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Securities code: 2462  
August 14, 2024

Yasuhiko Okamoto, Representative Director, President and Chairman,  
Group CEO, LIKE, Inc.  
Osaka Umeda Twin Towers North 19F  
8-1 Kakuda-cho, Kita-ku, Osaka

## Notice of Convocation of the 31th Ordinary General Meeting of Shareholders

Dear Shareholders:

We would like to express our deep appreciation for your continued support.

We hereby announce that we will be holding the 31th Ordinary General Meeting of Shareholders of LIKE, Inc. (the “Company”) as described below.

For the forthcoming 31th Ordinary General Meeting of Shareholders, we have taken steps to electronically provide information concerning the meeting, including the reference materials for the general meeting of shareholders. This information is available on the websites listed below. We kindly ask you to access either site for your review.

### Company website

<https://www.like-gr.co.jp/> (in Japanese)



(Please visit the above website and navigate sequentially through the IR, IR Library, and Shareholder Meeting sections in the menu to access the relevant information.)

### Website for shareholder meeting documents

<https://d.sokai.jp/2462/teiji/> (in Japanese)



If you are unable to attend the meeting in person, please note that you may exercise your voting rights through the internet or by paper (postal mail). We kindly request that, after reviewing the reference materials for the general meeting of shareholders, you follow the guidelines provided in the Instructions for Exercising Voting Rights and ensure that your votes are submitted by 6:15 p.m. on Wednesday, August 29 2024.

### Exercise of voting rights via the internet

Please access the Company’s designated voting website (<https://www.web54.net>) and follow the instructions on the screen to indicate your approval or disapproval of the proposals before the aforementioned deadline. We kindly request that you review the Instructions for Exercising Voting Rights via the Internet or Similar Means before voting.

### Exercise of voting right by paper (postal mail)

Please indicate your approval or disapproval of the proposals on the Voting Rights Exercise Form that is sent along with this notice, and kindly return it so that it arrives before the aforementioned deadline.

1. **Date:** 10 a.m. JST on Thursday, August 29, 2024
2. **Place:** Conference Room, Osaka Umeda Twin Towers North 26F  
8-1 Kakuda-cho, Kita-ku, Osaka  
(Please refer to the Directions to the General Meeting of Shareholders.)

3. **Meeting agenda**

**Matters to be reported:**

- (1) Business Report, Consolidated Financial Statements, and the Results of Audit by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements for the 31th Term (June 1, 2023 to May 31, 2024)
- (2) Non-Consolidated Financial Statements for the 31th Term (June 1, 2023 to May 31, 2024)

**Matters to be resolved:**

**Proposal 1:** Appropriation of surplus

**Proposal 2:** Appointment of five (5) directors who are not members of the Audit & Supervisory Committee

**Proposal 3:** Appointment of three (3) directors who are members of the Audit & Supervisory Committee

**Proposal 4:** Appointment of one (1) alternate director who is a member of the Audit & Supervisory Committee

- (Notes)
1. If you intend to attend in person on the day of the meeting, please bring and submit the Voting Rights Exercise Form, which is enclosed with this notice, to the reception on your arrival. The reception will open at 9:30 a.m. on the day of the meeting.
  2. In the event of any changes to the information provided electronically, we will promptly update the aforementioned websites with details of the changes, including both the original and revised content.
  3. Following the recent amendments to the Companies Act, we will in principle provide information via the aforementioned websites. As a result, we will only send written documents to those shareholders who have specifically requested paper delivery by the record date. However, for this particular Ordinary General Meeting of Shareholders, regardless of whether or not a request for paper delivery has been made, we will send all shareholders a document outlining the electronically provided information.  
Please note that, in accordance with laws, ordinances, and Article 14 of the Company's Articles of Incorporation, the document we send does not include the following:
    - (1) "Notes to the Consolidated Financial Statements" from the Consolidated Financial Statements
    - (2) "Notes to the Non-Consolidated Financial Statements" from the Non-Consolidated Financial StatementsTherefore, the Consolidated and Non-consolidated Financial Statements included in this document are part of the materials audited by the accounting auditor and the Audit & Supervisory Committee, in the process of preparing their respective Accounting Audit Report and Audit Report.

