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Securities code: 5032

July 14, 2025

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**To Shareholders with Voting Rights:**

Riku Tazumi  
Representative Director and CEO  
ANYCOLOR Inc.  
Midtown East 11F, 9-7-2, Akasaka,  
Minato-ku, Tokyo, Japan

**NOTICE OF  
THE 8th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that you are cordially invited to the 8th Annual General Meeting of Shareholders of ANYCOLOR Inc. (the “Company”) to be held as described below.

In convening this General Meeting of Shareholders, we have taken measures to electronically provide the information contained in the Annual General Meeting of Shareholders Reference Documents (information to be provided electronically) and posted them on the two websites listed below. Please access either of these websites to view the information (in Japanese).

The Company’s website

<https://www.anycolor.co.jp/ir/meeting>



Tokyo Stock Exchange website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>



(Access the TSE website by using the internet address shown above, enter “ANYCOLOR” under “Issue name (company name)” or the Company’s securities code “5032” under “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.”)

Instead of attending the meeting in person, you may exercise your voting rights in writing via post or via the internet. The details of the proposals are set forth in the Reference Documents for the 8th Annual General Meeting of Shareholders, available on the Company’s website and that of the Tokyo Stock Exchange. Please review the Reference Documents and exercise your voting rights by 5:00 p.m. on Monday, July 28, 2025 (JST), in accordance with the instructions below.

## Particulars

1. **Date and Time:** Tuesday, July 29, 2025 at 10:00 a.m. JST (Reception starts at 9:00 a.m.)
2. **Place:** Tokyo Midtown Hall B (in Midtown East)  
9-7-2, Akasaka, Minato-ku, Tokyo, Japan
3. **Meeting Agenda:**
  - Matters to be reported:** The Business Report and Non-consolidated Financial Statements for the Company's 8th Fiscal Year (May 1, 2024 – April 30, 2025)
  - Proposals to be resolved:**
    - Proposal 1:** Election of Three (3) Directors (excluding Corporate Directors who are Audit and Supervisory Committee Members)
    - Proposal 2:** Election of Three (3) Directors who are Audit and Supervisory Committee Members
    - Proposal 3:** Determination of Remuneration for Granting Restricted Stock to Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)

## 4. Methods of Exercising Voting Rights

- (1) Exercise of voting rights by an electronic method (via the internet)  
When exercising your voting rights via the Internet, please refer to the "Guide to Exercising Voting Rights via the Internet" on page 4 below, and exercise your voting rights by 5:00 p.m. on Monday, July 28, 2025 (JST).
- (2) Exercise of voting rights in writing (via post)  
Please indicate your vote for or against the proposals on the Voting Rights Exercise Form enclosed with this Convocation Notice and return it so that it arrives by 5:00 p.m. on Monday, July 28, 2025(JST). If no indication of approval or disapproval is made for the proposal, it will be treated as approval of the Company's proposal.
- (3) Handling of voting rights exercised in duplicate  
If you have exercised your voting rights both via the internet and in writing by post, the Company will treat the vote cast via the internet as effective.  
If you exercise your voting rights multiple times via the internet, the final vote cast will be deemed as effective.

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- If you are attending the meeting, please present the enclosed ballot form on the day of the meeting to the reception desk.
  - Shareholders who do not attend the Annual General Meeting in person may also view the proceedings of the meeting via the live stream on the internet.
  - Among information to be provided electronically, the following information is not included in the documents to be sent to a shareholder who applied for the issuance of documents in accordance with laws and regulations and Article 16 of the Company's Articles of Incorporation. The contents of information to be provided electronically forms part of business reports and financial statements audited by the Audit and Supervisory Committee and financial statements audited by accounting auditors when preparing accounting audit reports.
    - (1) Information regarding stock acquisition rights, etc., and structure and status of implementation relating to the proper conduct of operations in the Business Report.
    - (2) Non-Consolidated Statement of Changes in Shareholders' Equity and Notes to Non-Consolidated Financial Statements in the Financial Statements.
  - In the event that the electronically provided information is revised, the details will be posted on the Company's website and the TSE website listed above.

