

(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, 2023

Commencement of measures for electronic provision: September 1, 2023

To Our Shareholders:

Norikatsu Nagino,  
Director, Representative Executive  
Officer & President

Scala, Inc.  
2-21-1, Shibuya, Shibuya-ku, Tokyo

## Notice of Convocation of the 37th 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 37th Ordinary General Meeting of Shareholders as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of the Reference Documents for the Annual General Meeting of Shareholders, etc. (matters subject to measures for electronic provision) in electronic format, and posts this information as “The 37th Annual General Meeting of Shareholders” on the following websites.

|                                    |   |
|------------------------------------|---|
| The Company’s website              | <a href="https://scalagr.jp/en/ir/convocation/">https://scalagr.jp/en/ir/convocation/</a>   |
| Tokyo Stock Exchange (TSE) website | <a href="https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show">https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show</a> |

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 “The 37th Annual General Meeting of Shareholders.”

The General Meeting of Shareholders will be broadcast live via the Internet so that shareholders can watch the meeting at home, etc.

**Date and time** Monday, September 25, 2023 at 10 a.m. (JST)  
**Place** B2F Ballroom, Cerulean Tower Tokyu Hotel  
26-1 Sakuragaoka-cho, Shibuya-ku, Tokyo

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| The General Meeting of Shareholders will be broadcast live via the Internet so that shareholders can watch the meeting at home, etc. |
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**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 & Supervisory Board of the Consolidated Financial Statements for the Company's 37th Fiscal Year (July 1, 2022 - June 30, 2023)
2. Non-consolidated Financial Statements for the Company's 37th Fiscal Year (July 1, 2022 - June 30, 2023)

Proposals to be resolved:

- Proposal No. 1: Dividends from Surplus  
Proposal No. 2: Decreases in Legal Capital Surplus and Legal Retained Earnings  
Proposal No. 3: Election of Ten Directors

**Revision of matters not stated in the document delivered upon request for delivery in writing and matters subject to measures for electronic provision**

Among the items of the electronic provisioning measures, those concerning Notes to the Consolidated Financial Statements and Notes to the Non-Consolidated Financial Statements are not included in the documents to be delivered to shareholders who have requested delivery of the documents. This information is instead posted on the Scala website and the TSE website in compliance with the laws and ordinances as well as Article 14 of the Scala Articles of Incorporation. Therefore, the documents in this notice are part of the Consolidated Financial Statements and Non-Consolidated Financial Statements that were audited by the accounting auditor and Audit & Supervisory Board members to prepare their Audit Reports.

If any amendment is made to the items of the electronic provision measures, a notice of the amendment, the items before and after the amendment will be disclosed on the Scala website and the TSE website, described on page 1.

## 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, and the Company has continuously increased the dividend. In accordance with this policy, we are asking shareholders to approve the following fiscal year-end dividend, considering future business development.

- |   |   |
|---|---|
| 1. Type of dividend:                                    | Cash  |
| 2. Dividend payment and total amount:                   | 18.5 yen per share of common stock of the Company<br>Total amount of dividends: 320,683,644 yen |
| 3. Effective date of distribution of retained earnings: | September 26, 2023  |

### Proposal No. 2: Decreases in Legal Capital Surplus and Legal Retained Earnings

To increase the amount available for distribution to shareholders and take actions involving equity with speed and agility, we are asking shareholders to approve the reversal of the legal capital surplus and legal retained earnings 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 surplus<br>9,161,819 yen of 9,161,819 yen (entire amount)<br>Legal retained earnings<br>63,482,100 yen of 63,482,100 yen (entire amount) |
| 2. Date of effectiveness of reductions: | October 27, 2023   |

### Proposal No. 3: Election of Ten Directors

The terms of office of all ten directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, Scala proposes the election of ten directors based on the decision of the Nominations Committee.

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             | <u>Re-elected</u> Norikatsu Nagino    | Director, Representative Executive Officer & President, Chairperson of Nominations Committee and Remuneration Committee            |
| 2             | <u>Re-elected</u> Seiichi Kiyomi      | Director, Executive Officer  |
| 3             | <u>Re-elected</u> Hideaki Nitta       | Director, Executive Officer  |
| 4             | <u>Re-elected</u> Takeo Aida          | Director, Chairperson of Audit Committee   |
| 5             | <u>Re-elected</u> Shoichi Watanabe    | <u>Outside</u><br><u>Independent</u> Outside Director, Member of Nominations Committee and Remuneration Committee                  |
| 6             | <u>Re-elected</u> Masatoshi Kushizaki | <u>Outside</u><br><u>Independent</u> Outside Director  |
| 7             | <u>Re-elected</u> Satoshi Ugajin      | <u>Outside</u><br><u>Independent</u> Outside Director, Member of Audit Committee   |
| 8             | <u>Re-elected</u> Akihiro Yuki        | <u>Outside</u><br><u>Independent</u> Outside Director, Member of Audit Committee   |
| 9             | <u>Re-elected</u> Takuto Kawanishi    | <u>Outside</u><br><u>Independent</u> Outside Director, Member of Nominations Committee, Audit Committee and Remuneration Committee |
| 10            | <u>Re-elected</u> Sakka Kobayashi     | <u>Outside</u> Outside Director  |



Candidate No.

