

Securities code: 2462  
August 15, 2022

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

## Notice of Convocation of the 29th 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 29th Ordinary General Meeting of Shareholders of LIKE, Inc. (“the Company”) as described below.

To prevent the spread of COVID-19 and for the health and safety of our shareholders, we strongly request that you exercise your voting rights in writing or online in advance and refrain from visiting the venue on the day of the General Meeting of Shareholders regardless of your current health condition.

### Exercise of voting rights in writing

Please indicate your approval or disapproval of proposals on the enclosed Voting Rights Exercise Form. Please mail the Voting Rights Exercise Form so that it arrives no later than 6:15 p.m. on Monday, August 29, 2022.

### Online exercise of voting rights

Please access the Company’s designated voting website (<https://www.web54.net>) and follow the on-screen instructions to indicate your approval or disapproval of proposals by 6:15 p.m. on Monday, August 29, 2022.

**We will implement appropriate measures to prevent the spread of COVID-19 at the venue of the General Meeting of Shareholders. However, because the number of seats available will be fewer than usual, please understand that we may refuse your admission.**

- 1. Date:** 10 a.m. on Tuesday, August 30, 2022
- 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 29th Term (from June 1, 2021 to May 31, 2022)
- (2) Non-Consolidated Financial Statements for the 29th Term (from June 1, 2021 to May 31, 2022)

#### Matters to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Partial amendment to the Articles of Incorporation
- Proposal 3:** Appointment of four (4) directors (excluding those serving as Audit & Supervisory Committee members)
- Proposal 4:** Appointment of three (3) directors serving as Audit & Supervisory Committee members
- Proposal 5:** Appointment of one (1) director serving as an alternate Audit & Supervisory Committee member
- Proposal 6:** Appointment of an accounting auditor

- (Notes)
1. If you intend to attend the meeting, please submit the enclosed Voting Rights Exercise Form to the reception on your arrival. The reception will open at 9:30 a.m. on the day of the meeting.
  2. Among documents to be provided to shareholders upon notice of this General Meeting of Shareholders, following is available on the Company's website (<https://www.like-gr.co.jp/>) in accordance with laws, ordinances, and Article 14 of the Company's Articles of Incorporation.
    - (1) Notes to the Consolidated Financial Statements
    - (2) Notes to the Non-Consolidated Financial StatementsThe above documents are included in the Consolidated Financial Statements and the Non-Consolidated Financial Statements audited by the Audit & Supervisory Committee and the accounting auditor for the purpose of drafting the Audit Report and Accounting Audit Report, respectively.
  3. In case of an event that requires revisions to be made to the Reference Materials for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements by the day before the General Meeting of Shareholders, the Company will announce the revised items on its website (<https://www.like-gr.co.jp/>).

## Reference Materials for the General Meeting of Shareholders

### **Proposal 1:** Appropriation of surplus

Matters regarding dividends of surplus (year-end dividend for the 29th term)

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

Upon comprehensive consideration of the earnings results, accumulation of internal reserves, and future business development, the Company proposes a year-end dividend for this fiscal year as follows.

1. Type of dividend property

Cash

2. Matters concerning allocation of dividend property and its total amount

The Company intends to pay a year-end dividend of ¥26 per share of the Company's common stock, which brings the total amount to ¥498,942,678.

(As the Company has already paid an interim dividend of ¥26 per share, annual dividend will be ¥52 per share.)

3. Effective date of dividends of surplus

August 31, 2022

**Proposal 2: Partial amendment to the Articles of Incorporation**

1. Reasons for the amendment

The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. In response, the Company will adopt a system facilitating the electronic provision of reference materials for general meetings of shareholders and accordingly proposes the following amendments to its Articles of Incorporation.

