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Securities code: 6096

June 11, 2025

(Date of commencement of measures for electronic provision: June 4, 2025)

To Shareholders with Voting Rights:

Gaku Nakamura
Representative Director and
CEO RareJob, Inc.
6-27-8 Jingumae, Shibuya-ku,
Tokyo, Japan

**NOTICE OF
THE 18th 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 the 18th Annual General Meeting of Shareholders of RareJob, Inc. (the “Company”) will be held as described below.

In convening the meeting, the Company has taken measures for electronic provision and has posted the matters subject to measures for electronic provision on the following website:

The Company’s website: <https://www.rarejob.co.jp/en/ir/news>

In addition to the above, the matters subject to measures for electronic provision have also been posted on the website of the Tokyo Stock Exchange (TSE). To view the information, please access the following TSE website (Listed Company Search), enter the Company’s name “RareJob” or securities code “6096” in the corresponding field, and click on “Search.” Then, click on “Basic Information,” select “Documents for public inspection/PR information,” and view the information in “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

TSE website (Listed Company Search):

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

If you are unable to attend the meeting, please review the attached Reference Documents for the General Meeting of Shareholders found in the matters subject to measures for electronic provision and exercise your voting rights by following the instructions (Japanese only), no later than the close of our business hours (5:00 p.m.) on Wednesday, June 25, 2025, Japan time. In addition, the 18th annual securities report is scheduled to be disclosed on Tuesday, June 24, 2025, two days prior to the General Meeting of Shareholders and earlier than in previous years. We encourage you to review the report together with the Reference Documents for the General Meeting of Shareholders.

- 1. Date and Time:** Thursday, June 26, 2025 at 10:00 a.m. Japan time
(Reception desk will open at 9:30 a.m. Japan time.)
- 2. Place:** Conference room of the Company's headquarters
2F Kyocera Harajuku Building, 6-27-8 Jingumae, Shibuya-ku, Tokyo, Japan
- 3. Meeting Agenda for the General Meeting of Shareholders:**
Matters to be reported: 1. The Business Report and Consolidated Financial Statements for the Company's 18th Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 18th Fiscal Year (April 1, 2024 - March 31, 2025)
- Proposals to be resolved:**
Proposal 1: Appropriation of Surplus
Proposal 2: Election of Four (4) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ As the following materials are posted at the Company's website (<https://www.rarejob.co.jp>) as the matters subject to measures for electronic provision, in accordance with laws and regulations as well as Article 15, Paragraph 2 of the Company's Articles of Incorporation, they are not included in the physical documents of the matters subject to measures for electronic provision sent to shareholders who have requested such physical documents. Accordingly, such physical documents are part of the materials that were audited by the Audit and Supervisory Committee and the Accounting Auditor in preparing the Audit Report and the Accounting Audit Report, respectively.
- 1) Matters concerning stock acquisition rights, etc.
 - 2) Outline of the structures to ensure the appropriateness of business operations and the operational status of such structures
 - 3) Consolidated Statements of Changes in Net Assets and the Notes to the Consolidated Financial Statements of the Consolidated Financial Statements
 - 4) Statements of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements of the Non-consolidated Financial Statements
- ◎ Should the matters subject to measures for electronic provision require revisions, the revised versions will be posted on the listed websites.
- ◎ Souvenirs for attending shareholders will not be prepared. We appreciate your understanding.
- ◎ A part of the proceedings of the General Meeting of Shareholders on the day of the meeting will be presented on the Company's website at a later date.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company recognizes that returning profits to shareholders is one of its important managerial measures. Taking into comprehensive consideration retaining sufficient internal reserve necessary for the investment in future growth and establishing the financial base, as well as returning profits to shareholders, the Company has a basic policy of making dividends of surplus.

With regard to the year-end dividends for the fiscal year ended March 31, 2025, based on the above policy and considering its consolidated financial position, the Company proposes dividends of ¥5 per share as follows.

Matters related to year-end dividends

- (1) Type of dividend assets
Cash
- (2) Items relating to the allocation of dividend assets and its total amount
¥5 per share of common stock of the Company
Total amount of dividends: ¥47,516,520
- (3) Effective date of payment of dividends from surplus
June 27, 2025

Proposal 2: Election of Four (4) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

Upon the close of this General Meeting of Shareholders, the terms of office of all three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire. To ensure management transparency and further strengthen corporate governance, the Company proposes adding one (1) Outside Director and electing a total of four (4) Directors.

This proposal has been reviewed by the Nomination and Remuneration Advisory Committee, a voluntarily-established advisory body to the Board of Directors, and deliberated on by the Audit and Supervisory Committee. Both Committees have expressed the opinion that all the candidates for the position of Director are qualified for the position.

