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Securities code: 3968

March 10, 2025

(Electronic provision measures start on: March 4, 2025)

To Shareholders with Voting Rights:

Yasuyuki Aisu
President and CEO
Segue Group Co., Ltd.
1-16-3 Shinkawa, Chuo-ku,
Tokyo, Japan

**NOTICE OF
THE 11th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

We hereby inform you that the 11th Annual General Meeting of Shareholders of Segue Group Co., Ltd. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, measures for electronic provision of information will be implemented for the information contained in the Reference Documents for the General Meeting of Shareholders and other related documents (matters subject to the electronic provision measures). The documents are posted on the Company’s website as “Notice of the 11th Annual General Meeting of Shareholders.”

Company’s website

<https://segue-g.jp/ir/index.html>

In addition to the website above, matters subject to the electronic provision measures are also posted on the Tokyo Stock Exchange (TSE) website. Please access the TSE website (Listed Company Search) below, search by entering the issue name (Segue Group Co., Ltd.) or the securities code of the Company (3968), select “Basic information” and “Documents for public inspection/PR information,” in that order, and check the information.

Tokyo Stock Exchange’s website (Listed Company Search)

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

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or by electronic means (internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders attached below and exercise your voting rights by 5:45 p.m. on Tuesday, March 25, 2025, Japan time.

1. Date and Time: Wednesday, March 26, 2025 at 10:00 a.m. Japan time
(Reception starts at 9:15 a.m.)

2. Place: Conference Room, 9th Floor, Tokyo Shoken Building
1-5-8 Nihonbashi-Kayabacho, Chuo-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 11th Fiscal Year (January 1, 2024 - December 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the Company's 11th Fiscal Year (January 1, 2024 - December 31, 2024)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Three (3) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
Proposal 4: Election of One (1) Director Who is an Audit and Supervisory Committee Member
Proposal 5: Election of One (1) Substitute Director Who is an Audit and Supervisory Committee Member

- When attending the General Meeting of Shareholders in person, you are kindly requested to submit the Voting Rights Exercise Form at the reception desk.
- If neither approval nor disapproval of each proposal is indicated on the Voting Rights Exercise Form, the Company will deem that approval has been indicated.
- With this General Meeting of Shareholders, paper-based documents stating matters subject to the electronic provision measures will be sent uniformly to shareholders regardless of whether they have requested the delivery of such documents. However, such documents do not include the following items in accordance with laws and regulations and the Company's Articles of Incorporation. These items are included in the scope of the audits conducted by the Audit and Supervisory Committee and the Accounting Auditor.
 - Consolidated Financial Statements:
 - Consolidated Statement of Changes in Equity
 - Notes to the Consolidated Financial Statements
 - Non-consolidated Financial Statements:
 - Non-consolidated Statement of Changes in Equity
 - Notes to the Non-consolidated Financial Statements
- Should the matters subject to the electronic provision measures require revisions, the revised contents will be posted on the respective websites where the information is posted.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company considers the return of profits to shareholders as one of its most important management initiatives, while striving to enhance its internal reserves and actively investing in operational efficiency and business expansion.

With regard to the dividends, the Company maintains a basic policy to pay dividends twice a year as interim and year-end dividends, based on a dividend payout ratio of approximately 50% until the fiscal year ending December 31, 2026. The Company will implement this policy in a sustainable and stable manner, taking into account a variety of factors, including consolidated business performance, the soundness of financial position, and the level of internal reserves for future business expansion.

Therefore, the Company proposes the following as a year-end dividend for the 11th fiscal year. As a result, the dividend for the fiscal year ended December 31, 2024, including the interim dividend of 5 yen, will be 11 yen per share.

1. Type of dividend property

Cash

2. Allotment of dividend property to shareholders and the total amount

Per share of common stock of the Company: 6 yen

Total amount: 193,196,316 yen

3. Effective date of dividends of surplus

March 27, 2025

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

In order to clarify the business activities in line with the current situation of the group, and to respond to future business developments and diversify business content, the Company proposes adding new business objectives to Article 2 (Purpose) of the current Articles of Incorporation.

