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Securities code: 2148

June 5, 2023

Start date of measures for electronic provision: May 31, 2023

Dear Shareholders,

Toshiki Otsuki

President and CEO

ITmedia Inc.

3-12 Kioicho, Chiyoda-ku, Tokyo

Notice of the 24th Ordinary General Meeting of the Shareholders

You are cordially invited to attend the 24th Ordinary General Meeting of the Shareholders of ITmedia Inc. (the “Company”) to be held as stated below.

In convening this General Meeting of the Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of the shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

ITmedia Inc. Website:

<https://corp.itmedia.co.jp/ir/qab/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “ITmedia” in “Issue name (company name)” or the Company’s securities code “2148” in “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].”)

Website for posted informational materials for the general meeting of the shareholders:

<https://d.sokai.jp/2148/teiji/> (in Japanese)

If you are unable to attend on the day of the meeting, you may exercise your voting rights either in writing (by post) or online. In such cases, having referred to the reference documents for the general meeting of the shareholders, please exercise your voting rights in accordance with the procedures described herein prior to 6:00 p.m. on Friday, June 23, 2023.

▼ The Company plans to live stream this meeting for shareholders who are unable to attend in person. For further details, please see the following page.

<https://corp.itmedia.co.jp/ir/> (in Japanese)

- 1. Date and time** Monday, June 26, 2023 at 10:00 a.m. (JST)
* The reception desk is scheduled to open at 9:30 a.m.
- 2. Venue** Tokyo Garden Terrace Kioi Conference
1-4 Kioicho, Chiyoda-ku, Tokyo

3. Agenda

Matters to be Reported

1. Business Report, Consolidated Financial Statements, and Audit reports from the accounting auditor and the Audit and Supervisory Committee on the Consolidated Financial Statements for the 24th fiscal year (April 1, 2022 to March 31, 2023)
2. Non-Consolidated Financial Statements for the 24th fiscal year (April 1, 2022 to March 31, 2023)

Matters to be Resolved

- | | |
|-----------------------|---|
| Proposal No. 1 | Election of Five (5) Directors (excluding Those Serving on the Audit and Supervisory Committee) |
| Proposal No. 2 | Election of One (1) Director Serving on the Audit and Supervisory Committee |

4. Other Items Related to Notice of Ordinary General Meeting of the Shareholders

If you wish to make a diverse exercise of voting rights, please notify the Company of such intention and reasons at least three days prior to the date of the General Meeting of the Shareholders (June 22, 2023).

Items to Consider for the Ordinary General Meeting of the Shareholders

- If any changes are made to the online information related to the general meeting of the shareholders (“matters for which measures for providing information in electronic format are to be taken”), then notices advertising the change will be posted on the TSE website (Listed Company Search) and the website providing material for the general meeting of the shareholders. These notices will show the information before and after the change.

Reference Documents for the General Meeting of the Shareholders

Proposal No. 1 Election of Five (5) Directors (excluding Those Serving on the Audit and Supervisory Committee)

Because the term of office of all five Directors (excluding those serving on the Audit and Supervisory Committee) will expire at the conclusion of this meeting, the Company is requesting the election of five Directors (excluding those serving on the Audit and Supervisory Committee).

The Company's Audit and Supervisory Committee has deemed that all of the candidates for Director (excluding those serving on the Audit and Supervisory Committee) in this proposal are suitable candidates.

The candidates for Director (excluding those serving on the Audit and Supervisory Committee) are as follows:

Candidate number	Name	Current position and responsibility within the Company	Candidate details
1	Toshiki Otsuki	President and CEO	Reelection
2	Takashi Kobayashi	Vice President and COO	Reelection
3	Akihiro Kagaya	Director, CFO, and General Manager of Administration Division	Reelection
4	Kosei Tsuchihashi	Director	Reelection
5	Keiko Watanabe	Outside Director	Reelection Outside Independent

Notes:

