(English Translation)

This English translation is an abridged version of the original document in Japanese. In the event of any discrepancy, the Japanese version prevails.

Stock code: 4845

September 4, 2025

(Commencement of measures for electronic provision) September 3, 2025

To Our Shareholders:

Hideaki Nitta Director, Representative Executive Officer & President

Scala, Inc.

2-21-1, Shibuya, Shibuya-ku, Tokyo

Notice of Convocation of the 39th Ordinary General Meeting of Shareholders

We would like to take this opportunity to thank you for your support of Scala, Inc. ("Scala" or the "Company"). We will hold the 39th Ordinary General Meeting of Shareholders as described below.

When convening this General Meeting of Shareholders, we take measures for providing information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. (matters subject to measures for electronic provision) in electronic format, and posts this information on the following websites.

Scala website

https://scalagrp.jp/en/ir/convocation/

Tokyo Stock Exchange (TSE) website

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

Please access the TSE website, enter the issue name (Scala) or securities code (4845), and click "Search" to find search results. Then, click "Basic information" and "Documents for public inspection/PR information" to find to find "The 39th Annual General Meeting of Shareholders" in the "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" section.

Date and time	Thursday, September 25, 2025 at 10 a.m. (JST)				
Place	SHIBUYA STREAM Hall				
	3-21-3 Shibuya, Shibuya-ku, Tokyo				
Meeting agenda	Matters to be reported: 1. The Business Report, Consolidated Financial Statements and the results of audits conducted by the Accounting Auditor and the Audit Committee of the Consolidated Financial Statements for the Company's 39th Fiscal Year (July 1, 2024 - June 30, 2025) 2. Non-consolidated Financial Statements for the Company's 39th Fiscal Year (July 1, 2024 - June 30, 2025)				
	Proposals to be resolved: Proposal No. 1: Dividends from Surplus				
	Proposal No. 2: Reduction of Legal Capital Reserve and Retained Earnings Reserve Proposal No. 3: Partial Amendment to the Articles of Incorporation Proposal No. 4: Election of Eight Directors				
Revision of matters not stated in the document delivered upon request for delivery in writing	Among the items of the electronic provisioning measures, the following items are not included in the documents to be delivered to shareholders who have requested delivery of the documents in compliance with the laws and ordinances as well as Article 14 of the Scala Articles of Incorporation.				
and matters subject to measures for electronic provision	 "Assets and Operating Results for the Past Three Fiscal Years," "Main Offices," "Status of Employees," "Status of Major Lenders," "Status of Stock," "Status of Share Acquisition Rights," "Matters Relating to Outside Officers, "Status of Accounting Auditor," "Systems to Ensure the Propriety of Operations by Executive Officers," "Systems for the Audit Committee to Perform Its Duties," "Overview of Operational Status of Systems to Ensure the Propriety of Operations by Executive Officers and Systems for the Audit Committee to Perform Its Duties," "Basic Policy on the Control over the Company," and "Policy on Deciding Dividend Payments," included in Business Report Consolidated Financial Statements Non-consolidated Financial Statements Accounting Audit Report on Consolidated Financial Statements Accounting Audit Report on Non-consolidated Financial Statements Auditing Report of Audit Committee The Audit Committee and the Accounting Auditor have audited documents subject to audits including the above items. 				
	Irrespective of whether or not a request for delivery in writing has been submitted, all shareholders will receive paper documents for this General Meeting of Shareholders.				
	If any amendment is made to the items of the electronic provision measures, a notice of the amendment will be disclosed on the websites described on page 1.				

Distribution of a video of the General Meeting of Shareholders

Scala plans to distribute a video of part of this meeting afterward.

After the meeting, this video will be posted on the Scala website (https://scalagrp.jp/ir/convocation/) as soon as preparations have been completed.

Precautions

- Accessing this video may not be possible due to the status of the PC or other device used, the internet connection, or for some other reason.
- A notice will be posted on the Scala website if the distribution of this video is suspended for some reason.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Dividends from Surplus

The distribution of earnings to shareholders is one of the highest priorities of Scala. The basic policy is to pay a stable dividend while retaining earnings as needed to increase financial soundness and fund upcoming activities for the growth of business operations. In accordance with this policy, we are asking shareholders to approve the following fiscal year-end dividend, considering future business development.

