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Securities Code: 6539

Date of sending by postal mail: June 6, 2025

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To our shareholders:

Takahiro Arimoto,  
Representative Director, Chairman and CEO  
**Matching Service Japan Co., Ltd.**  
2-10-2 Fujimi, Chiyodaku, Tokyo

## **NOTICE OF CONVOCAION FOR THE 35TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We would like to express our sincere gratitude for your continued support.

We are pleased to announce the 35th Annual General Meeting of Shareholders of Matching Service Japan Co., Ltd. (the “Company”), which will be held as indicated below.

When convening this General Meeting of Shareholders, the Company takes measures for providing in electronic format the information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. (matters subject to measures for electronic provision). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

The Company’s website:

<https://ir.jmsc.co.jp/stock/meeting.html> (in Japanese)

(Confirm by accessing the above website and viewing the NOTICE OF CONVOCAION FOR THE 35TH ANNUAL SHAREHOLDERS MEETING.)

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “Matching Service Japan” in “Issue name (company name)” or the Company’s securities code “6539” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

**In order to exercise your voting rights in advance, at your convenience, please review the Reference Documents for the General Meeting of Shareholders, and indicate your approval or disapproval of the proposals on the Voting Rights Exercise Form and return it to us or enter your approval or disapproval on the voting rights exercise website designated by the Company. In either case, please ensure that you exercise the voting rights no later than 6:00 p.m. on Tuesday, June 24, 2025 (JST).**

**1. Date and Time** Wednesday, June 25, 2025 at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)

**2. Location** Conference Room 3A, TKP Garden City Ochanomizu,  
Mitsui Sumitomo Insurance Surugadai Annex 3F  
3-11-1 Kanda Surugadai, Chiyodaku, Tokyo

### **3. Purpose of the Meeting**

#### **Matters to be reported**

1. Business Report, Consolidated Financial Statements and results of audits of Consolidated Financial Statements by accounting auditor and Audit and Supervisory Committee for the 35th Fiscal Year (April 1, 2024 to March 31, 2025)
2. Non-consolidated Financial Statements for the 35th Fiscal Year (April 1, 2024 to March 31, 2025)

#### **Matters to be resolved**

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal No. 3** Decision on Granting Shares with Transfer Restrictions as Remuneration to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

### **4. Matters to Be Determined Upon Convocation (Information on Exercising Voting Rights)**

- (1) If your approval or disapproval of the proposals is not indicated on the Voting Rights Exercise Form when exercising your voting rights in writing (by mail), it will be deemed that approval was indicated.
- (2) If you exercise your voting rights more than once over the Internet, your last vote will be deemed effective.
- (3) If you exercise your voting rights both over the Internet and in writing (by mail), regardless of the date of arrival, your vote over the Internet will be deemed effective.
- (4) If exercising your voting rights by proxy, you may appoint one other shareholder with voting rights who will attend the General Meeting of Shareholders. However, please be aware that you must submit in writing your appointment of a proxy.

For information on how to exercise your voting rights, please see the “Information on Exercising Voting Rights” on p. 4-5 (available in Japanese only).

If you plan to attend the meeting in person, please submit the Voting Rights Exercise Form to the receptionist at the venue. Note that no complimentary gifts will be readied for shareholders who visit the venue.

If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company’s website and the TSE website mentioned above.

Paper-based documents stating the matters subject to measures for electronic provision are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following matters in accordance with the provisions of laws and regulations and Article 15, paragraph (2) of the Company’s Articles of Incorporation.

(i) The following matters in the Business Report

“Status of Share Acquisition Rights,” “Status of Financial Auditor,” “System to Ensure the Properness of Operations,” “Operational Status of System to Ensure the Properness of Operations” “Basic Policy Regarding Control of the Company”

(ii) “Consolidated statements of changes in equity,” “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements

(iii) “Non-Consolidated Shareholders Equity Variable Financial Statements,” “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial Statements

- (iv) **“Accounting Audit Report for the Consolidated Financial Statements,” “Accounting Audit Report” “Audit Report of the Audit and Supervisory Committee” of the Audit Report**

**Accordingly, the contents of the Business Report, the Consolidated Financial Statements and Non-consolidated Financial Statements included in the paper-based documents are part of the documents audited by the accounting auditor in preparing the Accounting Audit Report and the Audit and Supervisory Committee in preparing the Audit Report.**

## Reference Documents for the General Meeting of Shareholders

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

We regard the return of profit to shareholders as one of our most important management issues. Taking into consideration our future business development and other factors, we would like to declare a year-end dividend for the 35th fiscal year as follows.