## Reference Documents for the General Meeting of Shareholders

**Proposal 1:** Election of Three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all three (3) incumbent Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the close of this Annual General Meeting of Shareholders. Accordingly, we propose that three (3) Directors be elected.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Riku Tazumi (February 3, 1996)	May 2017	Founded the Company	26,794,020
		May 2017	Appointed CEO of the Company (current position)	
		May 2021	Appointed Executive Officer of the Company	
	[Reason for nomination as candidate for Director] Mr. Riku Tazumi is the founder of the Company and since its founding, has demonstrated strong leadership as the CEO and has contributed to the Company's business expansion and enhancement of corporate value. Based on his abundant knowledge and broad insight, the Company has nominated him as a candidate for Director with the expectation that he will continue to appropriately fulfill his responsibilities as the Director.			
2	Shinya Tsurui (March 3, 1987)	April 2012	Joined Zeirishi-Hojin PricewaterhouseCoopers (current PwC Tax Japan)	637,500
		September 2014	Joined Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.	
		May 2019	Joined the Company Appointed Executive Officer and CFO of the Company	
		July 2019	Appointed Director and CFO of the Company (current positions)	
		May 2021	Appointed Executive Officer of the Company	
	[Reason for nomination as candidate for Director] Mr. Shinya Tsurui has extensive knowledge and experience in the finance sector and since joining the Company, he has led the administration division as the CFO and has laid the foundations for the Company to go public. The Company has determined that he is well suited as a Director and renominated him as a candidate with the expectation that he will continue to leverage his broad knowledge and experience to contribute to the enhancement of corporate value.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Takeyuki Aritomi (August 5, 1984)	September 2008      Joined Nagashima Ohno & Tsunematsu July 2011              Joined SHIOMIZAKA (current position) January 2016          Appointed Partner of SHIOMIZAKA (current position) December 2017       Appointed Outside Corporate Auditor of ROXX Inc. August 2019           Appointed Director of First Advisers Inc. (current position) August 2019           Appointed Outside Corporate Auditor of Travel Book., Inc. (current position) July 2022               Appointed Outside Director of the Company (current position) November 2023       Appointed Outside Corporate Auditor of beBit, Inc. (current position) March 2024            Appointed Director of Medical Association DMH (current position)	0
[Reason for nomination as candidate for Director] Mr. Takeyuki Aritomi, as an attorney, has extensive experience in the finance sector including M&As and the formation of various funds, as well as experience supporting numerous companies in a wide range of fields including corporate governance, IT, and the Act on the Protection of Personal Information, by serving as their corporate legal counsel. Based on the above, the Company has nominated him as a candidate for Director with the expectation that he will reflect his advanced legal knowledge in the management strategies and business development of the Company as a Director.			

Notes: 1. There are no special interests between each candidate and the Company.

2. The number of shares of the Company held by each candidate indicates their shareholdings as of April 30, 2025.

3. Mr. Takeyuki Aritomi is a candidate for Outside Director.

4. Mr. Takeyuki Aritomi is currently serving as an Outside Director of the Company, and as of the conclusion of this General Meeting of Shareholders, he will have held the position for three years.

5. The Company has executed an agreement with Mr. Takeyuki Aritomi to limit his liability as provided for in Article 423, Paragraph 1 of the Companies Act. The maximum amount of such liability under this agreement shall be the amount stipulated by laws and regulations. If the election of Mr. Takeyuki Aritomi is approved, the Company intends to continue this agreement with him.

6. The Company has concluded with an insurance company a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance contract covers damage that may arise as a result of the insured, who are the Directors of the Company, assuming liability related to the execution of their duties or receiving a claim related to the pursuit of such liability (However, no compensation may be given for damage attributable to acts in violation of laws or regulations that were carried out with full knowledge of their illegality). If each candidate for Director is elected and take office, each candidate will become the insured of this insurance contract. The Company also intends to renew this insurance contract under the same terms and conditions at the time of the next renewal.

