (Shanghai) Co., Ltd. Director, MarkLines North America, Inc. Director, MarkLines (Thailand) Co., Ltd. President and Representative Director, MarkLines Europe GmbH Chairman and Representative Director, Automotive Fund Co., Ltd. Director, MarkLines Mexicana S.A. de C.V.	1,800,000 shares
Reason for nomination as candidate for Director Mr. Makoto Sakai is the founder of the Company. In addition, he has been in charge of the Company's management as a Representative Director since its establishment and has a wealth of experience and accomplishments. We have nominated him as a candidate for Director as we believe that he is a person who can continue to improve the corporate value of the Group in a sustainable manner and supervise the Group as a whole.			

Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of the Company's shares held
2	[Reappointment] Kenichi Sakai (May 27, 1963)	<p>April 1987 Joined Shibuya Kogyo Co., Ltd.</p> <p>September 1997 Joined Quantum Peripherals Japan Corporation</p> <p>August 2003 Joined J. Lauritzen Japan Co., Ltd.</p> <p>December 2004 Joined Totoku Toryo Co., Ltd.</p> <p>November 2010 Joined the Company</p> <p>January 2011 General Manager of Administration Dept.</p> <p>January 2014 President and Representative Director, MarkLines (Thailand) Co., Ltd.</p> <p>February 2017 President and Representative Director, MarkLines Europe GmbH</p> <p>March 2020 General Manager of Administration Dept.</p> <p>March 2020 Director and General Manager, Administration Dept. of the Company (present position)</p> <p>April 2020 Auditor, Automotive Fund Co., Ltd. (present position)</p> <p>(Significant concurrent positions) Auditor, Automotive Fund Co., Ltd.</p>	1,000 shares

Reason for nomination as candidate for Director
Mr. Kenichi Sakai has been responsible for a wide range of tasks from management to sales, and has endeavored to improve business performance, including overseeing the Administration Department (Finance and Accounting, Human Resources, and General Affairs) as the General Manager, and serving as President of the Thai and European subsidiaries. We have nominated him as a candidate for Director because we believe that he will continue to contribute to the sustainable enhancement of the Group's corporate value.

Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of the Company's shares held
3	[New appointment] Nana Kajiwara (August 5, 1968)	<p>April 1991 Joined Japan Asia Investment Co., Ltd.</p> <p>April 2001 Joined the Company</p> <p>December 2020 General Manager, Research Department III, Information Platform Division Executive Officer of the Company, General Manager of Research Department III, Information Platform Division, and Head of Information Department (present position)</p> <p>May 2022</p>	—

Reason for nomination as candidate for Director
Ms. Nana Kajiwara oversees the Information Department, which is the content production division of the Information Platform that forms the core of the Group, and is working to improve business performance. We have nominated her as a candidate for Director because we believe that she will continue to contribute to the sustainable enhancement of the Group's corporate value.

Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of the Company's shares held
4	[New appointment] Hiroyuki Asada (March 29, 1962)	<p>April 1986 Joined Mitsubishi Motors Corporation (MMC)</p> <p>September 2001 Senior Expert, Safety Testing Dept., MMC</p> <p>April 2014 General Manager, Advanced Vehicle Research Dept., MMC</p> <p>April 2017 General Manager, Advanced Vehicle Development Dept., MMC</p> <p>October 2018 Chief Technology Engineer, Vehicle Technology Development Division, MMC</p> <p>June 2020 Joined the Company</p>	200 shares

Reason for nomination as candidate for Director
Mr. Hiroyuki Asada is working hard to improve business performance by taking charge of various projects in the Consulting Services Department, utilizing the various experience and knowledge he has cultivated in the Development Department of a major automobile manufacturer. We have nominated him as a candidate for Director because we believe that he will continue to contribute to the sustainable enhancement of the Group's corporate value.

Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of the Company's shares held
5	[Reappointment] [Outside Director] Akihiko Shido (January 30, 1943)	<p>April 1968 Joined Yorozu Automobile Works (now Yorozu Corporation)</p> <p>June 1983 Appointed Director of Yorozu Corporation</p> <p>June 1992 Appointed Representative Director and Senior Managing Director of Yorozu Corporation</p> <p>March 1993 Outside Director of Yorozu Express Co., Ltd. (present position)</p> <p>June 1996 Appointed Representative Director and Vice President of Yorozu Corporation</p> <p>June 1998 Appointed Representative Director and Senior Managing Director of Yorozu Corporation</p> <p>June 1999 Outside Director, Toho Corporation</p> <p>July 1999 Outside Director of Ogura Kinzoku Co., Ltd. (present position)</p> <p>June 2008 Representative Director and Chairman, Chief Executive Officer, Yorozu Corporation (present position)</p> <p>June 2015 Outside Director, Ahresty Corporation</p> <p> Outside Director, Univance Corporation (present position)</p> <p>May 2016 Appointed Chairman and Representative Director of Japan Auto Parts Industries Association</p> <p>March 2018 Outside Director of the Company (present position)</p> <p>June 2018 President and Representative Director, Auto Parts Center</p> <p>June 2020 Director, Auto Parts Center (present position)</p> <p>(Significant concurrent positions)</p> <p>Representative Director and Chairman, Chief Executive Officer, Yorozu Corporation</p> <p>Outside Director, Yorozu Express Co., Ltd.</p> <p>Outside Director, Toho Corporation</p> <p>Outside Director, Ogura Kinzoku Co., Ltd.</p> <p>Outside Director, Univance Corporation</p> <p>Director, Auto Parts Center</p>	—
<p>Reason for nomination as candidate for Outside Director and expected role</p> <p>Mr. Akihiko Shido holds an executive position of a major independent automotive parts manufacturer and has deep knowledge of the automotive industry from his concurrent experience serving as Chairman of the Japan Auto Parts Industries Association (JAPIA). We have nominated him as a candidate for Outside Director because we believe that he can provide objective advice and recommendations regarding the validity and appropriateness of decisions made by directors from his perspective on the Company's business.</p>			

Candidate Number	Name (Date of birth)	Brief personal history, positions, responsibilities and important concurrent positions	Number of the Company's shares held
6	[Reappointment] [Outside Director] Hiroshi Miyagawa (November 29, 1965)	<p>April 1988 Joined ASCII Corporation, Ltd.</p> <p>December 1999 Joined Internet Research Institute, Inc.</p> <p>April 2000 Appointed as Director of IID, Inc.</p> <p>October 2002 Representative Director of IID, Inc. (present position)</p> <p>September 2005 Appointed as Director of Internet Research Institute, Inc.</p> <p>June 2010 CEO, Interface in Design, Inc.</p> <p>November 2012 Director of en Factory, Inc. (present position)</p> <p>June 2015 Director of Ehon navi Corporation</p> <p>March 2018 Outside Director of the Company (present position)</p> <p>July 2021 Director, SAVAWAY Corporation (present position)</p> <p>November 2022 Director, FIT Pacific Inc. (present position)</p> <p>(Significant concurrent positions)</p> <p>Representative Director, IID Inc.</p> <p>Director, en Factory, Inc.</p> <p>Director, Ehon navi Corporation</p> <p>Director, SAVAWAY Corporation</p> <p>Director, FIT Pacific Inc.</p>	—
<p>Reason for nomination as candidate for Outside Director and expected role</p> <p>Mr. Hiroshi Miyagawa has extensive experience in the IT industry spanning many years since the dawn of the Internet, and as an executive of an IT information company, he has a high level of management insight and supervisory ability, which makes him suitable for the position of director of the Company. Therefore, we have selected him as a candidate for Outside Director.</p>			