Year-end dividends

(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 ¥56 per common share of the Company.

In this event, the total dividends will be ¥1,391,375,888.

(3) Effective date of dividends of surplus

The effective date of dividends will be June 26, 2025.

**Proposal No. 2** Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all three Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of four Directors, increasing the number of outside Directors by one to further enhance our management supervisory function and corporate governance.

For this proposal, a resolution was made by the Board of Directors after consulting with the Nomination and Remuneration Committee, the majority of which are independent outside Directors, in order to ensure that Directors are nominated in a fair and transparent manner. It was the opinion of the Audit and Supervisory Committee that all candidates for Director are suitable.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Past experience and positions and assignments at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Takahiro Arimoto (September 9, 1961)	<div>Mar. 1985</div> <div>Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)</div> <div>Apr. 1990</div> <div>Founded the Company; became Representative Director</div> <div>June 2015</div> <div>President and Representative Director</div> <div>Apr. 2023</div> <div>Representative Director, Chairman and CEO (current position)</div> <div>Feb. 2024</div> <div>Director of FourQuarters Recruitment Pty.Ltd. (current position)</div>	5,472,800 shares
2	Mayuki Fujie (June 28, 1980)	<div>Apr. 2006</div> <div>Joined the Company</div> <div>Nov. 2013</div> <div>Executive Officer, Manager of the Corporate Administration Office</div> <div>June 2015</div> <div>Director, Manager of the Corporate Administration Department of the Company</div> <div>Apr. 2017</div> <div>Director, General Manager of the Corporate Administration Headquarters &amp; Manager of the Corporate Planning Group</div> <div>Apr. 2019</div> <div>Director, General Manager of the Corporate Administration Headquarters &amp; Manager of the Corporate Planning Office</div> <div>June 2019</div> <div>Managing Director, General Manager of the Corporate Administration Headquarters &amp; Manager of the Corporate Planning Office</div> <div>July 2020</div> <div>Managing Director, General Manager of the Media Business Headquarters &amp; Manager of the Corporate Planning Office</div> <div>Apr. 2021</div> <div>Managing Director, General Manager of the Media Business Department &amp; Manager of the Corporate Planning Office</div> <div>Apr. 2022</div> <div>Managing Director, Business Supervisory Headquarters</div> <div>Apr. 2023</div> <div>Managing Director and COO (current position)</div> <div>Feb. 2024</div> <div>Director of FourQuarters Recruitment Pty.Ltd. (current position)</div>	11,900 shares

Candidate No.	Name (Date of birth)	Past experience and positions and assignments at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Taku Yamamoto (June 11, 1984)	Feb. 2010      Joined AZSA & Co. (currently KPMG AZSA & Co.) Sept. 2013      Joined the Company Apr. 2015      Accounting and Finance Unit Manager of the Corporate Administration Department Apr. 2019      Administrative Group Manager of the Corporate Administration Headquarters Apr. 2020      General Manager of the Corporate Administration Headquarters June 2020      Director, Manager of the Corporate Administration Department Apr. 2022      Director, Corporate Administration Headquarters Apr. 2023      Director and CFO July 2023      Managing Director and CFO (current position) Feb. 2024      Director of FourQuarters Recruitment Pty.Ltd. (current position)	5,564 shares
4	* Yutaka Nishida (March 17, 1963)	Apr. 1987      Joined Recruit Co., Ltd. Apr. 1990      Joined Recruit Seeds Staff Co., Ltd. (currently Recruit Staffing Co., Ltd.) Oct. 2003      Director and General Manager of Sales Headquarters at ORIFA Corporation Apr. 2005      Executive Officer of Recruit Staffing Co., Ltd. Apr. 2007      Director of Recruit Staffing Cities Co., Ltd. Apr. 2010      Representative Director of Mates Co., Ltd Apr. 2011      Representative Director of Recruit From A Casting Co., Ltd. Apr. 2014      Advisor of Trust Tech Inc. (currently Open Up Group Inc.) Sept 2014      President, Representative Director and COO of Trust Tech Inc. (currently Open Up Group Inc.) July 2016      President and Representative Director of Trust Tech Inc. (currently Open Up Group Inc.) Mar. 2017      Director of FUSIONi Co., Ltd. (currently Open Up IT Engineer Inc.) Dec. 2017      Director of Gap Personnel Holdings Limited Aug. 2018      Director of Quattro Recruitment Limited July 2019      Representative Director of BeNEXT Technologies Inc. Apr. 2021      Chairman and Representative Director of BeNext-Yumeshin Group Co. (currently Open Up Group Inc.) July 2021      Chairman and Representative Director, CEO of Open Up Group Inc. (current position)	0 shares