- (1) Paragraph 1 of Article 14 (Measures for Electronic Provision, etc.) shall be newly established, as the Company is required to stipulate through its Articles of Incorporation that it will take measures to provide information in an electronic format for reference materials and other documents pertaining to general meetings of shareholders.
- (2) Paragraph 2 of Article 14 (Measures for Electronic Provision, etc.) shall be newly established, allowing the Company to limit in accordance with Ordinances of the Ministry of Justice the scope of information included in paper copies of reference materials and other documents pertaining to general meetings of shareholders, that it provides electronically to shareholders upon request.
- (3) The current Article 14 (Online Disclosure of Reference Materials, etc.) shall be deleted, given that it is no longer relevant.
- (4) Article 2, concerning the effective date upon which the aforementioned establishments and deletions are to be executed, shall be established under the supplementary provisions of the Articles of Incorporation. This article shall be removed following this effective date.

2. Details of the amendment

Details of the amendment are as follows.

(Underlined passages indicate changes.)

Current Articles of Incorporation	Proposed changes
<p><u>(Online Disclosure of Reference Materials, etc.)</u>  <u>Article 14: The Company may provide information pertaining to matters to be stated or presented through reference materials for general meetings of shareholders, non-consolidated financial statements, consolidated financial statements, and business reports through the Internet in accordance with ordinance issued by the Ministry of Justice.</u>                      (Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures for Electronic Provision, etc.)</u>  <u>Article 14: When the Company convenes a General Meeting of Shareholders, it shall take measures to provide information contained in reference materials for this meeting, as well as other relevant documents, in an electronic format.</u></p>

Current Articles of Incorporation	Proposed changes
(Newly established)	<p data-bbox="903 239 1337 591"><u>2. Among items for which measures to provide information in an electronic format will be taken, the Company may omit all or some of those items designated by relevant ordinances issued by the Ministry of Justice from documents provided to shareholders who submitted a request for delivery of paper-based documents by the record date for voting rights.</u></p> <p data-bbox="807 600 1126 629"><u>(Supplementary Provisions)</u></p> <p data-bbox="807 638 1321 734"><u>(Transitional Measures Related to the Electronic Provision of Materials for General Meetings of Shareholders)</u></p> <p data-bbox="807 743 1342 931"><u>Article 2 The deletion of Article 14 (“Online Disclosure of Reference Materials, etc.”) and the new addition of Article 14 “Measures for Electronic Provision, etc.” will be effective from September 1, 2022.</u></p> <p data-bbox="903 940 1342 1162"><u>2. Notwithstanding the provisions of the preceding paragraph, Article 14 (Online Disclosure of Reference Materials, etc.) shall remain in effect for any General Meeting of Shareholders held within six (6) months from September 1, 2022.</u></p> <p data-bbox="903 1171 1342 1487"><u>3. Article 2 of the Supplementary Provisions shall be deleted on the date upon which six (6) months will have passed from September 1, 2022, or upon which three (3) months will have passed from the date of the General Meeting of Shareholders stated in the preceding paragraph, whichever is later.</u></p>

**Proposal 3: Appointment of four (4) directors (excluding those serving as Audit & Supervisory Committee members)**

The term of office of four (all) directors excluding those serving as Audit & Supervisory Committee members will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the appointment of four (4) directors who are not members of the Audit & Supervisory Committee.

The 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 (to present) <u>Significant concurrent positions</u> Chairman, LIKE Staffing, Inc. Chairman, LIKE Kids, Inc. Chairman, LIKE Care, Inc.	6,661,800 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 (to present) <u>Significant concurrent positions</u> President, LIKE Kids, Inc. President, LIKE Care, 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>Sep. 2018    Deputy general manager of Corporate Strategy Management Division</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 (to present)</p> <p><u>Significant concurrent position</u> Director, LIKE Kids, Inc.</p>	6,400 shares	None
4	Yasuhisa Takatani (August 23, 1968)	<p>Mar. 1993    Joined Johnson &amp; Johnson K.K.</p> <p>Aug. 1995    Joined Kyocera Corporation</p> <p>Nov. 2005    Joined E-Guardian Inc., general manager of Business Unit</p> <p>Jan. 2006    General manager of Business Unit and head of Corporate Planning Office, E-Guardian Inc.</p> <p>Apr. 2006    President &amp; CEO, E-Guardian Inc.</p> <p>Aug. 2021    Director, the Company (to present)</p> <p><u>Significant concurrent position</u> President &amp; CEO, E-Guardian Inc.</p>	None	None

