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(Securities Code: 2492)

March 9, 2022

To Our Shareholders:

Ken Nakajima,
President and CEO
Infomart Corporation
1-2-3 Kaigan, Minato-ku, Tokyo

Notice of the 24th Annual General Meeting of Shareholders

You are hereby notified that the 24th Annual General Meeting of Shareholders of Infomart Corporation (the “Company”) will be held as described below.

From the perspective of preventing the spread of the novel coronavirus disease (COVID-19), please exercise your voting rights in advance at this General Meeting of Shareholders either in writing or via the internet, etc., if at all possible, and refrain from attending the meeting in person regardless of your health condition. Please refer to the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights in writing or via the internet no later than 6 p.m., Tuesday, March 29, 2022 (JST).

1. Date and Time: Wednesday, March 30, 2022, at 10 a.m. (JST)

2. Place: Mielparque Tokyo 5th Floor, “ZUIUN”
2-5-20, Shibakoen, Minato-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. Reports on the business report, the consolidated financial statements, and the results of audit of the consolidated financial statements by the Financial Auditor and the Board of Auditors for the 24th fiscal year (from January 1, 2021 to December 31, 2021)
2. Report on the non-consolidated financial statements for the 24th fiscal year (from January 1, 2021 to December 31, 2021)

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Amendment to the Articles of Incorporation |
| Proposal No. 3 | Election of Two Directors |

Please be advised in advance that no souvenirs will be offered to attendees of the general meeting.

If you are attending on the date, you are kindly requested to present the enclosed voting form to the receptionist.

Please note that in case of any changes in the Reference Documents for the General Meeting of Shareholders and the business report, the consolidated financial statements and the non-consolidated financial statements, the revised matter(s) will be posted on the Company’s website (<https://www.infomart.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company recognizes the return of profit to its shareholders as a key management issue. It has adopted a dividend policy of continuously distributing profits (basic dividend payout ratio of 50.0%) according to individual performance, and dividend of surplus twice a year as an interim dividend and year-end dividend, while improving its operating results and strengthening its financial structure.

Based on this basic policy, the Company proposes to pay a year-end dividend of ¥0.96 per share for the fiscal year under review as mentioned below, after comprehensive consideration in line with the continuous return of profit to shareholders and stable dividend payment.

- (1) Type of dividend property
Cash
- (2) Matters concerning allocation of dividend property and the total amount thereof
¥0.96 per share of common stock of the Company
Total amount: ¥219,442,692
- (3) Effective date of dividend of surplus
March 31, 2022

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reason for the amendment

- (1) Since the revised provisions provided for in a proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced September 1, 2022, the Company proposes to delete Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) in the current Articles of Incorporation and newly establish the amended Article 14 (Measures for Providing Information in Electronic Format, Etc.) in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.
- (2) The Company proposes to strengthen the management system by adding the Vice Chairman and Director to Directors with special titles as stipulated in paragraph 3 of Article 22 (Representative Directors and Directors With Special Titles) of the current Articles of Incorporation.

2. Details of the amendment

Details of the amendment is as follows.

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
<p>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) <u>Article 14 When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u> <Newly established></p>	<p style="text-align: center;"><Deleted></p> <p>(Measures for Providing Information in Electronic Format, Etc.) <u>Article 14</u> 1. <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> 2. <u>Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

<p style="text-align: center;"><Newly established></p>	<p><u>(Supplementary Provisions)</u></p> <p><u>Transitional Measures Regarding Provision of Informational Materials for General Meeting of Shareholders in Electronic Format</u></p> <ol style="list-style-type: none"> <u>1. The deletion of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation prior to revision and the establishment of Article 14 (Measures for Providing Information in Electronic Format, Etc.) of the Articles of Incorporation after revision shall be effective from the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (September 1, 2022; hereinafter referred to as the “Date of Enforcement”).</u> <u>2. Notwithstanding the provision of the preceding paragraph, Article 14 of the Articles of Incorporation prior to revision shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u> <u>3. These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u>
<p>(Representative Directors and Directors With Special Titles) Article 22</p> <ol style="list-style-type: none"> 1. The Company shall appoint Representative Director(s) by a resolution of the Board of Directors. 2. Representative Directors shall represent the Company and execute the Company’s business. 3. The Board of Directors may appoint, by its resolution, one President and Director, and appoint one Chairman and Director, one or a small number of Vice President and Director(s), one or a small number of Senior Managing Director(s), and one or a small number of Managing Director(s). 	<p>(Representative Directors and Directors With Special Titles) Article 22</p> <ol style="list-style-type: none"> 1. The Company shall appoint Representative Director(s) by a resolution of the Board of Directors. 2. Representative Directors shall represent the Company and execute the Company’s business. 3. The Board of Directors may appoint, by its resolution, one President and Director, and appoint one Chairman and Director, <u>one or a small number of Vice Chairman and Director(s)</u>, one or a small number of Vice President and Director(s), one or a small number of Senior Managing Director(s), and one or a small number of Managing Director(s).

