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Securities Code: 3923

May 30, 2025

To our shareholders:

Takanori Nakamura,  
President and Representative Director  
**RAKUS Co., Ltd.**  
1-9 Tsurunochi, Kita-ku, Osaka

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

We are pleased to inform you that the 25th Annual General Meeting of Shareholders of RAKUS Co., Ltd. (the “Company”) shall be held as follows.

In convening this General Meeting of Shareholders, we have taken measures to provide information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and have posted such information on the following websites. Please access any of these websites to review the information.

**The Company’s website:**

<https://www.rakus.co.jp/ir/meeting/> (in Japanese)

(Please access the website shown above and select “Notice of the 25th Annual General Meeting of Shareholders” to review the information.)

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

<https://d.sokai.jp/3923/teiji/> (in Japanese)

Instead of attending the meeting in person, you may exercise your voting rights in writing or electronically (via the Internet, etc.). Shareholders are kindly requested to examine the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights **by 6:00 p.m. (JST) on Thursday, June 19, 2025.**

1. **Date and Time:** Friday, June 20, 2025 at 10:00 a.m. (JST)  
(Reception opens at 9:30 a.m.)
2. **Venue:** White Hall, 31F, Umeda Center Building  
2-4-12 Nakazaki-nishi, Kita-ku, Osaka

**3. Purpose of the Meeting**

**Matters to be reported:**

1. Business Report, Consolidated Financial Statements, and Audit Reports of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 25th fiscal year (from April 1, 2024 to March 31, 2025)
2. Non-consolidated Financial Statements for the 25th fiscal year (from April 1, 2024 to March 31, 2025)

**Matters to be resolved:**

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

- If you are attending the meeting, please submit the enclosed voting form to reception.
- Under the system for providing informational materials for the general meeting of shareholders in electronic format that came into effect on September 1, 2022, we post the materials on the Company's website, etc. and deliver only a simple notice of convocation (containing information that the materials have been posted on the website, the URL, and other information) to all shareholders except for shareholders who have requested the delivery of paper-based documents. We kindly ask for your understanding in light of our consideration for the environment and other related factors.
- If any revisions are made to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements, we will post such revisions on the Company's website and the website for posted informational materials for the general meeting of shareholders specified above.
- Notice of resolutions of this General Meeting of Shareholders will be posted on the Company's website specified above, in lieu of sending written notice.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

We consider the return of profit to shareholders one of the most important issues for management. We make the following proposal in consideration of the future business developments and the basic policy to maintain stable dividends.

#### Year-end dividends

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property to shareholders and their aggregate amount

We propose to pay a dividend of ¥4.50 per common share of the Company.  
In this event, the total dividends will be ¥815,281,798.

(3) Effective date of dividends of surplus

The effective date of dividends will be June 23, 2025.