1. There is no special interest between the candidates for Director (excluding those serving on the Audit and Supervisory Committee) and the Company.
2. For the past ten years and still now, Mr. Tsuchihashi has served as the Representative Director and President of RBJ Inc., and President of SB Media Holdings Corp., both entities which are parents of the Company.
3. Ms. Watanabe is a candidate for Outside Director. She has served as an executive of the Company in the past.
4. Ms. Watanabe is currently an Outside Director of the Company, and her term will reach one year at the conclusion of this meeting.
5. The Company has concluded an agreement with Mr. Tsuchihashi and Ms. Watanabe to limit their liability for damages stipulated in Article 423, paragraph (1) of the Companies Act in line with Article 427, paragraph (1) of the same act. The maximum liability based on this agreement is the minimum amount stipulated in Article 425, paragraph (1) of the Companies Act. If the two candidates are reelected, the Company intends to maintain this agreement with them.
6. The Company has concluded an indemnity agreement with each Director (excluding those serving on the Audit and Supervisory Committee) under which the Company will compensate (except in the case of malice, gross negligence, breach of trust for their own or other's interest, or breach of trust for their own or other's interest or to inflict damages) expenses stipulated in Article 430-2, paragraph (1), item 1, of the Companies Act and losses stipulated in Article 430-2, paragraph (1), item 2 of the same act based on the stipulations of Article 430-2, paragraph (1) of the same act. If the reelection of each candidate for Director (excluding those serving on the Audit and Supervisory Committee) is approved, the Company intends to maintain this agreement with each Director (excluding those serving on the Audit and Supervisory Committee).
7. The Company currently has a Directors' and Officers' Liability Insurance Agreement with an insurance company, which is stipulated in Article 430-3, paragraph (1) of the Companies Act. If the candidates for

Director (excluding those serving on the Audit and Supervisory Committee) are elected, they will be included in parties covered by this insurance agreement.

8. As per the stipulations of the Tokyo Stock Exchange, the Company has filed the relevant notifications with the Exchange designating Ms. Watanabe as an independent director. If Ms. Watanabe is reelected, the Company plans to continue to designate her as an independent director.

■ Guidelines for electing and dismissing Directors

The Board of Directors stipulates criteria electing and dismissing Directors, mainly those below, and nominates people who meet those criteria as candidates for Director.

■ Criteria for electing Directors (summary)


- Possesses the ability to make objective management judgments, while also possessing outstanding foresight and insight
- Does not have interests or business relationships that could impact management decisions in the fields of Company's business
- For independent directors, possesses experience in and knowledge of each field of expertise and background


■ Criteria for dismissing Directors (summary)


- Has caused major damage to or hindered the operation of the Group by violating laws, ordinances, the Company's Articles of Incorporation, or other Group rules
- Clearly does not meet the requirements of criteria for election

Candidate number 1	Name (Date of birth)	Toshiki Otsuki (June 27, 1961)	[Reelection]
 Attendance at Board of Directors meetings 12 of 12 times (100%) Number of shares held 293,100	Career summary, position, and responsibility in the Company (significant concurrent positions outside the Company)		
	Apr. 1984	Joined SOFTBANK Corp. Japan (currently, SoftBank Group Corp.)	
	Apr. 1999	Executive Officer of Softbank Publishing Inc. (currently SB Creative Corp.)	
Dec. 1999	President and CEO of SOFTBANK ZDNet Inc. (currently, the Company) (current position)		
Apr. 2000	Director of SOFTBANK Publishing Inc. (currently, SB Creative Corp.)		
	(Significant concurrent positions outside the Company) Director of NetVision Corporation		
	[Reason for nomination as Director (excluding those serving on the Audit and Supervisory Committee)] Toshiki Otsuki has served as President of the Company since it was established in 1999. He has a track record and abundant experience and insight as an executive and is judged to be well qualified to promote Group management and strengthen corporate governance. Therefore, he has been nominated as a candidate for Director (excluding those serving on the Audit and Supervisory Committee).		

Candidate number 2	Name (Date of birth)	Takashi Kobayashi (November 18, 1968)	[Reelection]	
 Attendance at Board of Directors meetings 12 of 12 times (100%) Number of shares held 96,900	Career summary, position, and responsibility in the Company (significant concurrent positions outside the Company)			
	Apr. 1991	Joined Hakuhold Doubles Inc.		
	May 1995	Joined ASCII Research Laboratories, Inc.		
	Oct. 2000	Joined atmarkIT Inc. (currently, the Company)		
	Apr. 2006	Executive Officer and Manager of Human Resources Media Business Promotion Department		
	Apr. 2009	Managing Executive Officer and Manager of Human Resources Media Business Promotion Department		
	July 2009	General Manager of Administration Division		
	June 2011	Director and General Manager of Administration Division		
	Apr. 2012	Director and Manager of IT Industry Business Department		
	Apr. 2015	Managing Director and General Manager of IT Industry Business Department		
	Oct. 2015	Director and President of USERUS Inc. (currently, hacchu navi Inc.)		
	June 2016	Director and General Manager of IT Industry Business Department		
	Oct. 2016	Director and General Manager of Lead Generation Business Division		
	Apr. 2018	Director of ITcrowd Corp. (current position)		
	Oct. 2018	Director and General Manager of Professional Media Business Division		
	July 2019	Director, Vice President, and General Manager of Professional Media Business Division		
	Apr. 2020	Director, Vice President, and COO (current position)		
	May 2020	Director of hacchu navi Inc. (current position)		
		(Significant concurrent positions outside the Company) Director of hacchu navi Inc. Director of ITcrowd Corp.		
		[Reason for nomination as Director (excluding those serving on the Audit and Supervisory Committee)] Takashi Kobayashi has served as the person responsible for the Company's various business departments and the General Manager of Administration Division. He has abundant knowledge of, experience with, and insight into general management of the Company and is judged to be well qualified to contribute to the Company's sustainable growth and increase in corporate value over the medium and long term. Therefore, he has been nominated as a candidate for Director (excluding those serving on the Audit and Supervisory Committee).		