7. The Company notified the Tokyo Stock Exchange of positions of Mr. Takeyuki Aritomi as independent officer provided for in the provisions of the Tokyo Stock Exchange. If his appointment is approved, we will once again notify the said stock exchange of his position as independent officer.

**Proposal 2:** Election of Three (3) Directors who are Audit and Supervisory Committee Members

The terms of office of three (3) incumbent Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members. The Company has obtained approval for this Proposal from the Audit and Supervisory Committee.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company (Significant concurrent positions)		Number of shares of the Company held
1	Shunsaku Maekawa (November 26, 1953)	April 1976	Joined SUMITOMO CORPORATION	0
		July 2009	Appointed as Director, General Manager of Internal Audit Dept. of SUMITOMO SHOJI CHEMICALS CO., LTD.	
		July 2013	Appointed as Full-time Corporate Auditor of SUMITOMO SHOJI CHEMICALS CO., LTD.	
		March 2020	Appointed as Full-time Corporate Auditor of the Company	
		July 2023	Appointed as Outside Director and Audit and Supervisory Committee Member (present post)	
<p>[Reasons for Nomination as a Candidate for an Outside Director serving as an Audit and Supervisory Committee Member and Overview of Expected Roles]</p> <p>Mr. Shunsaku Maekawa has extensive experience in administrative divisions, internal audit, and as an Audit &amp; Supervisory Board Member at a major general trading company and its subsidiaries. Based on the judgment that he will continue to appropriately fulfill his duties as a Director serving as a member of the Audit and Supervisory Committee by drawing on these experiences and providing opinions from an objective and neutral standpoint, the Company proposes his election as a candidate for Outside Director who is an Audit and Supervisory Committee Member.</p>				
2	Tasuku Yamaoka (April 3, 1986)	January 2010	Joined Deloitte Touche Tohmatsu LLC	0
		March 2014	Joined Casley Deep Innovations, Inc.	
		July 2014	Appointed as Representative of Yamaoka Tasuku Certified Public Accountants' Office (present post)	
		October 2016	Joined Gojo & Company, Inc.	
		January 2019	Appointed as CEO of Shikumiya, Inc. (current position)	
		February 2019	Joined Wantedly, Inc.	
		July 2019	Appointed as Audit & Supervisory Board Member of the Company	
		January 2021	Appointed as Audit & Supervisory Board Member of F-code Inc.	
		July 2023	Appointed as Outside Director and Audit and Supervisory Committee Member of the Company (present post)	
		May 2024	Appointed as Director of FLIGHTS, Inc. (present post)	
<p>[Reasons for Nomination as a Candidate for an Outside Director serving as an Audit and Supervisory Committee Member and Overview of Expected Roles]</p> <p>Mr. Tasuku Yamaoka is a Certified Public Accountant, and the Company proposes his re-election as an Outside Director who is an Audit and Supervisory Committee Member so that the Company may continue to benefit from his expert knowledge in finance and accounting. Following his re-election, he is expected to contribute to strengthening the supervisory function over the Company's overall management and the monitoring of conflicts of interest, by leveraging his specialized knowledge as a Certified Public Accountant, primarily from a financial and accounting perspective.</p>				

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company (Significant concurrent positions)	Number of shares of the Company held
3	*Yuko Maruyama (December 17, 1977)	<p>April 2002      Joined NEC Corporation</p> <p>April 2005      Joined Nomura Securities Co., Ltd.</p> <p>October 2011    Joined Cookpad Inc.</p> <p>April 2017      Joined Poppins FamilyCare Inc. (formerly Poppins Corporation)</p> <p>April 2017      Appointed as Executive Officer of Poppins Sitter Co., Ltd. (formerly Smart Sitter Inc.)</p> <p>June 2017      Appointed as Representative Director of Poppins Sitter Co., Ltd. (formerly Smart Sitter Inc.)</p> <p>August 2023    Appointed as President of Grace Group, Inc. (present post)</p> <p>April 2002      Joined NEC Corporation</p> <p>April 2005      Joined Nomura Securities Co., Ltd.</p>	0
<p>[Reasons for Nomination as a Candidate for an Outside Director serving as an Audit and Supervisory Committee Member and Overview of Expected Roles]</p> <p>Ms. Yuko Maruyama has experience in various fields such as new business development and business reforms leveraging IT, corporate planning, and human resources, in addition to currently serving as the President of Grace Group, Inc. The Company proposes her appointment as an Outside Director who is an Audit and Supervisory Committee Member so as to leverage Ms. Maruyama's diverse and abundant experience and knowledge. Upon her appointment, the Company expects her to strive to strengthen the supervisory function of overall management and the conflicts of interest function from a managerial perspective.</p>			