2. Description of the amendment

Description of the amendment is as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendments
<p>(Purpose)</p> <p>Article 2 The purpose of the Company shall be to control and manage the business activities of companies which engage in the following businesses and foreign companies which engage in the businesses equivalent to the following businesses, by means of acquiring and owning the shares or equity interests in such companies:</p> <p><u>(1) Development, import and export, sales, maintenance, leasing, and rental of information and communication systems</u> (Newly established)</p> <p>(2) (Omitted)</p> <p><u>(3) Development, manufacturing, import and export, sales, maintenance, leasing, and rental of equipment and devices related to information and communication systems and computer systems</u> (Newly established)</p> <p>(4) Provision of services <u>using the products in the preceding items</u></p> <p>(5) to (11) (Omitted)</p> <p>2. (Omitted)</p> <p>3. (Omitted)</p> <p>4. (Omitted)</p>	<p>(Purpose)</p> <p>Article 2 The purpose of the Company shall be to control and manage the business activities of companies which engage in the following businesses and foreign companies which engage in the businesses equivalent to the following businesses, by means of acquiring and owning the shares or equity interests in such companies:</p> <p>(Deleted)</p> <p><u>(1) Design, development, import and export, sales, construction, operation, maintenance, leasing, and rental of IT infrastructure, network systems and cyber security products</u></p> <p>(2) (Unchanged) (Deleted)</p> <p><u>(3) Planning, design, development, sales, operation, and maintenance of products using artificial intelligence (AI) technology</u></p> <p>(4) Provision of services <u>related to the preceding items</u></p> <p>(5) to (11) (Unchanged)</p> <p>2. (Unchanged)</p> <p>3. (Unchanged)</p> <p>4. (Unchanged)</p>

Proposal 3: Election of Three (3) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members).

There were no opinions from the Audit and Supervisory Committee regarding this proposal.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

No.	Name	Current positions at the Company
1	Yasuyuki Aisu [Reappointment]	President and CEO
2	Yasuhiro Fukuda [Reappointment]	Director
3	Tatsuo Watanabe [New appointment]	–