Candidate number 3	Name (Date of birth)	Akihiro Kagaya (September 4, 1974) [Reelection]
 Attendance at Board of Directors meetings 12 of 12 times (100%) Number of shares held 41,600	Career summary, position, and responsibility in the Company (significant concurrent positions outside the Company)	
	Apr. 1998 Apr. 2002 June 2003 Apr. 2005 July 2008 Apr. 2012 Apr. 2015 June 2015 Oct. 2015 July 2016 Apr. 2018 July 2019 May 2020	Joined Hazama Corporation (currently, HAZAMA ANDO CORPORATION) Joined SEGA CORPORATION Joined SOFTBANK Publishing Inc. (currently, SB Creative Corp.) Joined SOFTBANK Media and Marketing Inc. (currently, SB Creative Corp.) Joined the Company General Manager of Administration Division Executive Officer and General Manager of Administration Division Director and General Manager of Administration Division Audit and Supervisory Board Member of Knowledge on Demand, Inc. Director of Knowledge on Demand, Inc. Audit and Supervisory Board Member of ITcrowd Corp. Director, CFO, and General Manager of Administration Division (current position) Audit and Supervisory Board Member of hacchu navi Inc. (current position) (Significant concurrent positions outside the Company) Audit and Supervisory Board Member of hacchu navi Inc.
	[Reason for nomination as Director (excluding those serving on the Audit and Supervisory Committee)] Akihiro Kagaya has served as the General Manager of Administration Division. He possesses abundant knowledge of, experience with, and insight into finance, human resources, general affairs, and general management and is judged to be well qualified to contribute to the Company's sustainable growth and increase in corporate value over the medium and long term. Therefore, he has been nominated as a candidate for Director (excluding those serving on the Audit and Supervisory Committee).	

Candidate number 4	Name (Date of birth)	Kosei Tsuchihashi (August 13, 1959) [Reelection]
 <p>Attendance at Board of Directors meetings 12 of 12 times (100%)</p> <p>Number of shares held 8,400</p>	Career summary, position, and responsibility in the Company (significant concurrent positions outside the Company)	
	<p>Apr. 1983</p> <p>Nov. 1998</p> <p>Mar. 2000</p> <p>Apr. 2002</p> <p>June 2006</p> <p>Apr. 2007</p> <p>Apr. 2007</p> <p>June 2007</p> <p>June 2008</p> <p>June 2009</p> <p>Apr. 2016</p> <p>Nov. 2019</p>	<p>Joined SOFTBANK Corp. Japan (currently, SoftBank Group Corp.)</p> <p>Auditor of AtWork Corp. (currently, SB AtWork Corp.) (current position)</p> <p>Auditor of Broadmedia Corporation</p> <p>Director of SOFTBANK ZDNet Inc. (currently, the Company)</p> <p>Audit and Supervisory Board Member</p> <p>Representative Director and President of SOFTBANK Creative Corp. (currently, SB Creative Corp.) (current position)</p> <p>President of Softbank Media Marketing Holdings Corp. (currently of SB Media Holdings Corp.) (current position)</p> <p>Director of Realize Mobile Communications Corp. (current position)</p> <p>Representative Director and Chairman of the Board of Softbank Human Capital Corp. (currently SB Human Capital Corp.) (current position)</p> <p>Director (current position)</p> <p>Representative Director and President of Tugikuru Corp. (current position)</p> <p>Representative Director of RBJ Inc. (current position)</p> <p>(Significant concurrent positions outside the Company) President of SB Media Holdings Corp. Representative Director and President of SB Creative Corp. Representative Director and Chairman of the Board of SB Human Capital Corp. Representative Director and President of Tugikuru Corp.</p>
	<p>[Reason for nomination as Director (excluding those serving on the Audit and Supervisory Committee)]</p> <p>Kosei Tsuchihashi has a track record and abundant experience and insight as an executive of SB Media Holdings Corp., the parent of the Company, and its subsidiaries, and is judged to be well qualified to promote Group management and raise its corporate value in the medium and long term. Therefore, he has been nominated as a candidate for Director (excluding those serving on the Audit and Supervisory Committee).</p>	