## Instructions for Exercising Voting Rights



If you plan to attend the Ordinary General Shareholders Meeting



We kindly request that you submit the Voting Rights Exercise Form, which is enclosed with this notice, at the reception desk of the venue.

Note: If you choose to have your voting rights exercised by a proxy, please be aware that this is only permitted when the proxy is another shareholder who also holds voting rights. In such a case, please be prepared to submit a document verifying the proxy rights.

**If you do not plan to attend the meeting, we kindly ask that you exercise your voting rights by one of the following methods:**



If you choose to vote online:



We kindly request that you read the Instructions for Exercising Voting Rights via the Internet or Similar Means before proceeding.

Deadline	Votes must be cast by 6:15 p.m. on Wednesday, August 28, 2024.
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If you choose to vote by paper (postal mail):



We kindly request that you indicate your approval or disapproval for the proposals on the Voting Rights Exercise Form sent with this notice, and return it to us. If there is no specific vote indicated for each item on the ballot, we will assume that you are in agreement with the proposal.

Deadline	Votes must be received by 6:15 p.m. on Wednesday, August 28, 2024.
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## **Instructions for Exercising Voting Rights via the Internet or Similar Means**

If you choose to exercise your voting rights via the internet or similar means, we kindly ask that you acknowledge and understand the following details.

### **1. Voting Rights Exercise Website**

Exercising your voting rights via the internet can only be done through our designated Voting Rights Exercise Website.

Voting Rights Exercise Website: <https://www.web54.net>

### **2. Method of Exercising Voting Rights**

(1) For those using a computer:

Please access the website above and use the Voting Rights Exercise Code and Password provided on the Voting Rights Exercise Form that comes with this notice. Follow the instructions on the screen to input your votes for the proposed agenda items.

(2) For those using a smartphone:

You can exercise your voting rights from the smartphone-specific Voting Rights Exercise Website without having to input the Voting Rights Exercise Code and Password. This is done by scanning the “QR Code for Logging into the Smartphone-Specific Voting Rights Exercise Website” provided on the Voting Rights Exercise Form that comes with this notice.

Please note that if you wish to change your voting preferences after having exercised your voting rights once, you will need to scan the QR code again and input the Voting Rights Exercise Code and Password provided on the Voting Rights Exercise Form.

Note: QR Code is a registered trademark of DENSO WAVE INCORPORATED.

### **3. Guidelines for the Exercise of Voting Rights**

- (1) The deadline to exercise your voting rights is 6:15 p.m. on Wednesday, August 28, 2024. We kindly request that you exercise your rights as soon as possible.
- (2) If you exercise your voting rights both via the internet or similar means and by paper (postal mail), the one exercised via the internet or similar means will be considered valid. If you exercise your voting rights multiple times via the internet, or duplicate votes using both a computer and a smartphone, the last exercise of your voting rights will be considered valid.
- (3) Please note that any fees related to your internet service provider and telecommunication services (connection charges, etc.) for accessing the Voting Rights Exercise Website will be your responsibility.
- (4) Depending on your internet environment on your computer or smartphone, you may not be able to use the Voting Rights Exercise Website.

### **4. Guidelines for the Password and Voting Rights Exercise Code**

- (1) The password is critical information to verify the identity of the shareholder exercising the voting rights. Like your signature seal or PIN, please handle it with care.
- (2) If you input the wrong password a certain number of times, you will be unable to use it. If you wish to reissue your password, please follow the instructions on the screen.
- (3) The Voting Rights Exercise Code provided on the Voting Rights Exercise Form is valid only for this Ordinary General Meeting of Shareholders.

### **5. Inquiries about How to Operate a Computer or Similar Devices**

- (1) If you have any questions about how to exercise your voting rights on this website using a computer or similar device, please contact the following:  
Sumitomo Mitsui Trust Bank, Stock Transfer Agency Web Support  
Phone (dedicated line): +81 120 (652) 031 (Hours of operation: 9:00 a.m. to 9:00 p.m.)
- (2) For other inquiries, please contact the following:

- a. Shareholders who have accounts at a securities company

Please contact the securities company where you have your account.