[Reappointment]: Candidates for Directors to be reappointed

[New appointment]: Candidates for Directors to be newly appointed

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	<p data-bbox="231 660 406 728">Yasuyuki Aisu (June 26, 1966)</p> <p data-bbox="223 750 414 795">[Reappointment]</p>	<p data-bbox="470 280 1268 1164"> May 1986 Joined Data Controls Inc. January 1994 Osaka Sales Office Manager April 1995 Establishment of J's Communication Co., Ltd., Representative Director (current position) May 2001 Establishment of ESUPPORT INC. (currently J's Solution Co., Ltd.), Director November 2012 Establishment of JC Technology Co., Ltd. (currently J's Technology Co., Ltd.), Representative Director December 2012 Establishment of J's TelecomSystem Co., Ltd., Representative Director June 2013 MY Workstation Corporation, Director December 2014 Establishment of the Company, President and CEO (current position) January 2016 JC Technology Co., Ltd. (currently J's Technology Co., Ltd.), Director J's TelecomSystem Co., Ltd., Director March 2019 ASTEM, Inc., Director March 2021 JC Technology Co., Ltd. (currently J's Technology Co., Ltd.), Chairman (current position) November 2022 Establishment of Segue Security Co., Ltd., Representative Director and Chairman November 2022 SEGUE (Thailand) Limited, Managing Director (current position) May 2024 First One Systems Co., Ltd., Director (current position) January 2025 Segue Security Co., Ltd., Chairman (current position) </p>	<p data-bbox="1300 683 1428 750">10,296,300 shares</p>
<p data-bbox="191 1182 774 1216">[Reasons for nomination as candidate for Director]</p> <p data-bbox="191 1216 1460 1276">The candidate has led the management of our group for a quarter of a century since founding our predecessor, J's Communication Co., Ltd., and has contributed to the growth of our group.</p> <p data-bbox="191 1276 1460 1366">We would like to propose his continued appointment as a candidate for Director as the candidate's management achievements, extensive knowledge and experience in business, and leadership for sustainable enhancement of corporate value are considered essential for the further growth of our group.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	<p data-bbox="209 600 432 730">Yasuhiro Fukuda (February 13, 1966) [Reappointment]</p>	<p data-bbox="475 275 1273 1048"> October 1993 Joined MITSUI CONSTRUCTION CO., LTD. (currently SUMITOMO MITSUI CONSTRUCTION CO., LTD.) April 2001 Joined Kurita Water Industries Ltd. April 2007 Joined J’s Communication Co., Ltd. March 2008 Director (current position) ESUPPORT INC. (currently J’s Solution Co., Ltd.), Corporate Auditor December 2012 J’s TelecomSystem Co., Ltd., Director June 2013 MY Workstation Corporation., Ltd., Director December 2014 Director of the Company, Head of Business Administration Division March 2016 J’s TelecomSystem Co., Ltd., Corporate Auditor J’s Solution Co., Ltd., Director March 2022 JC Technology Co., Ltd. (currently J’s Technology Co., Ltd.), Director (current position) November 2022 Segue Security Co., Ltd., Corporate Auditor (current position) December 2022 ISS Resolution Limited, Corporate Director (current position) January 2024 Director of the Company, Head of Corporate Headquarters (current position) May 2024 First One Systems Co., Ltd., Director (current position) </p>	<p data-bbox="1321 633 1417 696">135,000 shares</p>
<p data-bbox="196 1066 1465 1216"> [Reasons for nomination as candidate for Director] The candidate has extensive knowledge and experience in overall administrative duties and has contributed to the growth of our group, primarily in the areas of administration, since joining the Company in 2007. We would like to propose his continued appointment as a candidate for Director as the candidate’s knowledge and experience are considered essential for the further growth of our group. </p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
3	Tatsuo Watanabe (January 2, 1964) [New appointment]	April 1987	Joined NCR Japan, Ltd. (currently NCR Commerce Japan Ltd.)	-
		February 2000	Joined Aspect Communications Corporation	
		April 2001	Joined Compaq Computer Corporation (currently HP Japan Inc.)	
		January 2002	Joined IBM Japan, Ltd.	
		April 2005	Joined NextCom K.K. (currently Mitsui Knowledge Industry Co., Ltd.)	
		April 2006	Executive Officer, General Manager of Business Division 2	
		April 2007	Mitsui Knowledge Industry Co., Ltd., Executive Officer, General Manager of Communication Business Division 1	
		April 2015	Executive Officer, General Manager of the Corporate Planning Division	
		April 2016	Director, Executive Officer, CIO (in charge of Corporate Planning Division, Human Resources & General Affairs Division, and Information Technology Promotion Division)	
		April 2017	Director, Executive Officer, in charge of Sales	
		April 2019	Director, Head of ICT Core Sales Group and Head of Sales Planning Group	
		April 2021	Director, Executive Managing Officer, Head of ICT Core Sales Group, Sales Planning Group	
April 2022	Joined Rakuten Communications, Corp., Director, in charge of System Sales Promotion			
April 2023	Managing Director			
April 2024	J's Communication Co., Ltd., Director and Executive Vice President (current position) J's Technology Co., Ltd., Director (current position)			
[Reasons for nomination as candidate for Director] The candidate has extensive knowledge and experience in the IT infrastructure industry, to which the Company belongs, and has been driving the management transformation of the Company since being appointed as the Director and Executive Vice President of J's Communication Co., Ltd., a core operating subsidiary of our group, in 2024. We would like to propose his new appointment as a candidate for Director as the candidate's knowledge and experience are considered essential for the further growth of our group.				

- Notes:
1. There are no special interests between each candidate and the Company.
 2. The number of shares of the Company held by the candidates for Directors are as of December 31, 2024.
 3. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with the Directors as the insured. The agreement compensates the insured persons for damage incurred from legal compensation claims and litigation costs arising from acts (including omissions) performed in their capacity as Directors. If each candidate is appointed as Director, he will be insured under the said insurance agreement, which is scheduled to be renewed during their term of office.

Proposal 4: Election of One (1) Director Who is an Audit and Supervisory Committee Member

Mr. Hirofumi Nakagawa, Director who is an Audit and Supervisory Committee Member, will resign at the conclusion of this year’s Annual General Meeting of Shareholders. Accordingly, the election of one (1) Audit and Supervisory Committee Member is proposed to fill this vacancy.