- Notes:
- \* indicates a new candidate for Director.
  - There are no special interests between any of the candidates and the Company.
  - The number of shares of the Company held by each candidate indicates their shareholdings as of April 30, 2025.
  - Mr. Shunsaku Maekawa and Ms. Yuko Maruyama are candidates for Outside Directors.
  - Mr. Shunsaku Maekawa and Ms. Yuko Maruyama are currently Outside Directors who are Audit and Supervisory Committee Members of the Company. They will have served for two (2) years as of the conclusion of this General Meeting. Please note that both candidates have previously served as non-executive officers (Auditors) of the Company.
  - The Company has entered into liability limitation agreements with Mr. Shunsaku Maekawa and Mr. Tasuku Yamaoka in accordance with Article 427, paragraph 1 of the Companies Act to limit their liability for damages stipulated in Article 423, paragraph 1 of the said Act. The maximum amount of liability under these agreements is the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act. If both candidates are elected, the Company intends to continue the relevant agreements with them. Furthermore, if Ms. Yuko Maruyama is elected, the Company plans to enter into the said agreement with her.
  - The Company has entered into a directors and officers liability insurance (D&O insurance) contract with an insurance company, as stipulated in Article 430-3, paragraph 1 of the Companies Act. This insurance contract covers damages that may arise for the insured, including the Company's Directors who are Audit and Supervisory Committee Members, from bearing liability in connection with the execution of their duties or receiving claims pursuing such liability. (However, damages resulting from acts performed with the knowledge that they were in violation of laws and regulations are not covered by this insurance.) If each candidate is elected and assumes office as a Director who is an Audit and Supervisory Committee Member, they will become an insured party under this insurance contract. The Company plans to renew this insurance contract with the same terms at the time of its next renewal.
  - The Company has designated Mr. Shunsaku Maekawa and Mr. Tasuku Yamaoka as Independent Directors and notified the Tokyo Stock Exchange, Inc. of their designation in accordance with its provisions. If they are elected, the Company intends to continue to designate them as Independent Directors. Furthermore, if Ms. Yuko Maruyama is elected, the Company also plans to designate her as an Independent Director.

**Proposal 3: Determination of Remuneration for Granting Restricted Stock to Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)**

The total amount of remuneration for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members) was approved at the 6th Ordinary General Meeting of Shareholders held on July 28, 2023, to be no more than JPY 300 million per year (of which, no more than JPY 30 million is for Outside Directors; this amount does not include salaries for Directors concurrently serving as employees). The Company now seeks shareholder approval to grant remuneration for the purpose of allotting restricted stock to the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter referred to as "Eligible Directors"). This remuneration shall be granted under a separate framework from the remuneration limit mentioned above, for the purpose of providing the Eligible Directors with an incentive to contribute to the sustainable enhancement of the Company's corporate value and to further promote the sharing of value between the Eligible Directors and shareholders.

The total amount of monetary remuneration to be paid to the Eligible Directors for the allotment of restricted stock under this proposal shall be no more than JPY 20 million per year, an amount deemed reasonable in light of the aforementioned purpose.

