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Securities Code: 4290  
June 8, 2022

To our shareholders:

**Shinichi Tamagami, Chief Executive Officer**  
**Prestige International Inc.**  
2-4-1 Kojimachi, Chiyoda-ku, Tokyo

## **Notice of the 36th Annual General Meeting of Shareholders**

You are hereby notified of the 36th Annual General Meeting of Shareholders of Prestige International Inc. (the “Company”), to be held as set forth below.

In an effort to prevent COVID-19 infection, shareholders who are considering attending the meeting are kindly **asked to cooperate in preventing infection by checking the infection situation and your health condition on the date of the meeting.**

In addition, in the event that you will not be attending the meeting on the day, you may exercise your voting rights by either of the methods described below. **In this case, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 6:00 p.m. (Japan standard time) on Wednesday, June 22, 2022.**

### **[Voting in Writing]**

**Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form, and return it such that it arrives by the above deadline for exercise.**

### **[Voting via the Internet, etc.]**

**Please review the “Instructions for Voting via the Internet, etc.” (in Japanese only), enter your “Voting Rights Exercise Code” and “password” on the Voting Rights Exercise Website designated by the Company (<https://soukai.mizuho-tb.co.jp/>), and enter your vote for or against the proposals in accordance with the instructions on-screen.**

**1. Date and Time:** Thursday, June 23, 2022, at 1:00 p.m. (JST)

Please note this annual general meeting of shareholders will be held at a different time than the previous one.

**2. Venue:** Seminar Room, 2F, Arch Building, Yamagata BPO Park  
4-1-1 Kyoden, Sakata-city, Yamagata

### **3. Purpose of the Meeting**

#### **Matters to be reported**

1. Business Report and Consolidated Financial Statements for the 36th Fiscal Year (from April 1, 2021 to March 31, 2022) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the 36th Fiscal Year (from April 1, 2021 to March 31, 2022)

#### **Matters to be resolved**

**Proposal No. 1:** Amendment to the Articles of Incorporation

**Proposal No. 2:** Election of Five Directors

#### **4. Matters determined in relation to the exercise of voting rights**

Where there is no indication of a vote for or against a proposal, it shall be treated as an indication of intention to vote for the proposal.

#### **5. Disclosure of the Consolidated Financial Statements and Non-consolidated Financial Statements on the Internet**

Of the documents to be provided with this Notice, the following items (in Japanese only) are posted on the Company's website (<http://www.prestigein.com/>) in accordance with the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation.

- (1) "Status of Share Acquisition Rights, etc." and "Overview of Systems to Ensure Appropriate Operations and the Operational Status Thereof" in the Business Report
- (2) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- (3) "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Furthermore, these items were included in the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements audited by the Auditors and the Accounting Auditor when they prepared their Audit Report and Accounting Audit Report, respectively.

If attending the meeting on the day, please submit the enclosed Voting Rights Exercise Form at the meeting venue reception. Please also bring this notice with you to save resources.

In the event of revisions to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements, they will be posted on **the Company's website**.

Please also check **the Company's website** for details of measures taken to prevent the spread of infection at the meeting.

<http://www.prestigein.com/>

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Amendment to the Articles of Incorporation

#### 1. Reasons for proposal

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Since it will become mandatory to stipulate in the Articles of Incorporation that the Company shall provide information presented in Reference Documents for the General Meeting of Shareholders, etc. in electronic format, Article 15 (Measures, etc. for Providing Information in Electronic Format) paragraph (1) of Proposed Amendments will be newly established.
- (2) Article 15 (Measures, etc. for Providing Information in Electronic Format), paragraph 2 of Proposed Amendments will be newly established to allow the Company to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents to the scope stipulated by the applicable Ordinance of the Ministry of Justice, among the items contained in Reference Documents for the General Meeting of Shareholders, etc. that are to be provided in electronic format.
- (3) After the introduction of the system for providing documents for general meetings of shareholders in electronic format has been introduced, the provisions under Article 15 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) will no longer be required, and thus they will be deleted.
- (4) Supplementary provisions regarding the effectiveness of the aforementioned establishment and deletion of provisions will be established. These supplementary provisions will be deleted after their expiration dates.

#### 2. Details of the Amendments

The details of the amendments are as follows:

(The amended parts are underlined.)