The candidates for the positions of Director (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Gaku Nakamura (September 11, 1980) <div>Reappointment</div>	April 2005	Joined NTT DoCoMo, Inc. (currently NTT DOCOMO, INC.)	2,009,895
		February 2008	Representative Director, the Company	
		June 2015	Representative Director and CEO (present position)	
2	Shunichi Tsubouchi (April 23, 1981) <div>Reappointment</div>	April 2007	Joined Boston Consulting Group	19,763
		January 2018	Joined M3, Inc.	
		April 2019	Joined the Company, Operating Officer	
		April 2023	Representative Director and CEO, PROGOS Inc. (present position)	
		June 2024	Director, the Company (present position)	
3	Yasumasa Yasui (October 17, 1983) <div>Reappointment</div>	April 2006	Joined SAINT MEDIA, INC. (currently WILLOF WORK, Inc.)	13,786
		July 2014	Joined BORDERLINK, INC.	
		June 2017	Representative Director and CEO, BORDERLINK, INC. (present position)	
		June 2024	Director, the Company (present position)	
4	Shoichiro Taniguchi (January 29, 1973) <div>New appointment</div> <div>Outside</div> <div>Independent</div>	April 1997	Joined Gakken Co., Ltd. (currently Gakken Holdings Co., Ltd.)	0
		July 2016	Director, Glats Inc. (present position)	
		February 2017	Managing Director, TOKYO GLOBAL GATEWAY Co., Ltd. (present position)	
		October 2021	Representative Director and CEO, GAKKEN CC Inc. (present position)	
		March 2022	Chairman of the Board, GPlusMedia Inc. (present position)	
		July 2024	Corporate Officer, Gakken Holdings Co., Ltd. (present position)	
		(Significant concurrent position) Corporate Officer, Gakken Holdings Co., Ltd.		

- Notes:
1. No special interests exist between the Company and each of the above candidates for the position of Director.
 2. Mr. Shoichiro Taniguchi is a candidate for the position of Outside Director.
 3. The reasons for the nomination of Mr. Gaku Nakamura as a candidate for the position of Director are as follows: He is the founder of the Company and has extensive experience in management as well as specialized knowledge of the global and EdTech markets. We believe that he is a person who is able to contribute to the sustainable growth and enhancement of the corporate value of the Company Group.
 4. The reasons for the nomination of Mr. Shunichi Tsubouchi as a candidate for the position of Director are as follows: He has specialized knowledge in global markets and extensive experience in the re-skilling business as an Operating Officer of the Company and as the Representative Director of the Company's subsidiary, and we believe that he is a person who is able to contribute to the sustainable growth and enhancement of the corporate value of the Company Group.
 5. The reasons for the nomination of Mr. Yasumasa Yasui as a candidate for the position of Director are as follows: He has extensive experience in the child-support and child-rearing businesses as the CEO of the Company's subsidiary, and we believe that he is a person who is able to contribute to the sustainable growth and enhancement of the corporate value of the Company Group.
 6. The reasons for the nomination of Mr. Shoichiro Taniguchi as a candidate for the position of Outside Director and expected roles are as follows: He has extensive experience and specialized knowledge in the education-related businesses, as well as in finance and accounting. Drawing on this expertise, he is expected to supervise management effectively from an independent and objective standpoint. Leveraging these insights and experiences, we also expect that he contributes to the strengthening of the Company's business strategy, the creation of synergies with the Gakken Group, and the sustainable growth and enhancement of the corporate value of the Company Group.
 7. If the appointment of Mr. Shoichiro Taniguchi is approved, the Company will register him as an Independent Officer, as prescribed in the regulations of the Tokyo Stock Exchange.
 8. If the appointment of Mr. Shoichiro Taniguchi is approved, the Company will conclude a contract with him that limits the liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the same Act. The limit of liability for damages will be the minimum amount prescribed by Article 425, Paragraph 1 of the Act.
 9. The Company has concluded the directors and officers liability insurance contract with an insurance company that insures all of the Directors of the Company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. If the election of each of the candidates is approved and they are appointed as Directors, they will be insured under the insurance contract. The Company plans to renew the insurance policy with the same contents at the next renewal.

(Reference) Composition and Skills Matrix of the Board of Directors after the Election

If Proposal 2 is approved as originally proposed, the composition of the Board of Directors will be as follows. This listing shows the fields in which each Director has especially specialized knowledge based on their experience, etc., and does not represent all the knowledge and experience of each Director.

Name	Positions at the Company (planned)	Especial expertise and experience					
		Management	Finance and accounting	Financial and capital markets	Compliance and risk management	Global	EdTech
Gaku Nakamura	Representative Director and CEO	●			●	●	●
Shunichi Tsubouchi	Director			●		●	
Yasumasa Yasui	Director				●		
Shoichiro Taniguchi	Outside Director		●				●
Takao Mihara	Outside Director (Audit and Supervisory Committee Member)		●	●	●		
Jun Narimatsu	Outside Director (Audit and Supervisory Committee Member)		●	●	●		
Miki Igarashi	Outside Director (Audit and Supervisory Committee Member)	●			●	●	

Details of expertise and experience

Management	Experience as a business manager (a director with representation right) at listed companies
Finance and accounting	Certified public accountant/tax accountant; experience as CFO; experience as a general manager/officer in charge of finance and accounting-related divisions
Financial and capital markets	Person with expertise in the financial market (analyst), etc.; experience as a general manager/officer in charge of M&A and/or investment management divisions
Compliance and risk management	Lawyer; experience as a general manager/officer in charge of legal affairs and compliance-related divisions, internal audit divisions, or general affairs divisions; experience as an outside officer at other companies (excluding the Group companies)
Global	Experience in managing overseas companies; experience as a general manager/officer in charge of overseas business-related divisions
EdTech	Experience as an executive director at EdTech companies; experience as a general manager/officer in charge of technology strategy and R&D divisions at EdTech companies