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[DELIVERY VERSION]

(Securities Code: 2492)

March 9, 2023

Start Date of Measures for Providing Information in Electronic Format: March 7, 2023

To Our Shareholders:

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

## Notice of the 25th Annual General Meeting of Shareholders

You are hereby notified that the 25th Annual General Meeting of Shareholders of Infomart Corporation (the “Company”) will be held as described 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. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the websites below. Please access one of the websites by using the internet address shown below to review the information.

[The Company’s website]

[https://www.infomart.co.jp/ir/library/stockholder\\_meeting.asp](https://www.infomart.co.jp/ir/library/stockholder_meeting.asp) (in Japanese only)

(Please confirm by accessing the website above and selecting “Notice of the 25th Annual General Meeting of Shareholders.”)

[Website for informational materials for General Meeting of Shareholders]

<https://d.sokai.jp/2492/teiji/> (in Japanese only)

[Tokyo Stock Exchange website (Listed Company Search)]

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

(Please check by accessing the TSE website above, searching by entering “Infomart” in “Issue Name (company name)” or the Company’s securities code “2492” in “Code,” clicking “Search,” clicking “Basic information,” selecting “Documents for public inspection/PR information,” and selecting “Notice of the General Meeting of Shareholders/Informational Materials for a General Meeting of Shareholders” in “Filed information available for Public Inspection.”)

If you are unable to attend the meeting in person, you may exercise your voting rights via the internet, etc. or in writing (postal mail). In this case, after reviewing the Reference Documents for the General Meeting of Shareholders, please exercise your voting rights no later than 6:00 p.m., Tuesday, March 28, 2023 (JST).

**1. Date and Time:** Wednesday, March 29, 2023, at 10 a.m. (JST)

**2. Place:** Hamamatsucho Convention Hall, Main Hall A  
2-3-1, Hamamatsu-cho, Minato-ku, Tokyo  
Nippon Life Hamamatsucho Crea Tower 5th Floor

**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 25th fiscal year (from January 1, 2022 to December 31, 2022)
2. Report on the non-consolidated financial statements for the 25th fiscal year (from January 1, 2022 to December 31, 2022)

**Matters to be resolved:**

- Proposal No. 1**      Appropriation of Surplus  
**Proposal No. 2**      Election of Eight Directors

**4. Matters Decided for the Convocation (Information on Exercise of Voting Rights)**

- (1) If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company as your proxy to attend the general meeting of shareholders. Please note, however, that it will be necessary to submit a document certifying the authority as proxy.
- (2) In the event that you exercise your voting rights diversely, please notify the Company in writing at least three days prior to the general meeting of shareholders stating your intention of diverse exercise and the reasons for doing so.

- ◎ **If you are attending on the date, you are kindly requested to present the voting form to the receptionist.**
- ◎ **If revisions to the matters for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each aforementioned website.**
- ◎ **Documents for which measures for providing information in electronic format are to be taken will be sent to shareholders who have requested the delivery of paper-based documents.**
- ◎ **Please be advised in advance that no souvenirs will be offered to attendees of the general meeting.**

<Webification of Notice of Resolutions of the General Meeting of Shareholders and Shareholder Newsletters>

Based on the Company's philosophy for CSR activities, the Company plans to stop sending the Notice of Resolutions of the General Meeting of Shareholders and shareholder newsletters, which were previously sent via postal mail, and post them on the Company's website.

The Company aims to increasingly shift toward paperless operations and sustainably develop society and the environment through these efforts. We appreciate your understanding.

## 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 ¥0.36 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  
¥0.36 per share of common stock of the Company  
Total amount: ¥82,305,217
- (3) Effective date of dividend of surplus  
March 30, 2023

**Proposal No. 2** Election of Eight Directors

The terms of office of all nine Directors will expire and Vice Chairman Osamu Nagahama will retire from office at the conclusion of the general meeting.

Therefore, the Company proposes the election of eight Directors.