Proposal No. 3 Election of Two Directors

The Company proposes the election of two Directors, increasing the number of Directors by two to enhance and strengthen management. As provided for in the Company's Articles of Incorporation, the term of office of the newly elected Director shall expire when the terms of office of the other currently serving as Directors expires.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position, area of responsibility, and significant concurrent positions		Number of the Company's shares held
1	Hajime Murakami (March 14, 1969)	Nov. 1989	Joined TOKYO FOOD SERVICE Co., Ltd.	134,268 shares
		Sept. 2001	Joined Teibon Food System Co., Ltd.	
		Jan. 2002	Joined the Company	
		Jan. 2009	General Manager of Member Support Department	
		Nov. 2012	General Manager of Operational Support Department of Corporate Planning Division	
		Jan. 2017	Deputy General Manager of Sales Division	
		Jan. 2019	Executive Officer in charge of Corporate Planning Department (current position)	
		Jan. 2020	Executive Officer in charge of Personnel / General Affairs Department	
(Reasons for nominating as candidate for Director)				
Hajime Murakami is well versed in the Company's business due to his many years of experience in the Company's Corporate Planning Department, and has abundant operational experience and broad knowledge in operations/customer support and personnel/general affairs. The Company has nominated him as a candidate for Director as it believes he will appropriately carry out his duties as a Director and is a human resource that is indispensable for steering the management of the Company.				
2	Shin Kimura (July 15, 1976)	Apr. 2000	Joined Mitsubishi Shokuhin Co., Ltd.	1,868 shares
		Mar. 2004	Joined DeeCorp Limited	
		Apr. 2007	Joined the Company	
		Jan. 2017	General Manager of Business Promotion 1st Department of Corporate Planning Division	
		Jan. 2019	Executive Officer in charge of Business Promotion / Strategic Sales Department	
		Nov. 2021	Outside Director of Deepwork Inc (current position)	
		Jan. 2022	Executive Officer in charge of Cloud Business Promotion, Business Planning / Strategic Sales Department (current position)	
(Reasons for nominating as candidate for Director)				
Shin Kimura is well versed in the Company's business due to his many years of experience with sales in the Company's BtoB Platform FOOD business and BtoB Platform ES business, and has abundant operational experience and broad knowledge in sales/marketing. The Company has nominated him as a candidate for Director as it believes he will appropriately carry out his duties as a Director and because it anticipates that he will push the Company's development to new heights.				

- (Notes)
1. There is no special interest between each candidate and the Company.
 2. The Company has entered into a directors and officers liability insurance policy between an insurance company in accordance with Article 430-3, paragraph (1) of the Companies Act. A summary of the contents of the said insurance policy is as stated on page 14 of the Business Report (in Japanese only). If the nomination of the two candidates for Director is approved, they will be included as the insureds under the said insurance. The insurance policy will be renewed with the terms unchanged on its next renewal.

[Reference]

Skills Matrix of Directors and Auditors

	Name	Nominating and Remuneration Committee □ : Chair	Corporate management	Legal affairs / Risk management	Finance / Accounting	Personnel / General Affairs	Industry Insight
Director	Ken Nakajima	○	○			○	○
	Osamu Nagao		○	○			○
	Osamu Nagahama		○	○			○
	Naotake Fujita		○		○	○	○
	Hajime Murakami			○		○	○
	Shin Kimura						○
	Kazutaka Kato	□	○				○
	Terukazu Okahashi	○	○			○	○
	Maki Kanekawa	○		○			
Auditor	Hitoshi Miyazawa			○	○	○	○
	Naoki Kakihana		○	○	○	○	○
	Yoshio Takino		○	○			

	Name	IT / Technology / DX	Sales / Marketing	Operation and Customer Support	New Business Development / M&A	Global	ESG / Sustainability
Director	Ken Nakajima	○	○	○	○	○	
	Osamu Nagao	○			○	○	○
	Osamu Nagahama	○	○	○	○		
	Naotake Fujita						○
	Hajime Murakami	○		○			○
	Shin Kimura	○	○	○	○		
	Kazutaka Kato		○		○	○	○
	Terukazu Okahashi		○	○	○	○	○
	Maki Kanekawa						○
Auditor	Hitoshi Miyazawa						
	Naoki Kakihana		○		○	○	
	Yoshio Takino	○	○				