Current Articles of Incorporation	Proposed amendments
<p><u>Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>Article 15 (Measures, etc. for Providing Information in Electronic Format)</u></p> <ol style="list-style-type: none"><li><u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></li><li><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company is not required to state all or any of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></li></ol>

Current Articles of Incorporation	Proposed amendments
<p>(Newly established)</p> <p>(Newly established)</p>	<p style="text-align: right;"><u>(Supplementary Provisions)</u></p> <p><u>Article 1 (Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <ol style="list-style-type: none"> <li>1. <u>The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation and the new establishment of Article 15 (Measures, etc. for Provision of Information in Electronic Format) of the Articles of Incorporation shall take effect on September 1, 2022.</u></li> <li>2. <u>Notwithstanding the provision(s) of the preceding paragraph, Article 15 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from September 1, 2022.</u></li> <li>3. <u>The provisions of this article shall be deleted on the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></li> </ol>

**Proposal No. 2:** Election of Five Directors

The terms of office of all five current Directors will expire at the conclusion of this meeting.

Accordingly, the Company proposes the election of five Directors, including two external Directors. The nomination of Director candidates is based on advice of the Nomination and Compensation Committee, the Company's Board of Directors' advisory committee whose majority consists of independent officers.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]	Number of the Company's shares owned
1	Shinichi Tamagami (November 26, 1955)  Gender: male Reelection	Apr. 1976 Joined Koshin Co., Ltd. Oct. 1986 Joined the Company Feb. 1989 Vice President and Representative Director June 1995 Representative Director Oct. 2007 Representative Director and Representative Executive Officer July 2010 Representative Director Apr. 2014 Representative Director, Chief Executive Officer and General Manager of Overseas Business Division Apr. 2017 Representative Director and Chief Executive Officer Apr. 2019 <b>Chief Executive Officer (current position)</b> [Significant concurrent positions outside the Company] President and Representative Director of Premier Lotas Network Inc. Director of Entrust Inc. Outside Director and Audit and Supervisory Committee Member of Members Co., Ltd. Chief Executive Officer of Prestige Core Solution Inc. Chief Executive Officer of PI EIS Insurance Technology Inc.	2,285,603

(Reasons for nomination as candidate for Director)

For many years, Shinichi Tamagami has taken command of managing the entire group companies of the Company, helping enhance the corporate value. He has been nominated for another term as a Director candidate because of his track record, capabilities, a wealth of experience as a corporate manager serving in different business areas, as well as for his excellent character and knowledge.

Note: 1. Candidate for Director Shinichi Tamagami serves concurrently as President and Representative Director of Premier Lotas Network Inc., Director of Entrust Inc., and Chief Executive Officer of Prestige Core Solution Inc. and PI EIS Insurance Technology Inc., all consolidated subsidiaries of the Company. There are transactional relationships, such as payment pursuant to business entrustment agreements, between each of these companies and the Company.

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]		Number of the Company's shares owned
2	Hiroshi Sekine (December 26, 1966)  Gender: male Reelection	Apr. 1991 Joined Tokyo Life Insurance Company (currently T&D Financial Life Insurance Company) Nov. 1999 Joined WORLD AIR SYSTEM Co., Ltd. Oct. 2000 Joined the Company July 2005 General Manager of Business Department I Apr. 2008 Executive Officer and General Manager of Domestic Business Department III Apr. 2009 Executive Officer and General Manager of Business Department III June 2009 Director, Executive Officer, and General Manager of Business Department III Apr. 2010 Director, Executive Officer, and General Manager of Property Assist Business Department July 2010 Director and General Manager of Property Assist Business Department Apr. 2011 Director and General Manager of Property Assist Business Department Apr. 2014 Director, Executive Officer, and General Manager of PREMIER Assist Business Management Department June 2014 Director, Managing Executive Officer, and General Manager of PREMIER Assist Business Management Department Apr. 2015 Director, Managing Executive Officer, and General Manager of Property Business Management Department Apr. 2017 Director and Managing Executive Officer Apr. 2019 Managing Director Oct. 2019 <b>Director (current position)</b> [Significant concurrent positions outside the Company] Chief Executive Officer of Premier Care Inc.		54,990

(Reasons for nomination as candidate for Director)

For more than 20 years since joining the company, Hiroshi Sekine has spearheaded the establishment of new business units that are now major pillars of the Company and has been involved in the management of the Company and its subsidiaries as a Director. The Company has nominated him for another term as a Director candidate because he is deemed to be a suitable individual for formulating and promoting business strategies for the group of the Company because of the above experience, his excellent character, personality and discernment.

Note: 2. Candidate for Director Hiroshi Sekine serves concurrently as Chief Executive Officer of Premier Care Inc., a consolidated subsidiary of the Company. There is a transactional relationship, such as the lending of funds pursuant to monetary lending agreements, between Premier Care Inc. and the Company.