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	Ken Nakajima (March 31, 1966)	<p>Apr. 1988      Joined The Sanwa Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>Mar. 2010      Joined the Company as Director</p> <p>Oct. 2010      General Manager of the Corporate Planning Division</p> <p>Jan. 2019      Managing Director</p> <p>June 2021      Outside Director of JF Gourmet Card Co., Ltd. (current position)</p> <p>Jan. 2022      President and CEO (current position)</p>	140,471 shares
<p>(Reasons for nominating as candidate for Director)</p> <p>Ken Nakajima contributed significantly to the growth of the Company in a wide range of fields including strategic human resources, the launch and expansion of the electronic invoice platform, and new business development in the FinTech field as Director and General Manager of the Corporate Planning Division, and assumed office as President in January 2022. Since assuming office as President, he used his unparalleled managerial skills to accelerate the digitalization of Japanese companies through further expansion of the BtoB platform, and promoted new initiatives with his excellent leadership.</p> <p>The Company has nominated him again as a candidate for Director as it believes he will leverage this track record and insight to implement the medium-term management plan and raise corporate value in a robust manner.</p>			
2	Osamu Nagao (January 27, 1960)	<p>Apr. 1982      Joined Mitsui &amp; Co., Ltd.</p> <p>July 2005      President and CEO of MVC Corporation (currently Mitsui &amp; Co. Global Investment, Inc.)</p> <p>Oct. 2009      General Manager of Principal Investment Division of Financial &amp; New Business Unit of Mitsui &amp; Co., Ltd.</p> <p>Apr. 2012      Senior Vice President of Mitsui &amp; Co. (U.S.A.), Inc., head of Corporate Planning Division of Americas Business Unit of Mitsui &amp; Co., Ltd.</p> <p>Apr. 2015      Adviser of HOB Co., Ltd.</p> <p>Nov. 2017      Corporate Advisor of the Company</p> <p>Mar. 2018      President and CEO</p> <p>Mar. 2019      Chairman of Infomart International Corporation (current position)</p> <p>Jan. 2022      Chairman and Director of the Company (current position)</p>	27,944 shares
<p>(Reasons for nominating as candidate for Director)</p> <p>Osamu Nagao responded to the COVID-19 pandemic while taking the lead in matters including the continuation of growth, promotion of new businesses, implementation of capital and business alliances with other countries, business restructuring in China, and strengthening of the governance system, and contributed to the increase of the Company's corporate value as President of the Company for three years and nine months from March 2018 until December 2021. Since assuming office as Chairman in January 2022, he has contributed to the development of the Company's businesses under the new management system based on his experience and skills related to corporate management and strategic alliances.</p> <p>The Company has nominated him again as a candidate for Director as it believes he will leverage this track record and insight to raise the corporate value of the Group into the future.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, area of responsibility, and significant concurrent positions	Number of the Company's shares held
3	Naotake Fujita (June 8, 1968)	Apr. 1992      Joined Nissan Trading Co., Ltd. July 1997      Joined CIS Co., Ltd. Jan. 2001      Joined the Company as head of Administrative Division Oct. 2001      Director Jan. 2005      Managing Director Mar. 2018      Vice President and Representative Director Jan. 2022      Vice President and Director (current position)	6,817,405 shares
<p>(Reasons for nominating as candidate for Director)</p> <p>Naotake Fujita joined the Company soon after its establishment, launched the Company's department that handles administrative affairs, and demonstrated his abilities in establishing the foundation for administrative systems, such as finance/accounting and personnel/general affairs, as well as the establishment of the governance system. He also contributed significantly to the growth of the Company, such as by realizing the initial public offering (IPO) as Managing Director, being in charge of IR, etc., and assumed office as Vice President in March 2018. Since assuming office as Vice President, he has played a sufficient role in both decision-making and executing business based on his high level of knowledge regarding the Company's business.</p> <p>The Company has nominated him again as a candidate for Director as it believes he will leverage this track record and insight to raise the corporate value of the Group into the future.</p>			
4	Hajime Murakami (March 14, 1969)	Nov. 1989      Joined TOKYO FOOD SERVICE Co., Ltd. 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 Mar. 2022      Director (current position)	139,620 shares
<p>(Reasons for nominating as candidate for Director)</p> <p>Hajime Murakami established the system introduction system for customers at the Company, and has a track record in customer service as General Manager of the Member Support Department and Deputy General Manager of the Sales Division. He also assumed office as Director in March 2022 as he contributed to increasing the Company's corporate value in personnel/general affairs and ESG/sustainability management promotion as Executive Officer in charge of the Corporate Planning Department and the Personnel / General Affairs Department. Since assuming office as Director, he has contributed to strengthening business management capabilities and corporate growth based on his high level of knowledge regarding the Company's business.</p> <p>The Company has nominated him again as a candidate for Director as it believes he will leverage this track record and insight for Board of Director decision-making.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, area of responsibility, and significant concurrent positions	Number of the Company's shares held