- (Notes) 1. Yasuhisa Takatani is a candidate for outside director. The Company has designated him as an independent officer based on provisions prescribed by the Tokyo Stock Exchange and notified the Exchange of his appointment.
2. Yasuhisa Takatani 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. Mr. Takatani is currently an outside director of the Company and will have held this position for one (1) year at the conclusion of the 29th Ordinary General Meeting of Shareholders.
3. The Company has concluded a liability limitation agreement with Yasuhisa Takatani 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 Mr. Takatani is reappointed to his position, the Company plans to maintain this agreement.

4. 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 4:** Appointment of three (3) directors serving as Audit & Supervisory Committee members

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

The Audit & Supervisory Committee is in agreement with 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 Statutory auditor Aug. 2016 Director (full-time Audit & Supervisory Committee member; to present)  <u>Significant concurrent positions</u> Statutory Auditor, LIKE Staffing, Inc. Statutory Auditor, LIKE Care, Inc. Statutory Auditor, LIKE Kids, Inc.	26,800 shares	None
2	Kengo Shazuki (August 24, 1987)	Apr. 2013 Joined i-nex Co., Ltd. Mar. 2016 Resigned from i-nex Co., Ltd. Apr. 2016 Joined Shazuki Nobuhisa Certified Public Tax Accountant Office Dec. 2018 Passed Certified Public Tax Accountant Examination Aug. 2019 Director, the Company (Audit & Supervisory Committee member; to present)	None	None
3	Daiki Yoko (May 23, 1984)	Dec. 2011 Became a registered lawyer Dec. 2011 Joined Yoko Law Office Oct. 2018 Established Yoko LPC and became an employee Aug. 2019 Director, the Company (Audit & Supervisory Committee member; to present)  <u>Significant concurrent position</u> Employee (registered lawyer) of Yoko LPC	None	None

- (Notes)
1. Kengo Shazuki and Daiki Yoko are candidates for outside directors. The Company has designated both candidates 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 he has acquired abundant knowledge and experience concerning tax affairs as a certified public tax accountant, and the Company believes that he can apply these attributes to his duties and strengthen decision-making related to management of the Company. He is currently an outside director (Audit & Supervisory Committee member) of the Company and will have held this position for three (3) years at the conclusion of the 29th Ordinary General Meeting of Shareholders.
  3. Daiki Yoko has been nominated as a candidate for the position of outside director because he has cultivated abundant knowledge and expertise concerning corporate legal affairs as an attorney at law, and the Company believes that he can apply these attributes to his duties and strengthen the supervisory capabilities of directors. He is currently an outside director (Audit & Supervisory Committee member) of the Company and will have held this position for three (3) years at the conclusion of the 29th Ordinary 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 to their positions, the Company plans to maintain these agreements.
  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.

**Reference: Skills matrix for members of the Board of Directors following the 29th Ordinary General Meeting of Shareholders**

If proposals No. 3 and No. 4 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)	Corporate management; business strategy	Financial accounting	Human resources; human resource development	Risk management; corporate law	Sustainability
Yasuhiko Okamoto	○			○		○		○
Hiroataka Okamoto	○			○				○
Shino Muranishi	○					○	○	
Yasuhisa Takatani	○		○	○				○
Hitomi Horai	○	○			○			
Kengo Shazuki	○	○	○		○			
Daiki Yoko	○	○	○				○	

**Proposal 5:** Appointment of one (1) director serving as an alternate Audit & Supervisory Committee member

The Company proposes the appointment of one (1) director who will serve as an alternate Audit & Supervisory Committee member in preparation for possible deficits in the number of directors concurrently serving as Audit & Supervisory Committee members as compared to requirements stipulated by relevant laws and ordinances.