- Notes: 1. New candidates are indicated by an asterisk (\*).
2. There is no special interest between any of the candidates and the Company.
3. Reasons for nomination of each candidate for Director and reasons for nomination as candidates for outside Director and overview of expected roles

Takahiro Arimoto is the founder of the Company. Based on his knowledge and experience in overall management as Representative Director since the establishment of the Company, he has made decisions on important matters related to management and contributed to the development of the entire Company. We have determined that he would continue to appropriately perform his duties as Director of the Company and nominated him as a candidate for Director.

Mayuki Fujie has served as General Manager of the Corporate Administration Headquarters and General Manager of the Business Supervisory Headquarters since being appointed to the position of Director of the Company in June 2015. Currently, he is accumulating a record as a driving force leading growth of the Company's overall business. We have determined that he would continue to appropriately perform his duties as Director and nominated him as a candidate for Director.

Taku Yamamoto was appointed to the position of Director of the Company in June 2020. As a certified public accountant, he has specialized knowledge, and accumulated a track record in business administration, finance, corporate governance and other areas as General Manager of the Corporate Administration Headquarters. We have determined that he would continue to appropriately perform his duties as Director and nominated him as a candidate for Director.

As Chairman, Representative Director and CEO of Open Up Group Inc., Yutaka Nishida has driven the group's overall growth through group management in the area of technical staffing, overseas expansion via mergers and acquisitions (M&A) and post-merger integration (PMI). Based on his knowledge and experience and, we expect that he will provide objective advice on overseas expansion through M&A and PMI and the Company's overall management. We have determined that he would contribute to the further growth of the Group and strengthen corporate governance and nominated him as a candidate for Director.

4. Yutaka Nishida is a candidate for outside Director.
5. Yutaka Nishida meets the requirements as an independent officer as provided for by the Tokyo Stock Exchange. Therefore, if he is approved under this proposal, the Company plans to submit a notification to the Tokyo Stock Exchange that he has been newly designated as an independent officer.
6. The Company stipulates that it is capable of entering into an agreement pursuant to Article 427, paragraph (1) of the Companies Act, to limit the liability for damages as provided in Article 423, paragraph (1) of the same act. The maximum amount of liability for damages under the agreement is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. If the election of Yutaka Nishida is appointed, the Company plans to enter into such a liability limitation agreement.
7. The Company has entered into a directors and officers liability insurance policy prescribed in Article 430-3, paragraph (1) of the Companies Act with insurance companies. An overview of the content of said insurance policy is as stated in "(3) Overview of Content of Directors and Officers Liability Insurance Policy, Etc." under "3. Status of Company Officers" in the Business Report (available in Japanese only). If the election of each candidate for Director is approved, they will be included among the insured in the policy.

In addition, the Company plans to renew the policy with the same terms upon its next renewal.