The term of office of a substitute Director who is an Audit and Supervisory Committee Member shall be until the expiration of the term of office of the retiring Director who is an Audit and Supervisory Committee Member, as stipulated in the Company’s Articles of Incorporation. Additionally, with respect to this proposal, we have obtained the consent of the Audit and Supervisory Committee.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows.

Name	Current positions at the Company
Ryutaro Takada [New appointment]	-

[New appointment]: Candidates for Directors to be newly appointed

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
Ryutaro Takada (March 7, 1975) [New appointment]	October 1998 Joined Hamahira Tax Accountant Office January 2002 Joined SQUARE Co., Ltd. April 2003 SQUARE ENIX CO., LTD. (currently SQUARE ENIX HOLDINGS CO., LTD.) May 2012 Joined MINKABU, Inc. (currently MINKABU THE INFONOID, Inc.), General Manager of Business Administration and Management Department June 2013 Director April 2016 Executive Vice President April 2018 Executive Vice President and CFO December 2019 Prop Tech plus Inc., Director (part-time) July 2020 Robot Fund Co., Ltd. (currently MINKABU SOLUTION SERVICES, Inc.), Director (part- time) June 2022 MINKABU THE INFONOID, Inc., Director (part- time, current position) August 2022 DELIGHTWORKS Inc., Director and CIO (current position) December 2022 Livedoor Co., Ltd., Director (part-time, current position) November 2023 SEESAW GAME, Inc., (currently Livedoor Co., Ltd.), Director March 2024 BPM Co., Ltd., Outside Director (current position) March 2024 DentaLight Co., Ltd., Outside Director (current position) July 2024 groove agent Inc., Outside Director (current position)	– shares

[Reasons for nomination as candidate for Outside Director and overview of the expected roles]
 The candidate has extensive knowledge and insights into management and accounting, as well as experience at large corporations. As we believe that he would be well suited to oversee management with an objective perspective and with independence as Outside Director and Independent Officer, we would like to propose his appointment as a candidate for Outside Director who is an Audit and Supervisory Committee Member. Following his appointment, he is expected to be involved in the selection of candidates for the Company's officers and the determination of officer compensation from an objective and neutral standpoint as a member of the voluntary Nomination and Compensation Committee.

- Notes:
1. There are no special interests between the candidate for Director who is an Audit and Supervisory Committee Member and the Company.
 2. The number of shares of the Company held by the candidate for Director who is an Audit and Supervisory Committee Member is as of December 31, 2024.
 3. Mr. Ryutaro Takada is a candidate for Outside Director who is an Audit and Supervisory Committee Member.
 4. If the appointment of the candidate for Director who is an Audit and Supervisory Committee Member is approved, the Company plans to designate and report him as an Independent Officer in accordance with the regulations of the Tokyo Stock Exchange.
 5. The Company has entered into a liability limitation agreement with all Outside Directors, in accordance with Article 427, Paragraph 1 of the Companies Act, which limits their liability for damages as stipulated in Article 423, Paragraph 1 of the same act, and the maximum amount of liability for damages based on this agreement is the minimum amount stipulated by laws and regulations. If the candidate for Outside Director is elected as a Director, the Company plans to enter into the same agreement with him.
 6. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with the Directors as the insured. The agreement compensates the insured persons for damage incurred from legal compensation claims and litigation costs arising from acts (including omissions) performed in their capacity as Directors. If the candidate is appointed as Director, he will be insured under the said insurance agreement, which is scheduled to be renewed during his term of office.