The Audit & Supervisory Committee is in agreement with 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 Postdoctoral Fellow, Division of Cardiovascular Medicine, Stanford University School of Medicine, USA</p> <p>Apr. 1994 Visiting Instructor, Division of Cardiovascular Medicine, Stanford University School of Medicine, USA</p> <p>Oct. 1998 Associate Professor, Division of Gene Therapy Science, 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, Headquarter for Intellectual Property Strategy, Cabinet Office</p> <p>Jan. 2013 Member, Council for Regulatory Reform, Cabinet Office Strategic Advisor, Headquarters for Healthcare Policy, Cabinet Secretariat</p> <p>Apr. 2013 Medical Strategy Advisor, Integrated Headquarters of Osaka Prefecture and Osaka City</p> <p>Jun. 2016 Member, 2025 World Exposition Basic Concept Drafting Committee</p> <p>Sep. 2016 Member, Council for Promotion of Regulatory Reform, Cabinet Office</p> <p>Feb. 2020 Senior advisor to Osaka City and Osaka Prefecture</p> <p>Apr. 2021 Counselor for health and medical strategy, Secretariat for Health and Medical Care Strategy, Cabinet Office (to present)</p> <p><u>Significant concurrent positions</u> Endowed Chair Professor, Graduate School of Medicine, Osaka University Senior advisor to Osaka City and Osaka Prefecture Counselor for health and medical strategy, Secretariat for Health and Medical Care Strategy, Cabinet Office</p>	None	None

- (Notes)
1. Ryuichi Morishita is a candidate for alternate outside director.
  2. We have nominated Ryuichi Morishita as a candidate for alternate outside director because we expect him to bring his extensive knowledge and experience as a scholar to the Company's management. Although Mr. Morishita does not have business management experience, for the reasons stated above we have judged that he is capable of appropriately executing duties of outside director.
  3. If Ryuichi Morishita is elected to the position of director serving as Audit & Supervisory Committee member, the Company will conclude a liability limitation agreement with him 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 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 Ryuichi Morishita is appointed as a director and takes office, he will become an insured person under this insurance contract.

**Proposal 6: Appointment of an accounting auditor**

The Company proposes the appointment of a new accounting auditor because the term of office for KPMG AZSA LLC, its current accounting auditor, will expire at the conclusion of the 29th Ordinary General Meeting of Shareholders.

This proposal has been submitted in accordance with decisions reached by the Audit & Supervisory Committee.

The Audit & Supervisory Committee has nominated Grant Thornton Taiyo LLC as a candidate for the position of accounting auditor because it has concluded that the firm will be appropriate for the position based on comprehensive consideration of factors such as the firm's audit response and audit fees, which have been deemed appropriate for the scale of the Company's business; its independence and expertise as an accounting auditor; its quality control system; and its auditing record.

The Company has nominated the following candidate for the position of accounting auditor.

(As of June 30, 2022)

Name	Grant Thornton Taiyo LLC		
Office location	Headquarters: Akasaka K-tower 22F 1-2-7 Motoakasaka, Minato-ku, Tokyo Other locations: Osaka Office and 10 other offices		
History	Sep. 1971 Taiyo Audit Corporation established Oct. 1994 Became a member of Grant Thornton International Ltd. Jan. 2006 Merged with ASG Audit Corporation and became Taiyo ASG Audit Corporation Jul. 2012 Merged with Eisho Audit Corporation Oct. 2013 Merged with Kasumigaseki Audit Corporation Oct. 2014 Changed name to Grant Thornton Taiyo LLC Jul. 2018 Merged with YUSEI Audit & Co.		
Overview	Composition	Representative partners and employees	92
		Specified partners	4
		Certified public accountants	291
		Individuals who have passed the Certified Public Accountant Examination	259
		Other specialists	178
		Administrative staff	92
		Contract employees	195
		Total	1,111
		Number of clients subject to audits pursuant to the Financial Instruments and Exchange Act and the Companies Act	324