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]		Number of the Company's shares owned
3	Nao Yoshida (August 28, 1974)  (Name as shown on the family register: Nao Nakanishi)  Gender: female New election	July 1999      Joined the Group's corporation in the United States July 2000      Joined the Company Aug. 2006      Operational Management Section, Business Department I Sep. 2008      Assigned to the Sales Team, Overseas Operations Division Apr. 2014      Head of the Sales Planning Group, Overseas Assist Business Department Apr. 2018      Deputy General Manager, Overseas Business Department, Overseas Business Division Apr. 2019      General Manager, Sales Planning Department, Seconded to Prestige Global Solution Inc. July 2020      Executive Officer of the Company June 2021 <b>Director and Executive Officer, Prestige Global Solution Inc. (current position)</b>  [Significant concurrent positions outside the Company] Director and Executive Officer, Prestige Global Solution Inc.		6,937
(Reasons for nomination as candidate for Director) The Company has nominated Nao Yoshida as a candidate for Director because she has experienced parenting as an employee of the Company while also having a career in a managerial position and is therefore deemed suitable as a leader of the "Women's Advancement Project" being currently promoted by the Company.				
Note: 3. Candidate for Director Nao Yoshida serves concurrently as Director and Executive Officer of Prestige Global Solution Inc., a consolidated subsidiary of the Company. There are transactional relationships, such as payment pursuant to business entrustment agreements, between the said company and the Company.				

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]		Number of the Company's shares owned
4	<p>Kanako Iwase (April 2, 1975)</p> <p>Gender: female Reelection External Independent</p>	<p>Apr. 1998      Joined Pasona Inc.</p> <p>Sept. 2000     Joined IQ Financial Systems (currently Infosys Limited Japan Office)</p> <p>Sept. 2005     Joined Korn Ferry International (Japan) Co., Ltd.</p> <p>Mar. 2009     <b>Established Arusha, Inc., Representative Director (current position)</b></p> <p>June 2019     <b>External Director of the Company (current position)</b></p> <p>June 2021     <b>Outside Director, Kourakuen Holdings Corporation (current position)</b></p> <p>[Significant concurrent positions outside the Company] Representative Director, Arusha, Inc. Outside Director, Kourakuen Holdings Corporation</p>		1,591

(Reasons for nomination as candidate for external Director and overview of expected roles)

The Company requests to elect Kanako Iwase as an outside Director for the purpose of supervising the execution of duties by the Directors as an executive because of her knowledge as a corporate executive, in addition to her active engagement in initiatives to support the self-reliance of refugees currently living in Japan and in orphanages. The Company also expects that she will provide advice, suggestions, etc., from the perspective of a female executive concerning “social contribution,” which the Company aims to provide, as well as for building environments for “health and productivity management” and “women’s advancement,” which are key initiatives for the Company. In addition, the Company also expects that she will participate in supervise, etc., the selection of candidates for officers of the Company and decisions on officer remuneration, etc., from an objective and neutral standpoint as a member of the Nomination and Compensation Committee, which is the Company’s Board of Directors’ advisory committee.

Notes:

4. At the conclusion of this meeting, Kanako Iwase’s tenure as external Director will have been three years.
5. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into a limited liability agreement with Kanako Iwase to limit her maximum amount of liability as provided for in Article 423, paragraph (1) of the same Act to a predetermined amount of 10 million yen or more or the amount stipulated in laws and regulations, whichever is higher, in accordance with the Articles of Incorporation. If the candidate is reelected, the Company intends to continue these agreements with her.
6. The Company has designated Kanako Iwase as an independent officer pursuant to the rules of Tokyo Stock Exchange and notified the Exchange to that effect. If the reelection of the candidate is approved, the Company plans for her designation as an independent officer to continue.

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities in the Company [Significant concurrent positions outside the Company]		Number of the Company's shares owned	
5	Toshiaki Seki (March 27, 1958)  Gender: male New election External Independent	Apr. 1980	Joined Nomura Real Estate Development Co., Ltd.	-	
		Mar. 2007	Managing Director, Nomura Real Estate Development Co., Ltd.		
		Apr. 2007	President and Director (Representative Director), Nomura Living Support Co., Ltd. (currently, Nomura Real Estate Partners Co.,Ltd.)		
		Dec. 2010	President and Director (Representative Director), Nomura Real Estate Reform Co.,Ltd.		
		Apr. 2015	President and Director (Representative Director), Nomura Real Estate Wellness Co.,Ltd.		
		Jun. 2015	Director, Megalos Co., Ltd. (currently, Nomura Real Estate Life & Sports Co., Ltd.)		
		Apr. 2018	Vice President and Director (Representative Director) and Chief Executive Officer, Nomura Real Estate Holdings, Inc.		
			President and Director (Representative Director), NF Power Service Co.,Ltd.		
		Apr. 2021	Director, Nomura Real Estate Holdings, Inc.		
		June 2021	Director, Nomura Real Estate Hotels Co., Ltd.		
[Significant concurrent positions outside the Company]			Counselor, Nomura Real Estate Holdings, Inc.		
None					