- b. Shareholders without a securities company account (special account shareholders)

Sumitomo Mitsui Trust Bank, Stock Transfer Agency Department

Phone: +81 120 (782) 031 (Hours of operation: 9:00 a.m. to 5:00 p.m., excluding Saturdays, Sundays, and holidays)

#### **6. Use of Electronic Voting Rights Exercise Platform (for Institutional Investors)**

Institutional investors also have the option to exercise their voting rights electronically through the Electronic Voting Rights Exercise Platform operated by ICJ, Inc. for this Ordinary General Meeting of Shareholders.

## Reference Materials for the General Meeting of Shareholders

### Proposal 1: Appropriation of surplus

Matters regarding dividends of surplus (year-end dividend for the 31th term)

The Company aims to fortify its financial position and enhance corporate value by reinvesting profits into its businesses. At the same time, the Company's dividend policy targets a consolidated dividend payout ratio of about 30% and calls for active and timely profit distribution by issuing dividends twice a year in the form of interim and year-end dividends.

Regarding the year-end dividend for the fiscal year ended May31, 2024, after comprehensive consideration of the earnings results, accumulation of internal reserves, and future business developments, we propose the following.

1. Type of dividend property  
Cash
2. Matters concerning allocation of dividend property and its total amount  
The Company intends to pay ¥29 per share of the Company's common stock, which brings the total dividend amount to ¥556,511,856.  
(As the Company has already paid an interim dividend of ¥29 per share, annual dividend will be ¥58 per share.)
3. Effective date of dividends of surplus  
August 30, 2024

**Proposal 2:** Appointment of five (5) directors who are not members of the Audit & Supervisory Committee

The term of office of all five (5) directors who are not members of the Audit & Supervisory Committee will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company asks for the appointment of five (5) directors who are not members of the Audit & Supervisory Committee.

Audit & Supervisory Committee reviewed each candidate's execution of business operations and performances in the current fiscal year based on selection criteria set forth in the Rules of the Board of Directors, and has expressed its view that the candidates qualify for the position of directors who are not members of the Audit & Supervisory Committee in accordance with "Methods of determining opinions to state at general meetings of shareholders regarding appointment, dismissal, or resignation of directors who are not members of the Audit & Supervisory Committee" it has prescribed.

The following candidates have been nominated for these positions.

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of the Company's shares owned	Special interest with the Company
1	Yasuhiko Okamoto (April 6, 1961)	Apr. 1985    Joined the Hiroshima Bank, Ltd. Oct. 1988    Joined Bunkakurabu Co., Ltd. Sep. 1993    Founded the Company President Jun. 2022    Representative director, president, and chairman Aug. 2023    Representative director, president and chairman, Group CEO (current position) <u>Significant concurrent positions</u> Chairman, LIKE Staffing, Inc. President, LIKE Kids, Inc. President, LIKE Care, Inc.	412,000 shares	None
2	Hiroataka Okamoto (July 11, 1986)	Apr. 2010    Joined the Chuo Mitsui Trust and Banking Company, Limited (currently Sumitomo Mitsui Trust Bank, Limited) Sep. 2017    Joined the Company May 2020    Executive officer, general manager of Corporate Planning Division Jan. 2021    Executive officer, general manager of Corporate Strategy Division Aug. 2021    Director, general manager of Corporate Strategy Division, head of public and investor relations Jun. 2022    Director, head of investor relations Jun. 2023    Director, in charge of group company management (current position) <u>Significant concurrent positions</u> Director, LIKE Kids, Inc. Director, LIKE Care, Inc. President, LIKE Products, Inc.	None	None