Candidate number 5	Name (Date of birth)	Keiko Watanabe (June 6, 1980)	[Reelection] [Outside] [Independent]
 <p>Attendance at Board of Directors meetings 10 of 10 times (100%)</p> <p>Number of shares held –</p>	Career summary, position, and responsibility in the Company (significant concurrent positions outside the Company)		
	<p>Apr. 2004</p> <p>June 2004</p> <p>Nov. 2008</p> <p>Nov. 2008</p> <p>July 2010</p> <p>Dec. 2016</p> <p>Dec. 2018</p> <p>June 2022</p>	<p>Joined SOFTBANK Media and Marketing Inc. (currently, SB Creative Corp.)</p> <p>Moved to the Company</p> <p>Resigned from the Company</p> <p>Joined Dentsu Avenue A Razorfish (currently, Dentsu Digital Inc.)</p> <p>Joined MediaMind Technologies Inc. (currently, Seismic Technologies, Inc.)</p> <p>Joined Rakuten, Inc.</p> <p>Representative Director of BICP DATA Inc. (current position)</p> <p>Outside Director (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director of BICP DATA Inc.</p>	
	<p>[Reason for nomination and expected role as Outside Director (excluding those serving on the Audit and Supervisory Committee)]</p> <p>Keiko Watanabe has expert knowledge and experience in the field of marketing, cutting-edge ad technology, and privacy governance. It is expected that she will provide useful opinions and comments regarding the Company's management from an objective and expert perspective. The Company judges her to be well qualified to implement the Company's management strategy and raise its corporate value in the medium and long term as an Outside Director. Therefore, she has been nominated as a candidate for Director (excluding those serving on the Audit and Supervisory Committee).</p>		

Proposal No. 2 Election of One (1) Director Serving on the Audit and Supervisory Committee

Because the term of office of Director serving on the Audit and Supervisory Committee Hirokazu Sato will expire at the conclusion of this meeting, the Company is requesting the election of one (1) Director serving on the Audit and Supervisory Committee.

The Company has obtained the advanced approval of the Audit and Supervisory Committee for this proposal.

The candidate for Director serving on the Audit and Supervisory Committee is as follows.

	Name (Date of birth)	Hirokazu Sato (November 30, 1968)	[Reelection] [Outside] [Independent]
 Number of shares held —	Career summary, position, and responsibility in the Company (significant concurrent positions outside the Company)		
	Apr. 1991 July 1994 Apr. 2000 Dec. 2013 June 2016 June 2017 Jan. 2018 Apr. 2021	Joined Sato Spring Co., Ltd. Joined Taniguchi Labor Management Office Registered as an independent a labor and social security attorney business Established Sato Social Insurance and Labor Advisors Corporation (currently HR Plus Social Insurance and Labor Advisors Corporation) Representative of Sato Social Insurance and Labor Advisors Corporation Established Asia BPO Services Pte. Ltd, appointed Director Established HR Plus Social Insurance and Labor Advisors Corporation, appointed Representative (current position) Outside Director (Audit and Supervisory Committee Member) (current position) Outside Audit and Supervisory Board Member of WA, Inc. (current position) Auditor of Voicy Inc. (current position)	(Significant concurrent positions outside the Company) Representative of HR Plus Social Insurance and Labor Advisors Corporation Outside Audit and Supervisory Board Member of WA, Inc.
	<p>[Reason for nomination and expected role as Outside Director Serving on the Audit and Supervisory Committee] Hirokazu Sato was nominated as an Outside Director serving on the Audit and Supervisory Committee because he is a labor and social security attorney and, based on his strong insight into human resources and labor issues, the Company expects that, from the perspective of an Outside Director serving on the Audit and Supervisory Committee, he will participate in the Company's business management, contributing to the assurance of sound and proper management decision-making, and improved transparency, at the Company.</p>		

Notes:

