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Securities code 3901

March 13, 2023

(Start date of electronic provision measures: March 6, 2023)

To All Shareholders

11-1, Nagatacho 2-chome, Chiyoda-ku, Tokyo
MarkLines Co., Ltd.

President and Representative Director Makoto Sakai

Notice of the 22nd Ordinary General Meeting of Shareholders

Dear Shareholders:

We would like to express our sincere appreciation for your continued support and patronage.

Notice is hereby given that the 22nd 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 22nd Ordinary General Meeting of Shareholders, which is posted on the following website.

Our website (<https://www.marklines.com/en/release/>)

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/JJK020010Action.do?Show=Show>)

Please access the above website, enter or search for our company name or securities 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 27, 2023 (Tokyo time).

1. Date and Time Tuesday, March 28, 2023, 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 22nd fiscal year (from January 1, 2022 to December 31, 2022) 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 22nd fiscal year (January 1, 2022 through December 31, 2022)

Proposals to be resolved:

Proposal 1: Appropriation of Retained Earnings

Proposal 2: Partial amendments to the Articles of Incorporation

Proposal 3: 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 22nd 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 assets and the total amount thereof

Cash per share of common stock of the Company JPY 29.00

Total dividend amount JPY 383,227,982

(3) Effective date of distribution of retained earnings

March 29, 2023

Proposal 2: Partial amendments to the Articles of Incorporation

(1) Reasons for the proposal

The prior notice form for the non-uniform exercise of voting rights at the General Meeting of Shareholders is to be changed to allow for notification by electronic means.

(2) Details of change

(Underlines indicate changes.)

Current Articles of Incorporation	Proposed change
(Non-uniform exercise of voting rights) Article 17. In the event of non-uniform exercise of voting rights, the Company must be notified in writing at least 3 days prior to the date of the General Meeting of Shareholders.	(Non-uniform exercise of voting rights) Article 17. In the event of non-uniform exercise of voting rights, the Company must be notified in writing <u>or by electromagnetic means</u> at least 3 days prior to the date of the General Meeting of Shareholders.

Proposal 3: 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 11 million (JPY 7.15 million for directors, JPY 1.3 million for outside directors, and JPY 2.55 million 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.