This dividend is to be funded by using the other retained earnings.

1. Type of dividend:

Cash

2. Dividend payment and total amount:

8.5 yen per share of common stock of the Company

Total amount of dividends: 147,575,682 yen

3. Effective date of distribution of retained earnings:

September 26, 2025

Proposal No. 2: Reduction of Legal Capital Reserve and Retained Earnings Reserve

To increase the amount available for distribution to shareholders and take actions involving equity with speed and agility, Scala is asking shareholders to approve the reversal of the legal capital reserve and retained earnings reserve in accordance with Paragraph 1, Article 448 of the Companies Act. The entire amount of the reduction of these two items is to be transferred to other capital surplus and retained earnings brought forward.

1. Reductions:

Legal capital reserve 34,675,476 yen (the entire amount) Retained earnings reserve 13,888,040 yen (the entire amount)

2. Effective date of reductions

October 28, 2025

Proposal No. 3: Partial Amendment to the Articles of Incorporation

1. Reason for the amendment

The purpose of this amendment is to change the number of Outside Directors stipulated in the current Article 18 (Number of Directors) of the Articles of Incorporation, in order to ensure a balance between the Board of Directors' supervisory and monitoring functions and its agile execution functions.

2. Details of the proposed amendment

Details of the proposed amendment are as follows.

(Underlined text indicates the proposed change)

	1 1 67			
Current Articles of Incorporation	Proposed Amendment			
(Number of Directors)	(Number of Directors)			
Article 18. The number of Directors of the Company	Article 18. The number of Directors of the Company			
shall be no more than 10.	shall be no more than 10.			
2. At least <u>half</u> of the Directors shall be	2. At least one-third of the Directors shall be			
Outside Directors (as defined in Article 2,	Outside Directors (as defined in Article 2,			
Paragraph 15 of the Companies Act).	Paragraph 15 of the Companies Act).			

Proposal No. 4: Election of Eight Directors

The terms of office of all six directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, based on the decision of the Nominations Committee, Scala proposes the election of eight directors, an increase in the number of directors and outside directors each by one in order to further strengthen its management structure.

The company's basic policy is that at least one-third of its directors are independent outside directors. If this proposal is approved, the ratio of independent outside directors to the number of directors will remain one-third as before.

The candidates for directors are as follows.

Candidate No.		Name	Current Positions at the Company			
1	Re-elected	Seiichi Kiyomi	Director, Representative Executive Officer &			
			Chairman and Member of Renumeration			
			Committee			
2	Re-elected	Hideaki Nitta	Director, Representative Executive Officer &			
			President and Member of Nominations			
			Committee			
3	Re-elected	Takeo Aida	Director and Chairman of Audit Committee			
4	New	Takuto Suzuki	Executive Officer			
5	Re-elected	Shoichi Watanabe	Outside Director and Member of Audit			
		Outside/Independent	Committee			
6	Re-elected	Satoshi Ugajin	Outside Director, Member of Nominations			
		Outside/Independent	Committee, Renumeration Committee and Audit			
			Committee			
7	Re-elected	Takuto Kawanishi	Outside Director, Chairman of Nominations			
		Outside/Independent	Committee and Renumeration Committee			
8	New	Etsuko Kazaguchi	-			
		Outside				

1

Seiichi Kiyomi

(Date of birth: March 31, 1970)



Number of shares of the Company held: 181,900 shares

Past experience, positions, responsibilities and significant concurrent positions

Re-elected

June 1990 Joined SYSTEM'S Co., Ltd.

October 1994 Joined Database Communications, Inc.

April 2004 Joined Digi-Ana Communications Inc. (currently Scala

Communications, Inc.)

July 2009 Director of Digi-Ana Communications Inc. (currently Scala

Communications, Inc.)

July 2011 Director & Vice President of Digi-Ana Communications Inc.

(currently Scala Communications, Inc.)

December 2011 Director & President of Digi-Ana Communications Inc. (currently

Scala Communications, Inc.)