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of the Company's shares owned	Special interest with the Company
3	Shino Muranishi (June 22, 1982)	<p>Apr. 2004    Joined the Company</p> <p>Aug. 2019    General manager of Corporate Strategy Management Division</p> <p>May 2020    Executive officer, general manager of Corporate Strategy Management Division</p> <p>Jan. 2021    Executive officer, executive manager of Business Administration Headquarters, general manager of Business Administration Division</p> <p>Aug. 2021    Director, head of group human resources</p> <p>Jun. 2022    Director, general manager of Human Resources Division, in charge of the human resources of operating companies</p> <p>Jun. 2023    Director, head of compliance (current position)</p> <p><u>Significant concurrent position</u> Director, LIKE Kids, Inc.</p>	7,800 shares	None
4	Daisuke Ishii (January 17, 1981)	<p>Jan. 2016    Joined the Company</p> <p>Aug. 2019    General manager of Management Division</p> <p>May 2020    General manager of Finance and Accounting Division</p> <p>Jun. 2021    Executive officer, general manager of Finance and Accounting Division in Business Administration Headquarters</p> <p>Jun. 2022    Executive officer, executive manager of Management Headquarters, and general manager of Finance and Accounting Division</p> <p>Aug. 2023    Director, executive manager of Management Headquarters, and general manager of Finance and Accounting Division (current position)</p> <p><u>Significant concurrent positions</u> Director, LIKE Staffing, Inc. Director, LIKE Kids, Inc. Auditor, LIKE Products, Inc.</p>	1,500 shares	None



No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of the Company's shares owned	Special interest with the Company
5*	Yuji Asada (June 15, 1972)	<p>Oct. 1997    Joined Tohmatsu &amp; Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>Apr. 2000    Transferred to Tohmatsu Tax Co. (currently Deloitte Tohmatsu Tax Co.) and registered as a certified public accountant</p> <p>May 2004    Joined EDION Corporation, General manager of Finance and Accounting Division</p> <p>Apr. 2007    Auditor, Pasona e-Professional, Inc.</p> <p>Jun. 2008    Director, EDION Corporation</p> <p>Aug. 2008    Director, Bic Camera, Inc.</p> <p>Jun. 2012    Managing director, EDION Corporation</p> <p>Apr. 2014    Established Brain Assist, Inc. President and CEO, Brain Assist, Inc.</p> <p>Established Yuji Asada CPA and Tax Accountant Office Representative, same office</p> <p>Jun. 2016    Outside director and Audit &amp; Supervisory Committee member, SERIO Holdings Co., Ltd.</p> <p>Jun. 2018    Outside director and Audit &amp; Supervisory Committee member, WILLTECH Co., Ltd.</p> <p>Jun. 2022    Outside director of i-plug, Inc. (current position)</p> <p><u>Significant concurrent position</u>  President, Brain Assist, Inc.  Representative, Yuji Asada CPA and Tax Accountant Office  Outside director, Audit &amp; Supervisory Committee member, WILLTECH Co., Ltd.  Outside director, i-plug, Inc.</p>	None	None

- (Notes)
1. The asterisk (\*) indicates the newly nominated director candidate.
  2. Yuji Asada is a candidate for outside director. The Company intends to designate him as an independent officer based on provisions prescribed by the Tokyo Stock Exchange and notify the Exchange of his appointment.
  3. Yuji Asada has been nominated as a candidate for the position of outside director because he has garnered a wealth of experience and extensive expertise through years of service in top management. We have determined that his supervision and advice on the execution of duties by directors from specialist perspective, as well as his advice on general management issues, will enhance the Company's management structure.
  4. If the appointment of Yuji Asada is approved and he assumes office, the Company will conclude a liability limitation agreement with Yuji Asada as provided in Article 423, Paragraph 1 of the Companies Act, pursuant to the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement shall be the higher of ¥5 million or the minimum liability amount as provided for by laws and ordinances.
  5. The Company has entered an officer liability insurance contract with an insurance company as provided in Article 430-3, Paragraph 1 of the Companies Act. If claims for damages are made during the insurance period as a result of an act (or failure to act) on the part of the insured as an officer of the insured company, including the directors of the Company, the insurance will compensate for damages the insured will be liable for, including damages under the law and litigation costs. If each candidate is appointed as a director and takes office, they will become an insured person under this insurance contract, which will renew in the middle of their term of office.