1. There is no special interest between the candidate for Director serving on the Audit and Supervisory Committee and the Company.
2. Mr. Sato is a candidate for Outside Director.
3. Mr. Sato is currently an Outside Director of the Company, and his term will reach six years at the conclusion of this meeting.
4. The Company has concluded an agreement with Mr. Sato to limit his liability for damages stipulated in Article 423, paragraph (1) of the Companies Act in line with Article 427, paragraph (1) of the same act. The maximum liability based on this agreement is the minimum amount stipulated in Article 425, paragraph (1) of the Companies Act, and Mr. Sato is reelected, the Company intends to maintain this agreement with him.
5. The Company has concluded an indemnity agreement with Mr. Sato under which the Company will compensate (except in the case of malice, gross negligence, or breach of trust for their own or other's interest or to inflict damages) expenses stipulated in Article 430-2, paragraph (1), item 1, of the Companies Act and losses stipulated in Article 430-2, paragraph (1), item 2 of the same act based on the stipulations of Article 430-2, paragraph (1) of the same act. If Mr. Sato is reelected, the Company intends to maintain this agreement with him.

6. The Company currently has a Directors' and Officers' Liability Insurance Agreement with an insurance company, which is stipulated in Article 430-3, paragraph (1) of the Companies Act. If the candidate for Directors serving on the Audit and Supervisory Committee is elected, he will be included in the parties covered by the agreement.
7. As per the stipulations of the Tokyo Stock Exchange, the Company has filed the relevant notifications with the Exchange designating Mr. Sato as an independent director. If Mr. Sato is reelected, the Company plans to continue to designate him as an independent director.

Reference: Skill Matrix Table (if Proposal 1 and Proposal 2 are approved)

	Name	Position in the Company	Specialization or field particularly expected to contribute to						
			Corporate management & management strategy	Business strategy & marketing	Finance & accounting	Human capital & personnel management	Legal affairs & risk management	Governance & internal controls	Sustainability
Directors (excluding those serving on the Audit and Supervisory Committee)	Toshiki Otsuki	President and CEO	•	•				•	•
	Takashi Kobayashi	Vice President and COO	•	•				•	•
	Akihiro Kagaya	Director, CFO, and General Manager of Administration Division			•	•	•	•	•
	Kosei Tsuchihashi	Director	•	•		•			
	Keiko Watanabe	Independent Outside Director	•	•					•
Directors serving on the Audit and Supervisory Committee	Toshitada Takahashi	Independent Outside Director Standing Audit and Supervisory Committee Member			•	•	•	•	
	Tatsuya Shimoyama	Director Audit and Supervisory Committee Member			•	•	•		
	Takashi Saito	Independent Outside Director Audit and Supervisory Committee Member	•	•				•	
	Akio Sagawa	Independent Outside Director Audit and Supervisory Committee Member				•	•	•	
	Hirokazu Sato	Independent Outside Director Audit and Supervisory Committee Member				•		•	•

The reason for selecting these skills are as given below.

Skill		Reason for selecting
1	Corporate management & management strategy	In order to implement the corporate mission of “Contribute to Information Revolution by Innovating Professional Media,” it is necessary to have directors who can lead the Company by always formulating a clear, appropriate management strategy even in volatile markets and possess management experience and a track record in the media, marketing, and IT fields.
2	Business strategy & marketing	In order to generate sustainable growth for the Company’s businesses, it is necessary to have directors who not only can formulate business strategies with an eye toward the future evolution of technology and digital marketing and increase competitiveness of the Company’s services but also possess unquestionable knowledge and experience in the field of digital marketing.
3	Finance & accounting	To create accurate financial reports and a firm financial foundation and formulate a financial strategy to promote growth investments for sustainable growth in corporate value and increase shareholder return, it is necessary to have directors who possess unquestionable knowledge and experience in the field of finance and accounting.
4	Human capital & personnel management	Because it is vital to formulate a human resource strategy that makes it possible for each individual employee to make the most of their abilities, it is necessary to have directors who possess unquestionable knowledge and experience in the field of human resource development and labor, including promoting diversity.
5	Legal affairs & risk management	Because creating a compliance and risk management system is the foundation for sound corporate management, it is necessary to have directors who possess unquestionable knowledge and experience in the field of corporate law.
6	Governance & internal controls	Because creating an appropriate governance system is the foundation for continued growth in corporate value, it is necessary to have directors who possess unquestionable knowledge and experience in the field of corporate governance to improve the effectiveness of the supervision within the Board of Directors.
7	Sustainability	In order to generate continued growth in corporate value, it is necessary to have directors who properly understand the responsibilities as a member of society, can improve the common interest of all stakeholders, and possess unquestionable knowledge and experience in the field of sustainability.