September 2013 Director of the Company

September 2019 Senior Executive Officer of the Company
March 2020 Representative Director of Leoconnect, Inc.

June 2020 Representative Director of Connect Agency Inc.

September 2021 Director of the Company (current)
September 2021 Executive Officer of the Company

September 2021 Representative Director of Scala Service, Inc. (current)

April 2024 Representative Executive Officer & Chairman of the Company

(current)

Reason for the nomination

As the president and in other executive roles at Scala subsidiaries, Mr. Kiyomi has contributed to the growth of corporate value as Representative Executive Officer & Chairman of the Company since April 2024. He has considerable knowledge and experience concerning the core DX Business and associated businesses. Shareholders are asked to elect Mr. Kiyomi as a director to enable him to continue to contribute to the sustained growth of the Company.

Responsibilities and significant concurrent positions

None

2

Hideaki Nitta

(Date of birth: April 15, 1975)





Past experience, positions, responsibilities and significant concurrent positions

June 1998 Joined Zapic Co., Ltd.

October 2007 Joined Digi-Ana Communications Inc. (currently Scala

Communication, Inc.)

December 2010 General Manager of Sales Department of Digi-Ana

Communications Inc. (currently Scala Communications, Inc.)

December 2011 Director of Digi-Ana Communications Inc. (currently Scala

Communications, Inc.)

September 2015 Director of the Company

Number of shares of the Company held:

September 2019 Senior Executive Officer of the Company

June 2021 Representative Director of Scala Communications, Inc.

(current)

116,200 shares June 2021 President & CEO of Scala Next, Inc.

September 2021 Director of the Company (current)
September 2021 Executive Officer of the Company

February 2022 Representative Director of EGG CO., LTD. (current)

April 2024 Representative Director (Vice Chairman) of Japan Healthcare

Platform, Inc. (current)

April 2024 Representative Executive Officer & President of the Company

(current)

Reason for the nomination

As a director of Scala subsidiaries and in other executive roles, Mr. Nitta has contributed to the growth of corporate value as Representative Executive Officer & President of the Company since April 2024. Mr. Nitta has considerable knowledge and experience concerning the core DX Business and has expertise concerning the use of co-creation for developing new businesses. Shareholders are asked to elect Mr. Nitta as a director to enable him to continue to contribute to the sustained growth of the Company.

Responsibilities and significant concurrent positions

Representative Director (Vice Chairman) of Japan Healthcare Platform, Inc.

3

Takeo Aida

(Date of birth: February 7, 1955)





Number of shares of the Company held:

47,400 shares

Past experience, positions, responsibilities and significant concurrent positions

April 1977 Joined Okasan Securities Co., Ltd.

February 2001 General Manager of Administrative Department of the

Company

September 2007 Full-time Audit & Supervisory Board member of the Company

September 2011 Retired from Full-time Audit & Supervisory Board member of

the Company

September 2011 Director of Database Communications, Inc. (currently Scala

Service, Inc.)

July 2012 Director & Vice President of Database Communications, Inc.

(currently Scala Service, Inc.)

September 2013 Full-time Audit & Supervisory Board member of the Company

September 2021 Director of the Company (current)

Reason for the nomination

As the general manager of the Administration Department of Scala and the vice president of a Scala subsidiary, as well as in other roles, Mr. Aida has extensive experience and knowledge concerning corporate management. He also has many years of experience as a member of the Audit & Supervisory Board and Audit Committee. Shareholders are asked to elect Mr. Aida as a director to enable him to use this experience and knowledge to perform audits using professional skills and diverse perspectives.

Responsibilities and significant concurrent positions

None

4

Takuto Suzuki

(Date of birth: April 4, 1983)





Past experience, positions, responsibilities and significant concurrent positions

April 2006 Joined SBI Holdings, Inc.

April 2011 Joined SBI Investment Co., Ltd.

August 2012 Joined SBI SECURITIES Co., Ltd.

April 2016 General Manager of Business Development Department of the

Company

August 2017 Director and President of plube Inc. (currently Scala PLAYce,

Inc.)