**Proposal 3:** Appointment of three (3) directors who are members of the Audit & Supervisory Committee

The term of office of all three (3) directors who are members of the Audit & Supervisory Committee will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company asks for the appointment of three (3) directors who are members of the Audit & Supervisory Committee.

The Audit & Supervisory Committee has agreed to this proposal.

The following candidates have been nominated for these positions.

No.	Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of the Company's shares owned	Special interest with the Company
1	Hitomi Horai (March 6, 1968)	Apr. 1988    Joined Kowa Shinyaku Co., Ltd. Feb. 1994    Joined the Company Aug. 2013    Member of the Audit & Supervisory Committee, the Company Aug. 2016    Director of the Company (full- time Audit & Supervisory Committee member) (current position) <u>Significant concurrent position</u> Audit & Supervisory Committee member, LIKE Staffing, Inc. Audit & Supervisory Committee member, LIKE Care, Inc. Audit & Supervisory Committee member, LIKE Kids, Inc.	27,000 shares	None
2	Kengo Shazuki (Augst 24, 1987)	Apr. 2013    Joined i-nex Co., Ltd. Mar. 2016    Retired from i-nex Co., Ltd. Apr. 2016    Joined Nobuhisa Shazuki Tax Accountant Office Dec. 2018    Passed the certified public tax accountant examination Aug. 2019    Director (Audit & Supervisory Committee member), the Company (current position)	None	None
3	Daiki Yoko (May 23, 1984)	Dec. 2011    Registered as an attorney Dec. 2011    Joined Yoko Law Office Oct. 2018    Appointed as a founding member of Yoko Law Office Aug. 2019    Director (Audit & Supervisory Committee member), the Company (current position) <u>Significant concurrent position</u> Employee, Yoko Law Office	None	None

- (Notes)
1. Kengo Shazuki and Daiki Yoko are candidates for outside director. The Company has designated both individuals as independent officers based on provisions prescribed by the Tokyo Stock Exchange and notified the Exchange of their appointment.
  2. Kengo Shazuki has been nominated as a candidate for the position of outside director because, as a tax accountant, he possesses a wealth of experience and extensive expertise in taxation, which he can utilize in his duties. Although he does not have prior experience directly involved in company management other than having served as an outside officer, we believe he can contribute to strengthening the decision-making process in the Company's operations. He is currently an outside director (Audit & Supervisory Committee member) of the Company, and will have been in office for five (5) years at the conclusion of this General Meeting of Shareholders.
  3. Daiki Yoko has been nominated as a candidate for the position of outside director because he has garnered a wealth of experience and extensive expertise in corporate legal affairs as an attorney at law, which he can utilize in his duties. Although he does not have prior experience directly involved in company management other than having served as an outside officer, we believe he can contribute to strengthening the supervisory function of the Board of Directors. He is currently an outside director (Audit & Supervisory Committee member) of the Company, and will have been in office for five (5) years at the conclusion of this General Meeting of Shareholders.
  4. The Company has concluded liability limitation agreements with Kengo Shazuki and Daiki Yoko as provided in Article 423, Paragraph 1 of the Companies Act, pursuant to the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act.  
  
The amount of liability under the agreement shall be the higher of ¥5 million or the minimum liability amount as provided for by laws and ordinances. If both individuals are reappointed, the Company intends to continue the respective contracts.
  5. The Company has entered into an officer liability insurance contract with an insurance company as provided in Article 430-3, Paragraph 1 of the Companies Act. If claims for damages are made during the insurance period as a result of an act (or failure to act) on the part of the insured as an officer of the insured company, including the directors of the Company, the insurance will compensate for damages the insured will be liable for, including damages under the law and litigation costs. If each candidate is appointed as a director and takes office, they will become an insured person under this insurance contract, which will renew during their term of office.

**Reference: Skills matrix for members of the Board of Directors following the 31th Ordinary General Meeting of Shareholders**

If Proposal No.2 and Proposal No.3 are approved as submitted, the following skills matrix for members of the Board of Directors will apply.