(Reasons for nomination as candidate for external Director and overview of expected roles)

Toshiaki Seki has extensive experience and broad insight, particularly in the real estate industry, as well as a wealth of knowledge as a corporate executive. Therefore, the Company requests that he be elected as an external Director to supervise the execution of the duties of the Directors as an executive. The Company expects him to participate in and supervise the selection of our candidates for officers and the determination of officer remuneration, etc., from an objective and neutral standpoint as a member of the Nomination and Compensation Committee, which is an advisory committee of the Company' Board of Directors.

Notes: 7. If election of Toshiaki Seki is approved, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company will enter into a limited liability agreement with him to limit his maximum amount of liability as provided for in Article 423, paragraph (1) of the same Act to 10 million yen or more or the amount stipulated in laws and regulations, whichever is higher.

8. Toshiaki Seki meets the requirements for an independent officer as stipulated by Tokyo Stock Exchange, Inc. and will be appointed as an independent officer if his appointment is approved.

Notes: 9. There is no special interest between the candidates, except for Shinichi Tamagami, Hiroshi Sekine and Nao Yoshida, who are Director candidates, and the Company. The interest between the Company and Shinichi Tamagami, Hiroshi Sekine and Nao Yoshida, who are Director candidates, is as described under Notes 1, 2 and 3.

10.

Reelection	Candidates for reelection as Directors
New election	Candidates for new election as Directors
External	Candidates for external Director
Independent	Independent officers as stipulated by Tokyo Stock Exchange, Inc.

11. The Company has entered into a directors and officers liability insurance contract with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. An outline of this insurance contract is provided on page 26 of the Business Report (in Japanese only). If the elections of the candidates for Director are approved, the candidates will continue to be included in the insured parties under this insurance contract. In addition, the Company intends to renew this insurance contract with the same content at the time of the next renewal.

12. The number of shares of the Company owned by each candidate includes the portion attributable to the relevant candidate in the Prestige International Officer Shareholding Association and Employee Shareholding Association.

[Reference] The skill matrix of Executive Officers after the Annual General Meeting of Shareholders (Planned)

		1	2	3	4	5	6	7	8	9	10
		Business management	Organizational management	Global business	New business strategy/sales	Finance and accounting	Technology	Talent development	Legal affairs and risk management	Sustainability	Internal control and governance
Director candidates	Chief Executive Director Shinichi Tamagami	○	○	○	○					○	○
	Director Hiroshi Sekine	○	○		○						
	New election Director Nao Yoshida		○	○	○						
	Director (External) Kanako Iwase	○	○		○			○		○	
	New election Director (External) Toshiaki Seki	○	○					○			
Auditor	Full-time Auditor Yutaka Ishino		○								○
	Full-time Auditor Norio Yoshida		○	○				○			○
	Auditor (External) Izumi Takagi								○		○
	Auditor (External) Katsuhiko Hara		○	○		○					○

[Necessary knowledge/items of experience]

1. Experience in business management needed to oversee the Group's extensive scope of business operations
2. Experience in organizational management needed to operate the Group's BPO business
3. Global business experience that helps handle international business expansion required for the Group, which currently has a global network of 26 offices in 18 countries
4. Experience in new business strategy/sales required for the Group, which aims to expand and grow in a broad scope of business operations
5. Knowledge of finance and accounting needed to properly understand business operations and execution
6. Technological knowledge needed to effectively and efficiently deploy services to end users for the BPO business
7. Knowledge and experience in talent development needed to achieve future sustainable growth of the Group
8. Knowledge of legal and risk management needed to minimize risks in growing the Group's businesses
9. Knowledge and experience in sustainability needed to execute the Group's basic strategy of contributing to local communities
10. Knowledge of internal control/governance needed to properly supervise and audit business execution in the Group and ensure proper business operations

Note: Although there are no officers who correspond to "6. Technology," the Group recognizes the "creation of a PI-DX model" as a significant issue. For this, the functions of Premier Business Technology Inc., which is a consolidated subsidiary that plans, develops, operates and maintains IT systems, have been transferred to the Company, who works to strengthen technology-related systems and improve quality.