The Eligible Directors shall, pursuant to a resolution of the Company's Board of Directors, contribute in kind all monetary compensation claims arising under this proposal, and shall, in return, be issued or disposed of common shares of the Company. The total number of common shares to be issued or allotted under this arrangement shall not exceed 10,000 shares per year; provided, however, that if, on or after the date of the resolution of this proposal, a stock split (including a gratis allotment of shares), a reverse stock split, or other similar event requiring an adjustment occurs, the maximum number of shares may be reasonably adjusted. The per-share amount to be paid in shall be the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of the relevant Board of Directors resolution (or, if no trading occurs on that day, the closing price on the most recent trading day prior thereto). The specific timing of payment and the allocation to each Eligible Director shall be determined by the Board of Directors. If Proposal 1, "Election of Three (3) Directors (excluding Directors who are members of the Audit and Supervisory Committee)," is approved as proposed, the number of Eligible Directors will be two (2). For the issuance or disposal of the Company's common shares under this proposal, the Company shall enter into a Restricted Stock Allotment Agreement (hereinafter referred to as the "Allotment Agreement") with each Eligible Director, which shall include, in summary, the terms mentioned below.

**(1) Transfer Restriction Period**

The Eligible Directors shall not, during the periods stipulated below (hereinafter individually or collectively referred to as the "Transfer Restriction Period"), transfer, create any security interest on, or otherwise dispose of the common shares of the Company allotted to them under the Allotment Agreement (hereinafter referred to as the "Allotted Shares") (such restriction hereinafter referred to as "Transfer Restriction"). The shares described in (i) below shall be referred to as "Type I Allotted Shares," and the shares described in (ii) below shall be referred to as "Type II Allotted Shares."

- i. For one-half of the Allotted Shares: The period of three (3) years from the date of allotment under the Allotment Agreement.
- ii. For the remaining Allotted Shares not falling under (i) above: The period from the date of allotment under the Allotment Agreement until the date of their retirement from the position of Director of the Company.

**(2) Lifting of Transfer Restrictions**

The Company shall lift the Transfer Restriction on all Allotted Shares at the expiration of the respective Transfer Restriction Period, on the condition that the following requirements, corresponding to the class of the Allotted Shares, are met. However, with respect to the Type I Allotted Shares, if an Eligible Director loses their position as a Director before the expiration of the Transfer Restriction Period, the Company may lift the Transfer Restriction on all or part of such shares prior to the expiration of the Transfer Restriction Period.

- **Type I Allotted Shares:** The Eligible Director has continuously held the position of Director of the Company throughout the Transfer Restriction Period.
- **Type II Allotted Shares:** The retirement is due to reasons deemed justifiable by the Company's Board of Directors.

**(3) Acquisition of Allotted Shares Without Consideration**

If an Eligible Director resigns before the expiration of the prescribed period or falls under certain circumstances specified in the Allotment Agreement, the Company shall, as a matter of course, acquire all or a part of the Allotted Shares without consideration.

Furthermore, the Company shall automatically acquire, without consideration, any Allotted Shares that remain subject to the Transfer Restriction pursuant to item (2) above as of the expiration of the Transfer Restriction Period.

**(4) Treatment in the Event of Organizational Restructuring, etc.**

Notwithstanding the provisions of (1) above, if, during the Transfer Restriction Period, a merger agreement in which the Company is the disappearing company, a share exchange agreement or a share transfer plan in which the Company becomes a wholly-owned subsidiary, or other matters concerning organizational restructuring, etc., are approved at a General Meeting of Shareholders of the Company (or by the Company's Board of Directors, if approval at a General Meeting of Shareholders is not required for such organizational restructuring, etc.), the Company may, by a resolution of its Board of Directors, lift the Transfer Restriction on a reasonably determined number of the Allotted Shares, taking into consideration the period from the commencement of the Transfer Restriction Period to the effective date of such organizational restructuring, etc., prior to such effective date. In such a case, the Company shall automatically acquire, without consideration, any Allotted Shares that remain subject to the Transfer Restriction immediately after the Transfer Restriction is lifted.

**(5) Other Matters Determined by the Board of Directors**

In addition to the foregoing, the Allotment Agreement shall include provisions regarding the methods of manifestation of intention and notifications under the Allotment Agreement, procedures for amending the Agreement, and other matters as determined by the Board of Directors.

The shares allotted to the Eligible Directors under this plan are scheduled to be managed in a dedicated account opened by each Eligible Director with a securities company designated by the Company, in order to prevent any transfer, creation of security interests, or other dispositions during the Transfer Restriction Period.