Name	Positions and attributes			Particularly promising knowledge and expertise				
	Director	Audit & Supervisory Committee member	Independence (outside director)	Corporate management Business strategy	Finance Accounting	Human resources Human resource development	Risk management Corporate law	Sustainability
Yasuhiko Okamoto	○			○		○		○
Hiroataka Okamoto	○			○				○
Shino Muranishi	○					○	○	
Daisuke Ishii	○			○	○			
Yuji Asada	○		○	○	○			
Hitomi Horai	○	○			○			
Kengo Shazuki	○	○	○		○			
Daiki Yoko	○	○	○				○	

**Proposal 4:** Appointment of one (1) alternate director who is a member of the Audit & Supervisory Committee

To prepare for a contingency in which the Company does not have the number of directors who are Audit & Supervisory Committee members required by laws and regulations, the Company proposes the appointment of one (1) alternate director who is an Audit & Supervisory Committee member.

The Audit & Supervisory Committee has agreed to this proposal.

The following candidate has been nominated for this position.

Name (Date of birth)	Career summary, positions and responsibilities in the Company (Significant concurrent positions)	Number of the Company's shares owned	Special interest with the Company
Ryuichi Morishita (May 12, 1962)	<p>Aug. 1991 Research Fellow in Cardiovascular Medicine, Stanford University, USA</p> <p>Apr. 1994 Visiting lecturer in Cardiovascular Medicine, Stanford University, USA</p> <p>Oct. 1998 Associate professor, Department of Clinical Gene Therapy, Graduate School of Medicine, Osaka University</p> <p>Mar. 2003 Endowed chair professor, Department of Clinical Gene Therapy, Graduate School of Medicine, Osaka University Member, Intellectual Property Strategy Headquarters</p> <p>Jan. 2013 Member, Council for Regulatory Reform, Cabinet Office Strategic advisor, Headquarters for Healthcare and Medical Strategy Promotion, Cabinet Secretariat</p> <p>Apr. 2013 Advisor, Medical Strategy Council, Osaka Prefecture and City Integration Headquarters</p> <p>Jun. 2016 Member, Basic Concept Review Committee for Japan Expo</p> <p>Sep. 2016 Member, Council for Promotion of Regulatory Reform, Cabinet Office</p> <p>Feb. 2020 Special advisor to Osaka Prefecture and Osaka City</p> <p>Feb. 2021 General Producer, Osaka Prefecture and City Pavilion, Expo 2025 Osaka-Kansai</p> <p>Apr. 2021 Strategic advisor, Headquarters for Healthcare and Medical Strategy Promotion, Cabinet Office (current position)</p> <p><u>Significant concurrent position</u> Endowed chair professor, Graduate School of Medicine, Osaka University Special advisor to Osaka Prefecture and Osaka City</p>	None	None

- (Notes)
1. Ryuichi Morishita is a candidate for alternate outside director.
  2. Ryuichi Morishita has been nominated as a candidate for the position of alternate outside director because the Company expects him to reflect his wide range of knowledge and insight as an academic in the management of the Company. Although he does not have prior experience being involved in company management, for the reasons stated above, we believe that he will be able to appropriately perform his duties as an outside director.
  3. If the appointment of Ryuichi Morishita is approved and he assumes office as a director who is a member of the Audit & Supervisory Committee, the Company will conclude a liability limitation agreement with Ryuichi Morishita as provided in Article 423, Paragraph 1 of the Companies Act, pursuant to the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act. The amount of liability under the agreement shall be the higher of ¥5 million or the minimum liability amount as provided for by laws and ordinances.
  4. The Company has entered into an officer liability insurance contract with an insurance company as provided in Article 430-3, Paragraph 1 of the Companies Act. If claims for damages are made during the insurance period as a result of an act (or failure to act) on the part of the insured as an officer of the insured company, including the directors of the Company, the insurance will compensate for damages the insured will be liable for, including damages under the law and litigation costs. If the candidate is appointed as a director who is a member of the Audit & Supervisory Committee, they will become an insured person under this insurance contract.