5	Shin Kimura (July 15, 1976)	<p>Apr. 2000      Joined Mitsubishi Shokuhin Co., Ltd.</p> <p>Mar. 2004      Joined DeeCorp Limited</p> <p>Apr. 2007      Joined the Company</p> <p>Jan. 2017      General Manager of Business Promotion 1st Department of Corporate Planning Division</p> <p>Jan. 2019      Executive Officer in charge of Business Promotion / Strategic Sales Department</p> <p>Nov. 2021      Outside Director of Deepwork Inc (current position)</p> <p>Jan. 2022      Executive Officer in charge of Cloud Business Promotion, Business Planning / Strategic Sales Department of the Company (current position)</p> <p>Mar. 2022      Director (current position)</p>	7,220 shares
<p>(Reasons for nominating as candidate for Director)</p> <p>Shin Kimura has a track record in sales to the food industry and customer support in the Company's ordering business, and possesses an excellent ability to take action that has been acquired through the launch and expansion of the electronic invoice platform for a wide range of industries. Furthermore, he assumed office as Director in March 2022 as he utilized his broad knowledge as Executive Officer in charge of the Cloud Business Promotion Department and Business Planning / Strategic Sales Department for strategic alliances with other companies and promotion. Since assuming office as Director, he has contributed to strengthening business management capabilities and corporate growth based on his high level of knowledge regarding the Company's business.</p> <p>The Company has nominated him again as a candidate for Director as it believes he will leverage this track record and insight for Board of Director decision-making.</p>			
6	Kazutaka Kato (October 9, 1942)	<p>June 1999      President and CEO of JF Gourmet Card Co., Ltd.</p> <p>May 2001      Senior Director of Incorporated Association Japan Food Service Association (currently General Incorporated Association Japan Food Service Association)</p> <p>Nov. 2001      Outside Director of the Company (current position)</p> <p>May 2014      Adviser of Incorporated Association Japan Food Service Association (current General Incorporated Association Japan Food Service Association) (current position)</p> <p>June 2020      Director and Chairman of JF Gourmet Card Co., Ltd. (current position)</p>	- shares
<p>(Reasons for nominating as candidate for outside Director and outline of expected roles)</p> <p>Kazutaka Kato has held important positions since the founding of Japan Foodservice Association, possesses an extensive track record in the restaurant industry and knowledge on industry trends, and provides useful advice and proposals regarding improving the effectiveness of such items as the Company's management strategy. He has also demonstrated leadership in setting executive human resource-related procedure polices and director compensation as chair of the Nominating and Remuneration Committee. The Company has nominated him again as a candidate for Director as it believes he will leverage this broad experience and knowledge of the restaurant industry to supervise management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, area of responsibility, and significant concurrent positions	Number of the Company's shares held
7	Terukazu Okahashi (November 25, 1949)	Apr. 1972      Joined Mitsui & Co., Ltd. Apr. 2006      Managing Officer and Vice President of Osaka Office Apr. 2009      President of Mitsui & Co. (Canada) Ltd. May 2011      Adviser of Seiko Holdings Corporation Mar. 2012      Outside Director of the Company (current position) June 2014      External Director of Sankyu Inc. (current position) Mar. 2016      Outside Director of Mercuria Investment Co., Ltd. (current position)	- shares
<p>(Reasons for nominating as candidate for outside Director and outline of expected roles)</p> <p>Terukazu Okahashi possesses a global perspective and abundant management abilities, such as having served in important posts at Mitsui &amp; Co. and president of Mitsui &amp; Co. (Canada), and provides useful advice and proposals regarding improving the effectiveness of corporate management at the Company. As a member of the Nominating and Remuneration Committee, he contributes to making deliberations more lively and effective.</p> <p>The Company has nominated him again as a candidate for Director as it believes he will leverage this broad knowledge acquired at business companies to supervise management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, area of responsibility, and significant concurrent positions	Number of the Company's shares held
8	Maki Kanekawa (May 14, 1964)	<p>Apr. 1988      Joined Nikkei Inc.</p> <p>Apr. 1996      Registered as an attorney at law (current position)</p> <p>Mar. 2004      Established Integral Law Office and served as partner (current position)</p> <p>Dec. 2006      Member of Study Group of Public Relations Business Assessment Standard of Cabinet Office (current position)</p> <p>Aug. 2011      Expert committee member of Subcommittee for Public Foundation for Peace and Consolation, Evaluation Committee for Incorporated Administrative Agencies of Ministry of Internal Affairs and Communications</p> <p>Apr. 2012      Extraordinary member of Dispute Reconciliation Committee for Nuclear Damage Compensation of Ministry of Education, Culture, Sports, Science and Technology (current position)</p> <p>June 2013      Deputy Secretary General of Japan Federation of Bar Associations</p> <p>July 2013      Committee member of Evaluation Committee for Incorporated Administrative Agencies of Ministry of Internal Affairs and Communications</p> <p>July 2013      Member of Advisory Board for Peace and Consolation of Ministry of Internal Affairs and Communications (current position)</p> <p>Apr. 2016      Instructor of Legal Training and Research Institute (civil lawsuit) of Supreme Court</p> <p>Mar. 2021      Outside Director of the Company (current position)</p>	- shares