November 2018 Director of Scala Next, Inc.

Number of shares of the Company held:

July 2019 Director of Scala Partners, Inc.

April 2021 Operating Officer of the Company

16,500 shares September 2021 Executive Officer of the Company (current)

September 2022 Representative Director of Scala PLAYce, Inc. (current)

Reason for the nomination

Mr. Suzuki has professional expertise in the field of finance and M&A and has led several business reorganizations and strategic capital alliances within the Group. In addition, as the Representative Director of Scala PLAYce, Inc, a subsidiary of the Company, he has made a contribution to improving profitability of businesses and building a foundation for medium- to long-term growth. Shareholders are asked to elect Mr. Suzuki as a director to enable him to use his achievements and insight to contribute to the growth of corporate value of the Company.

Responsibilities and significant concurrent positions

None

5

Shoichi Watanabe

(Date of birth: May 23, 1962)

Re-elected Outside Independent



Number of shares of the Company held:

42,100 shares

Past experience, positions, responsibilities and significant concurrent positions

April 1989 Joined Sumitomo Electric Industries, Ltd.

April 1993 Registered as an attorney at law, joined Miyoshi & Associates

Law Firm

April 2003 Opened Takaku and Watanabe Law Office (currently The

Rights Law and Patent Offices) (current)

September 2007 Outside Audit & Supervisory Board member of the Company

September 2013 Outside Director of the Company (current)

June 2020 Outside Audit & Supervisory Board member of

Matsumotokiyoshi Holdings Co., Ltd. (currently

MatsukiyoCocokara & Co.) (current)

Reason for the nomination and summary of expected roles

Although Mr. Watanabe has no experience in participating directly in corporate management, except by serving as an outside officer, he has experience as an outside director and, as an attorney at law, has extensive knowledge and experience concerning legal matters and compliance. Shareholders are asked to elect Mr. Watanabe as an outside director to enable him to contribute to the sustained growth of Scala by using this experience to provide advice concerning legal matters and compliance and to perform the oversight of management.

Responsibilities and significant concurrent positions

Attorney at Law, Partner at The Rights Law and Patent Offices, Outside Audit & Supervisory Board member of MatsukiyoCocokara & Co.

6

Satoshi Ugajin

(Date of birth: February 11, 1975)

Re-elected Outside Independent



Past experience, positions, responsibilities and significant concurrent positions

October 1997 Joined Deloitte Touche Tohmatsu (current Deloitte Touche

Tohmatsu LLC) Tokyo Office

March 2005 Joined Kenedix, Inc., seconded to Kenedix REIT Management,

September 2007 Joined Mizuho Corporate Advisory Co., Ltd. (currently Mizuho

Bank, Ltd.)

November 2008 Joined Japan Business Assurance Co., Ltd.

August 2011 Director of JBA HR Solution Co., Ltd.

September 2015 Managing Director of Japan Business Assurance Co., Ltd. Number of shares of the

Director of JBA Holdings Co., Ltd. (current)

Company held: August 2016 Supervisory Officer of ESCON JAPAN REIT Investment 3,300 shares

Corporation (current)

March 2019 Audit & Supervisory Board member (part-time) of Info Cubic

Japan Co., Ltd.

September 2019 Outside Audit & Supervisory Board member of the Company

September 2021 Outside Director of the Company (current)

September 2023 Representative Director of JBA HR Solution Co., Ltd. (current)

September 2023 Representative Director of JBA Financial Advisory Co., Ltd.

(current)

Reason for the nomination and summary of expected roles

Mr. Ugajin has considerable experience and knowledge as a certified public accountant. Shareholders are asked to elect Mr. Ugajin as an outside director to enable him to use this experience and knowledge to perform audits using professional skills and diverse perspectives.

Responsibilities and significant concurrent positions

Certified Public Accountant, Director of JBA Holdings Co., Ltd., Supervisory Officer of ESCON JAPAN REIT Investment Corporation, Representative Director of JBA HR Solution Co., Ltd., Representative Director of JBA Financial Advisory Co., Ltd.