**Proposal No. 3** Election of Six Directors

At the conclusion of this General Meeting of Shareholders, the terms of office of all six Directors will expire. In that regard, the Company proposes the election of six Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company [Significant concurrent positions outside the Company]	Number of the Company's shares owned
1	Takanori Nakamura (Jan. 27, 1973)	Nov. 2000 Established the Company; President and Representative Director (current position) May 2014 Chairman, RAKUS Vietnam Co., Ltd. (current position) Feb. 2018 Director, RAKUS Light Cloud Co., Ltd. (current position) Mar. 2018 Director, RAKUS Partners Co., Ltd. (current position) Jul. 2021 Director, RAKUS Mirai Co., Ltd. (current position)	61,021,800
2	Shinichiro Motomatsu (Mar. 3, 1974)	Apr. 2001 Joined the Company Jun. 2021 Director (current position) Dec. 2024 Director, PT. Cipta Piranti Sejahtera (current position)	8,814,300
3	Takahiro Miyauchi (May 22, 1968)	Mar. 2013 Joined the Company Jun. 2023 Director (current position) Serving as: Head, Business Administration Headquarters and General Manager, Legal Department	52,700
4	Kenji Ogita (Jul. 6, 1958)	Feb. 2015 Outside Director, the Company (current position) Aug. 2020 Representative Partner, Antelope LLC (current position)	64,000
5	Yukihiko Kunimoto (Aug. 21, 1960)	Apr. 1984 Joined Japan Associated Finance Co., Ltd. (currently JAFCO Group Co., Ltd.) Jan. 2006 Established Independents Co., Ltd. (currently Kips Co., Ltd.); Representative Director (current position) Jun. 2020 Outside Director, the Company (current position)	–
6	Reika Saito (Feb. 7, 1980)	Sep. 2007 Joined Ogasawara International Law Office Oct. 2008 Joined the International Legal Affairs Bureau, Ministry of Foreign Affairs of Japan (with limited term) Oct. 2009 Returned to Ogasawara Konno & Rokugawa Feb. 2012 Joined the Nuclear Damage Compensation Dispute Resolution Center (part-time) Sep. 2012 Assigned overseas to Israel and Egypt Jan. 2018 Returned to Ogasawara Konno & Rokugawa Feb. 2021 Partner, Amita International Law Firm May 2021 Outside Audit & Supervisory Board Member, grooves Inc. (currently Grooves Inc.) (current position) Apr. 2022 Director, Forum on Future Vision (FFV) (current position) Jun. 2022 Outside Director, the Company (current position) Sep. 2023 Outside Director, MAYA TECHNOLOGIES, Inc. (current position)	–

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Kenji Ogita, Yukihiko Kunimoto and Reika Saito are candidates for Outside Director.
  3. The Company has nominated Kenji Ogita and Yukihiko Kunimoto as candidates for Outside Director because it expects that they will supervise its management and provide advice on general management from perspectives outside of the conventional framework based on their broad experience and deep insights as managers in other companies.
  4. Reika Saito has not had any involvement in management of a company other than by becoming an outside officer, but she is expected to perform supervisory functions from an independent and objective standpoint and provide advice based on legal knowledge of corporate management in general due to having expert knowledge and experience as an attorney at law and having served as an Outside Audit & Supervisory Board Member of another company. For this reason, the Company has determined that she is capable of fulfilling her duties as an Outside Director of the Company. Her name is recorded as Reika Yukimori in the family registry.

5. Kenji Ogita, Yukihiro Kunimoto and Reika Saito are currently Outside Directors of the Company. At the conclusion of this General Meeting of Shareholders, Kenji Ogita will have served for 10 years and 4 months, Yukihiro Kunimoto will have served for 5 years, and Reika Saito will have served for 3 years.
6. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Kenji Ogita, Yukihiro Kunimoto and Reika Saito to limit the liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under these agreements is the minimum liability for damages under Article 425, paragraph (1) of the Companies Act. If the reelection of Kenji Ogita, Yukihiro Kunimoto and Reika Saito is approved, the Company plans to continue these agreements.
7. The Company has entered into a directors and officers liability insurance policy with an insurance company based on the provisions of Article 430-3, paragraph (1) of the Companies Act. The full amount of all insurance premiums is paid by the Company. This insurance policy shall cover losses and costs such as compensation for damages and litigation expenses incurred in the case of insured parties, including Directors, Audit & Supervisory Board Members and Corporate Officers of the Company and its subsidiaries (including retired officers), being liable or pursued to assume liability for damages related to the execution of their duties. However, steps have been taken to ensure the appropriate execution of duties by officers is not impeded by excluding losses and costs arising from criminal acts, etc. of the insured from coverage. Each candidate will be covered under this insurance policy if they are elected and assume the office as Director. In addition, the Company plans to renew this insurance policy under the same conditions upon renewal.
8. The Company has submitted notification to the Tokyo Stock Exchange that Kenji Ogita, Yukihiro Kunimoto and Reika Saito have been designated as independent officers as provided for by the aforementioned exchange.