(Reference)**Skills matrix for Directors after this Annual General Meeting of Shareholders (planned)**

Name	Position at the Company	Skills and experience									
		Business management	Industry knowledge	Sales and marketing	Technology	Finance, accounting, M&A	HR and personnel development	Legal and risk management	Global	ESG and sustainability	Organization management
Yasuyuki Aisu	President and CEO	✓	✓	✓	✓				✓	✓	✓
Yasuhiro Fukuda	Director	✓				✓	✓	✓	✓	✓	✓
Tatsuo Watanabe	Director	✓	✓	✓			✓		✓	✓	✓
Yumiko Terada Outside Independent	Outside Director Audit and Supervisory Committee Member							✓	✓	✓	
Masaki Mitsuyu Outside Independent	Outside Director Audit and Supervisory Committee Member	✓	✓	✓	✓				✓		✓
Ryutaro Takada Outside Independent	Outside Director Audit and Supervisory Committee Member	✓				✓	✓		✓	✓	✓

Proposal 5: Election of One (1) Substitute Director Who is an Audit and Supervisory Committee Member

The Company proposes to elect one (1) substitute Director who is an Audit and Supervisory Committee Member, in the event the number of Directors who are Audit and Supervisory Committee Members falls below the number required by laws and regulations.

The term of office of a substitute Director who is an Audit and Supervisory Committee Member shall be until the expiration of the term of office of the retiring Director who is an Audit and Supervisory Committee Member, as stipulated in the Company’s Articles of Incorporation. Additionally, with respect to this proposal, we have obtained the consent of the Audit and Supervisory Committee.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
<p style="text-align: center;">Koichi Suzaki (April 20, 1945)</p> <p style="text-align: center;">[Outside]</p>	<p>April 1969 Joined NCR Japan, Ltd.</p> <p>January 1991 General Manager of Commercial and Industrial Sales Department, in charge of West Japan Area</p> <p>January 1996 Assistant to the General Manager of Industrial Systems Division</p> <p>January 1998 Industrial Systems Division, General Manager of Datawarehouse Business Section</p> <p>September 1999 Joined Cisco Systems Inc. (currently Cisco Systems G.K.), General Manager of Kansai Branch Office</p> <p>January 2001 General Manager of West Japan Sales Division</p> <p>August 2001 General Manager of Financial Sales Division 1</p> <p>May 2002 General Manager in charge of Partner Sales and Solutions Partner Development</p> <p>November 2002 Joined Net One Systems Co., Ltd., General Manager of Market Development Division</p> <p>October 2005 Joined NETMARKS Inc. (currently UNIADDEX, Ltd.), Deputy General Manager of Public Partner Division</p> <p>April 2006 Executive Officer</p> <p>April 2007 Managing Executive Officer</p> <p>March 2015 Corporate Auditor of the Company (full-time) J’s Communication Co., Ltd., Corporate Auditor</p> <p>March 2020 Outside Director, Audit and Supervisory Committee Member of the Company</p> <p>March 2024 Executive Advisor of the Company (current position)</p>	<p style="text-align: center;">10,356 shares</p>

[Reasons for nomination as candidate for Outside Director and overview of the expected roles]
The candidate has extensive knowledge and experience in the IT infrastructure industry, to which the Company belongs. As we believe that he would be well suited to oversee management with an objective perspective and with independence as Outside Director and Independent Officer, we would like to propose his appointment as a candidate for Outside Director who is an Audit and Supervisory Committee Member.
Following his appointment, he is expected to be involved in the selection of candidates for the Company’s officers and the determination of officer compensation from an objective and neutral standpoint as a member of the voluntary Nomination and Compensation Committee.

- Notes:
1. There are no special interests between the candidate and the Company.
 2. The number of shares of the Company held by the candidate is as of December 31, 2024.
 3. Mr. Koichi Suzuki is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member, and if appointed, the Company plans to report him as an Independent Officer in accordance with the regulations of the Tokyo Stock Exchange.
 4. The Company has entered into a liability limitation agreement with all Outside Directors, in accordance with Article 427, Paragraph 1 of the Companies Act, which limits their liability for damages as stipulated in Article 423, Paragraph 1 of the same act. If Mr. Koichi Suzuki is appointed, the Company plans to enter into the same agreement with him.
 5. The Company has entered into a directors and officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with the Directors as the insured. The agreement compensates the insured persons for damage incurred from legal compensation claims and litigation costs arising from acts (including omissions) performed in their capacity as Directors. If Mr. Koichi Suzuki is appointed as Director, he will be insured under the said insurance agreement, which is scheduled to be renewed during his term of office.