7

Takuto Kawanishi

(Date of birth: August 10, 1976)

Re-elected Outside Independent



Company held:

9,600 shares

Past experience, positions, responsibilities and significant concurrent positions

October 2003 Registered as an attorney at law, joined Midosuji Legal Profession Corporation (Osaka Bar Association)

January 2008 Joined the Inspection Department of Financial Services Agency

(Financial Securities Inspector, Special Inspector)

February 2010 Joined Midosuji Legal Profession Corporation Tokyo Office

(Tokyo Bar Association)

January 2012 Partner at Midosuji Legal Profession Corporation Tokyo Office

June 2015 Outside Director of FIS Co., Ltd.

Number of shares of the July 2015 Joined Nozomi Sogo Attorneys at Law

July 2016 Partner at Nozomi Sogo Attorneys at Law (current)

July 2018 Outside Audit & Supervisory Board member of Rakuten

Insurance Holdings Co., Ltd. (current)

September 2019 Outside Audit & Supervisory Board member of the Company

June 2020 Outside Director of AICHI CORPORATION September 2021 Outside Director of the Company (current)

June 2024 Outside Director (Audit and Supervisory Committee member) of

Matsui Securities Co., Ltd. (current)

August 2024 Outside Director of Flex Group Co., Ltd. (current)

Reason for the nomination and summary of expected roles

Although Mr. Kawanishi has no experience in participating directly in corporate management, except by serving as an outside officer, he has considerable experience and knowledge as an attorney at law. Shareholders are asked to elect Mr. Kawanishi as an outside director to enable him to use this experience and knowledge to perform the governance and audits using professional skills and diverse perspectives.

Responsibilities and significant concurrent positions

Attorney at Law, Partner at Nozomi Sogo Attorneys at Law, Outside Audit & Supervisory Board member of Rakuten Insurance Holdings Co., Ltd., Outside Director (Audit and Supervisory Committee member) of Matsui Securities Co., Ltd., Outside Director of Flex Group Co., Ltd.

8

Etsuko Kazaguchi

New Outside

(Date of birth: September 13, 1975)



Past experience, positions, responsibilities and significant concurrent positions

April 1998 Joined IBM Japan, Ltd.

January 2012 Marketing Director, System Product Division of IBM Japan,

Ltd

September 2023 Joined JTB Corp.

January 2016 Director, Marketing Director, in charge of AI, analytics and IoT

of IBM Japan, Ltd.

July 2016 Director, Head of Field Marketing of IBM Japan, Ltd.

January 2018 Director, Head of Performance Marketing of IBM Japan, Ltd.

January 2021 Executive Officer, in charge of Marketing, Chief Marketing

Officer (CMO) of IBM Japan, Ltd.

Number of shares of the Company held:

0 shares

October 2023

Executive officer, in charge of Branding and Marketing, Chief

Marketing Officer (CMO) of JTB Corp.

April 2024 Executive Officer, in charge of Branding, Marketing and Public

Relations, Chief Marketing Officer (CMO) of JTB

Corp.(current)

January 2025 Director of Marketer Career Association (current)

Reason for the nomination and summary of expected roles

Ms. Kazaguchi spent 25 years at IBM Japan, Ltd., where she gained experience in a wide range of fields, including engineering, overseas customer support, and marketing. Currently, she plays an active role at JTB Corp. as a Chief Marketing Officer (CMO) in the branding and marketing fields. Shareholders are asked to elect Ms. Kazaguchi as an outside director because her global perspective and high level of expertise, particularly her extensive knowledge of enhancing corporate brand value, will play an important role in our company.