- (Notes) 1. There are no special interests between each Director candidate and the Company.
2. Messrs. Akihiko Shido and Hiroshi Miyagawa are candidates for Outside Directors. Both have been designated as independent officers as stipulated by the Tokyo Stock Exchange and have been notified to the Exchange.
3. Messrs. Akihiko Shido and Hiroshi Miyagawa are currently Outside Directors of the Company and will have served for six (6) years at the conclusion of this General Meeting of Shareholders.
4. The Company has entered into agreements with Messrs. Akihiko Shido and Hiroshi Miyagawa to limit the liability for damages of each under Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability under such agreement is the minimum liability amount stipulated by law. If their reappointment is approved, the Company will continue the liability limitation agreements with each of them.
5. The Company has concluded an officer liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which covers all of the Company's directors as insured persons. In the event that a claim for compensation is filed by a shareholder, a third-party, etc., the insurance contract will cover the damages, litigation costs, etc. that will be borne by the insured. If the above candidates are appointed to the Board of Directors, each will be insured under the said policy.

Proposal 3: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Toru Matsuo will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Corporate Auditor.

Please note that this proposal has been approved by the Board of Corporate Auditors.

The nominees for Corporate Auditor are as follows

Name (Date of birth)	Brief Personal History, Positions and Important Concurrent Positions	Number of the Company's shares held
[Reappointment] Toru Matsuo (October 31, 1948)	April 1972 Joined Dai-ichi Mutual Life Insurance Company (currently Dai-ichi Life Insurance Company, Limited) April 1994 Deputy General Manager, Osaka Finance Dept. April 1995 General Manager, Hiroshima Finance Dept. April 1999 General Manager of Corporate Finance Department and Director of Dai-ichi Life Capital Co., Ltd. June 2005 Full-time Auditor of Hotel Okura Tokyo Bay Co., Ltd. November 2008 Joined the Company, General Manager of Internal Audit Department March 2016 Corporate Auditor of the Company (to present)	19,800 shares
Reason for nomination as candidate for Corporate Auditor Mr. Toru Matsuo has extensive experience in the finance division of a business corporation and a high level of expertise in this field from his activities as a Corporate Auditor. We nominated him as a candidate for the position of Corporate Auditor so that he can continue to apply his wealth of experience and high level of expertise to the auditing of the Company.		

- (Notes) 1. There are no special interests between the candidate for Corporate Auditor and the Company.
 2. The Company has entered into an agreement with Mr. Toru Matsuo to limit his liability for compensation under Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability under such agreement is the minimum liability amount stipulated by law. If his reappointment is approved, the Company will continue the liability limitation agreement with him.
 3. The Company has concluded an officer liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, which covers the Company's Corporate Auditor as an insured person. In the event that a claim for compensation is filed by a shareholder, a third-party, etc., the insurance contract will cover the damages, litigation costs, etc. that will be borne by the insured. If the above candidate is appointed as a Corporate Auditor, he will be insured under the policy.

(Reference) Skill matrix of Directors and Corporate Auditor

Name	Corporate Management	Industry Insight	Legal and Risk Management	Finance and Accounting	Global Leadership	DX	Marketing and Sales
Makoto Sakai	○	○	○		○		○
Kenichi Sakai				○	○		○
Nana Kajiwara		○			○		
Hiroyuki Asada		○			○		
Akihiko Shido	○	○	○		○		○
Hiroshi Miyagawa	○					○	○
Toru Matsuo			○	○			○
Junichi Hashiguchi	○	○	○				○
Masami Shinozaki			○				

Proposal No. 4: Payment of bonuses to corporate officers

Taking into consideration the business results for the current fiscal year, the Company proposes to pay a total of JPY 13,000,000 (JPY 8,420,000 for Directors, JPY 1,540,000 for Outside Directors, and JPY 3,040,000 for Corporate Auditors) as bonuses to the five Directors (including two Outside Directors) and three Corporate Auditors at the end of the current fiscal year.

With respect to this proposal, the Company has determined that it is appropriate because the calculation is based on 1% of net income attributable to shareholders of the parent company, taking into consideration the overall level of contribution and achievement against the management plan.

The amount to be paid to each Director and each Corporate Auditor is to be left to the discretion of the Board of Directors in the case of Directors, and to the discretion of the Corporate Auditors in the case of Corporate Auditors.