Reference: Skill Matrix of the Board of Directors and Audit and Supervisory Committee after this Annual General Meeting of Shareholders (scheduled)

Name	Position	Independent outside officer	Corporate management	Planning strategy	Global/ group management	Risk management	Finance/ financial accounting
Takahiro Arimoto	Representative Director, Chairman and CEO	—	•	•		•	
Mayuki Fujie	Managing Director and COO	—	•	•	•		
Taku Yamamoto	Managing Director and CFO	—			•	•	•
Yutaka Nishida	Outside Director	•	•	•	•		
Ikuko Wada	Outside Director Audit and Supervisory Committee Member	•			•	•	•
Yoshimitsu Oura	Outside Director Audit and Supervisory Committee Member	•	•	•			•
Hidetaka Sakamoto	Outside Director Audit and Supervisory Committee Member	•			•	•	•

\* Maximum of three per person. The above list does not represent all the knowledge and experience of each individual.



**Proposal No. 3**      Decision on Granting Shares with Transfer Restrictions as Remuneration to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

The amount of remuneration for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members) was approved as a yearly amount of ¥200 million or less at the 26th Annual General Meeting of Shareholders held on June 29, 2016.

As part of revisions to the remuneration plan for Directors, the Company proposes newly introducing shares with transfer restrictions as a remuneration to the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors; hereinafter "Target Directors"). Separately to the aforementioned remuneration framework, the new scheme aims to provide an incentive for Target Directors to sustainably increase the Company's corporate value and to further promote shared value for shareholders.

The remuneration to be awarded to Target Directors under this proposal is in the form of common shares of the Company, with a yearly aggregate amount of ¥40 million or less. Common shares of the Company to be awarded in accordance with this proposal shall be issued or disposed of as remuneration to Target Directors and the payment of monetary claims as cash or property contributed in kind in exchange for said common shares shall not be required. The value per common share of the Company to be awarded to Target Directors shall be calculated as the amount per common share of the Company to be issued or disposed of based on the closing price of common shares of the Company on the Tokyo Stock Exchange on the business day immediately before each date of resolution by the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day shall apply).

The total number of common shares of the Company to be issued or disposed of to Target Directors shall be 75,000 shares or less per year (however, in the event that a share split of common shares of the Company (including the allotment of common shares of the Company without contribution) or a reverse share split or any other event requiring adjustment of the total number of common shares of the Company to be issued or disposed of as shares with transfer restrictions occurs on or after the date of approval and adoption of this proposal, such total number shall be adjusted to a reasonable extent.)

The specific timing and allocation of payments to each Target Director shall be determined by the Board of Directors after deliberation by the Nomination and Remuneration Committee.

Currently, there are three Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors). If Proposal No. 2 Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) is approved and adopted, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors) will be three.

The issue or disposal of common shares of the Company to the Target Directors pursuant to this proposal shall be subject to the execution of an Allotment Agreement of Shares with Transfer Restrictions (hereinafter "Allotment Agreement") between the Company and the Target Directors, which shall include the content listed below. Furthermore, the maximum amount of remuneration, total number of common shares of the Company to be issued or disposed of, and other terms and conditions for granting shares with transfer restrictions to the Target Directors under this proposal will be determined based on the aims described above, the condition of the Company's business, and policies determining individual remuneration for each of the Company's Directors. In the event that this proposal is approved and adopted, the Company plans to change the policy to the details provided in the Reference section listed later in this document. This determination was made in consideration of various relevant factors and is deemed appropriate by the Company.

[Summary of the Allotment Agreement]

(1) Transfer Restriction Period

Transfer Restrictions stipulate that Target Directors may not transfer, create a security interest in, or otherwise dispose of common shares of the Company allotted under the Allotment Agreement (hereinafter the "Allotted Shares") during the period from the day the allotment under the Allotment Agreement is received to the time immediately following the retirement or resignation from the position of officer or employee of the Company

or its subsidiary (hereinafter the “Transfer Restriction Period”) as predetermined by the Company’s Board of Directors.

(2) Policy for Retirement or Resignation

In the event that a Target Director retires or resigns from their position as an officer or employee of the Company or its subsidiary as predetermined by the Company’s Board of Directors before the expiration of the period predetermined by the Company’s Board of Directors (hereinafter the “Service Period”), the Company will acquire the Allotted Shares without compensation, unless the retirement or resignation is for a reason deemed justifiable by the Company’s Board of Directors, such as expiration of term of office or death.