Responsibilities and significant concurrent positions

Executive Officer, in charge of Branding, Marketing and Public Relations, Chief Marketing Officer (CMO) of JTB Corp., Director of Marketer Career Association

Notes:

- Candidate Ms. Etsuko Kazaguchi is an Executive Officer, in charge of Branding, Marketing and Public Relations, Chief Marketing Officer (CMO) of JTB Corp. The Company's subsidiary EGG CO., LTD. has a business relationship, such as contracted system development, with JTB Corp. There are no special interests between other candidates and the Company.
- 2. Mr. Shoichi Watanabe, Mr. Satoshi Ugajin, Mr. Takuto Kawanishi, and Ms. Etsuko Kazaguchi are candidates for outside directors.
- 3. Special note regarding candidates for outside directors:
 - (1) The term of office as an outside director of Mr. Shoichi Watanabe is twelve years at the conclusion of this shareholders meeting. The term of office outside directors of Mr. Satoshi Ugajin and Mr. Takuto Kawanishi are four years at the conclusion of this shareholders meeting.
- (2) In accordance with the provisions of Paragraph 1, Article 427 of the Companies Act, the Company has entered into an agreement with Mr. Shoichi Watanabe, Mr. Satoshi Ugajin, and Mr. Takuto Kawanishi to limit their liability for damages under Paragraph 1, Article 423 of the same act. The details of this agreement are stated on the Business Report "2. Situation of the Company, 1. Status of the Board Members, 2. Overview of Liability Limitation Agreements" (Japanese only). If the reappointment of each individual is approved, the Company plans to continue the relevant agreement with each individual. In addition, if the appointment of Ms. Etsuko Kazaguchi is approved, the Company plans to enter into the relevant agreement with her.
- (3) The Company has registered Mr. Shoichi Watanabe, Mr. Satoshi Ugajin, and Mr. Takuto Kawanishi, as independent directors in accordance with the provisions of the Tokyo Stock Exchange. If their appointment is approved, the Company will continue to designate Mr. Shoichi Watanabe, Mr. Satoshi Ugajin, and Mr. Takuto Kawanishi as independent directors.
- 4. The Company has entered into a liability insurance contract for directors as stipulated in Article 430-3 of the Companies Act, naming all directors of the Company (including outside directors) as insureds, and in the event that each candidate is reappointed or elected as a director of the Company, each candidate will be insured under the relevant insurance contract. The details of this agreement are stated on the Business Report "2. Situation of the Company, 1. Status of the Board Members, 3. Overview of a Liability Insurance Contract for Directors" (Japanese only). The insurance policy is scheduled to be renewed in March 2026, during the term of office of each candidate.
- 5. The number of shares of the Company held by each candidate is the number of shares as of June 30, 2025.

Reference: Skills and Professional Knowledge of Director Candidates (Skill Matrix)

The skill matrix shows a composition of the Board of Directors capable of supporting the sustained growth of corporate value and performing the effective oversight of management.

In addition to experience and accomplishments involving corporate management, Scala has specified the key skills*1 and key professional expertise*2 that the Board of Directors needs and requires, based on the Scala's plan, strategic objectives and business climate. The skill matrix that indicates directors skills and expertise is as follows.

① : Essential skills and professional expertise expected of directors

O: Outstanding skills and professional expertise

Candidates for Directors		Seiichi Kiyomi	Hideaki Nitta	Takeo Aida	Takuto Suzuki	Shoichi Watanabe	Satoshi Ugajin	Takuto Kawanishi	Etsuko Kazaguchi
						Independent Outside Director	Independent Outside Director	Independent Outside	Outside Director
Key skills*1	Sustainability management					0		0	0
	Inorganic growth	0	0		0		0		
	New business development		0		0				0
	Management supervision and monitoring	0		0		0	0	0	
Key professional expertise*2	IT/DX	0	0						0
	Finance, accounting and M&A		0	0	0		0		
	Legal affairs and risk management	0				0		0	

*1 Key skills

- Sustainability management: The ability to establish management strategies that incorporate the goal of sustainable growth
- Inorganic growth: The ability to establish management strategies that use M&A and other methods for non-linear growth
- New business development: The ability to conceive ideas for business that can become new profit centers and then launch and expand these businesses
- Management supervision and monitoring: The ability to accurately understand how business operations are conducted and play a leading role in dealing with issues and taking the company in the proper direction

*2 Key professional expertise

- IT/DX: Expertise concerning Scala's core IT/IoT/AI businesses and digital technologies
- Finance, accounting and M&A: Expertise concerning finance and accounting required for the management of a listed company and concerning M&A
- Legal affairs and risk management: Expertise concerning legal affairs and risk management required for the management of a listed company