(Reasons for nominating as candidate for outside Director and outline of expected roles)

Maki Kanekawa provides useful advice and proposals regarding improving the effectiveness of corporate management based on her specialized knowledge related to legal affairs acquired through her activities as an attorney, advanced insight related to risk management, and experience serving in important government-related posts. As a member of the Nominating and Remuneration Committee, she contributes to making deliberations more lively and effective.

Although she has not been involved in corporate management other than as an outside Director, the Company has nominated her again as a candidate for Director as it believes she will leverage her specialized knowledge related to legal affairs and advanced insight related to risk management for supervising the management of the Company.

- (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 in "Summary of the Contents of Directors and Officers Liability Insurance Policy" of the Business Report (in Japanese only). If the nomination of the eight 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.
  3. Kazutaka Kato, Terukazu Okahashi, and Maki Kanekawa are candidates for outside Director.
  4. The Company has submitted a notification to Tokyo Stock Exchange, Inc. that Kazutaka Kato, Terukazu Okahashi, and Maki Kanekawa are independent officers.
  5. Independence of candidates for outside Director is as follows:
    - (i) Candidates for outside Director have never been persons executing business in the Company or in entities with a special relationship with the Company in the past five years.
    - (ii) Candidates for outside Director do not plan to receive, and have not received in the past two years, a large amount of money or other assets (not including remuneration for Directors) from the Company or entities with a special relationship with the Company.



- (iii) Candidates for outside Director are not a spouse or any family member within the third degree of a person executing business in the Company or in entities with a special relationship with the Company, or any other persons equivalent thereto.
6. Kazutaka Kato is currently an outside Director of the Company, and his term of office as an outside Director will have been 21 years and four months at the conclusion of the Annual General Meeting of Shareholders. Terukazu Okahashi is currently an outside Director of the Company, and his term of office as an outside Director will have been 11 years at the conclusion of the Annual General Meeting of Shareholders. Maki Kanekawa is currently an outside Director of the Company, and her term of office as an outside Director will have been two years at the conclusion of the Annual General Meeting of Shareholders.
7. The Company has entered into a limited liability agreement with Kazutaka Kato, Terukazu Okahashi, and Maki Kanekawa. If the reelection of the three is approved, the Company plans to renew the said agreement. An outline of details of the limited liability agreement is as follows:

If an outside Director causes damage to the Company due to negligence in his/her duties, but was acting in good faith and without gross negligence in performing the duties, the outside Director shall be liable to the Company for damages up to the minimum liability amount as stipulated in Article 425, paragraph (1) of the Companies Act.

[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		○	○			○
	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	○			○	○	○
	Naotake Fujita						○
	Hajime Murakami	○		○			○
	Shin Kimura	○	○	○	○		
	Kazutaka Kato		○		○	○	○
	Terukazu Okahashi		○	○	○	○	○
	Maki Kanekawa						○
Auditor	Hitoshi Miyazawa						
	Naoki Kakihana		○		○	○	
	Yoshio Takino	○	○				