(3) Lifting of the Transfer Restrictions

The Company will lift the Transfer Restrictions of all Allotted Shares upon the expiration of the Transfer Restriction Period, provided that the Target Director has continuously held a position as an officer or employee of the Company or its subsidiary as predetermined by the Company’s Board of Directors during the Service Period. However, in the event that (i) a Target Director has retired or resigned from a position as an officer or employee of the Company as predetermined by the Company’s Board of Directors prior to the expiration of the Service Period for a reason deemed justifiable by the Company’s Board of Directors or (ii) a Target Director has retired or resigned from a position as an officer or employee of the Company or its subsidiary as predetermined by the Company’s Board of Directors after the expiration of the Service Period but prior to the expiration of the Transfer Restriction Period for a reason other than reasons deemed justifiable by the Company’s Board of Directors, the number of Allotted Shares from which Transfer Restrictions shall be lifted and the timing of the lifting of Transfer Restrictions shall be reasonably adjusted as necessary. In addition, the Company will acquire, without compensation, any Allotted Shares for which the Transfer Restrictions have not been lifted, immediately after the restrictions are lifted as described above.

(4) Policy for Reorganization

Notwithstanding the provisions of (1) listed above, if during the Restriction Period, a merger agreement in which the Company is the disappearing company, a share exchange agreement or share transfer plan in which the Company becomes a wholly owned subsidiary or other forms of reorganization are approved at a General Meeting of Shareholders of the Company (if such reorganization does not require approval at a General Meeting of Shareholders, then the Company’s Board of Directors shall approve such matters), the Company may, by a resolution of the Company’s Board of Directors, lift the Transfer Restrictions prior to the effective date of reorganization for the number of Allotted Shares reasonably determined based on the period from the beginning of the Transfer Restriction Period to the date of approval of said reorganization. In addition, the Company will acquire, without compensation, any Allotted Shares for which the Transfer Restrictions have not been lifted, immediately after the restrictions are lifted as described above.

(5) Other Matters

Other matters concerning the Allotment Agreement shall be determined by the Company’s Board of Directors.

Reference: Policy for determining the content of remuneration for individual Directors

Remuneration for Directors of the Company consists of fixed remuneration and shares with transfer restrictions.

Remuneration for Directors who are Audit and Supervisory Committee Members and outside Directors only consists of fixed remuneration.

The Company’s basic policy regarding the remuneration plan for Directors is to operate the plan in a highly transparent and fair manner from the perspective of enhancing the Company’s sustainable growth and increasing medium- to long-term corporate value, as well as attracting and retaining talented personnel.

On November 9, 2023, the Company established the Nomination and Remuneration Committee, a voluntary advisory body to the Board of Directors, with a majority of its members consisting of independent outside Directors. Regarding the allocation of payments to each Director from July 2024 onwards, the Nomination and Remuneration Committee deliberates on matters related to the nomination and remuneration of Directors. The committee’s report is then be submitted to the Board of Directors, which makes the decision.

(1) Fixed remuneration

Remuneration for Directors and Directors who are Audit and Supervisory Committee Members shall be determined in light of reporting by the Nomination and Remuneration Committee within the remuneration limit approved at the General Meeting of Shareholders, taking into consideration factors such as each Director's duties, position, and performance. Remuneration for Directors is determined by the Board of Directors, while remuneration for Directors who are Audit and Supervisory Committee Members is determined in consultation with the Audit and Supervisory Committee.

(2) Remuneration in the form of shares with transfer restrictions

Remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors) is granted as shares with transfer restrictions (restricted shares) to increase medium- to long-term corporate value and further promote shared value for shareholders. The details and number of shares with transfer restrictions to be granted is determined by the Board of Directors in light of reporting by the Nomination and Remuneration Committee's within the remuneration framework approved at the General Meeting of Shareholders, taking into consideration factors such as the position and degree of contribution of each Director. Furthermore, share-based remuneration is not granted universally to all Directors. It is awarded only to individuals deemed suitable.