1

# Norikatsu Nagino

Re-elected

(Date of birth: January 6, 1975)



Number of shares of  
the Company held:

344,200 shares

## Past experience, positions, responsibilities and significant concurrent positions

|                |  |
|----------------|--|
| January 2000   | Director of Dbecs Co., Ltd.  |
| March 2004     | Completed the doctoral course in Computational Intelligence and Systems Science at Interdisciplinary Graduate School of Science and Engineering, Tokyo Institute of Technology (Doctor of Engineering) |
| January 2005   | Representative Director & President of Dbecs Co., Ltd.   |
| June 2006      | Director of Digi-Ana Communications Inc. (currently Scala Communication, Inc.)   |
| September 2009 | Director of the Company  |
| December 2010  | Representative Director & President of NewsWatch, Inc.   |
| April 2012     | Representative Director of Digi-Ana Communications Inc. (currently Scala Communications, Inc.)   |
| August 2013    | Representative Director & President of the Company   |
| September 2019 | Representative Director & President and Executive Officer of the Company   |
| June 2021      | Director of Scala Communications, Inc. (current)   |
| September 2021 | Director of the Company (current)  |
| September 2021 | Representative Executive Officer & President of the Company (current)  |
| July 2023      | Director of General Incorporated Association Pet and Social FP Center (current)  |

## Reason for the nomination

Mr. Nagino became the representative director and president of a subsidiary of Scala in 2005 and subsequently served as the representative director and in other executive roles at Scala and subsidiaries where he has contributed to the growth of corporate value. Currently, he serves as the representative executive officer and president of the Company. As the chief executive officer, he has extensive knowledge and experience concerning corporate management. Shareholders are asked to reelect Mr. Nagino to enable him to continue to contribute to the sustained growth of the Company.

## Responsibilities and significant concurrent positions

Director of General Incorporated Association Pet and Social FP Center

Candidate No.

2

# Seiichi Kiyomi

(Date of birth: March 31, 1970)

Re-elected



Number of shares of  
the Company held:

**165,100** shares

## Past experience, positions, responsibilities and significant concurrent positions

|                |  |
|----------------|--|
| 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. (current)   |
| June 2020      | Representative Director of Connect Agency Inc.   |
| September 2021 | Director of the Company (current)  |
| September 2021 | Executive Officer of the Company (current)   |
| September 2021 | Representative Director of Scala Service, Inc. (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. He has considerable knowledge and experience concerning the core IT/AI/IoT/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.

Candidate No.

3

## Hideaki Nitta

(Date of birth: April 15, 1975)

Re-elected



Number of shares of  
the Company held:  
109,000 shares

### 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  |
| September 2019 | Senior Executive Officer of the Company  |
| June 2021      | Representative Director of Scala Communications, Inc. (current)  |
| June 2021      | President & CEO of Scala Next, Inc.  |
| September 2021 | Director of the Company (current)  |
| September 2021 | Executive Officer of the Company (current)   |
| February 2022  | Representative Director of EGG CO., LTD. (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. Mr. Nitta has considerable knowledge and experience concerning the core IT/AI/IoT/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.

Candidate No.

4

## Takeo Aida

(Date of birth: February 7, 1955)

Re-elected



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 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.

Candidate No.

5

# Shoichi Watanabe

(Date of birth: May 23, 1962)

Re-elected  
Outside  
Independent



Number of shares of  
the Company held:

38,500 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

Mr. Watanabe 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. Although Mr. Watanabe has no experience in participating directly in corporate management, except by serving as Outside Director or Outside Audit & Supervisory Board Member, he is believed, for the aforementioned reasons, to be capable of adequately fulfilling the duties of Outside Director.

## Responsibilities and significant concurrent positions

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

Candidate No.

6

# Masatoshi Kushizaki

(Date of birth: May 16, 1966)

Re-elected  
Outside  
Independent



Number of shares of  
the Company held:

1,100 shares

## Past experience, positions, responsibilities and significant concurrent positions

- April 1991 Joined Nikko Securities Co., Ltd. (currently SMBC Nikko Securities Inc.)
- April 2002 Joined Dream Incubator Inc.
- June 2006 Executive Officer of Dream Incubator Inc.
- September 2009 President and Chief Executive Officer of MORALIS. Inc. (current)
- September 2019 Outside Director of the Company (current)

## Reason for the nomination and summary of expected roles

As the executive officer of a strategic consulting firm, Mr. Kushizaki has experience concerning corporate management that gives him extensive knowledge and experience involving all aspects of management. Shareholders are asked to elect Mr. Kushizaki as an outside director to enable him to contribute to the sustained growth of Scala by using this management and other experience to provide advice concerning management and to perform the oversight of management.

## Responsibilities and significant concurrent positions

President and Chief Executive Officer of MORALIS.Inc.

Candidate No.

7

# Satoshi Ugajin

(Date of birth: February 11, 1975)

Re-elected  
Outside  
Independent



Number of shares of  
the Company held:

1,200 shares

## 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, Inc.
- 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. (current)
- September 2015      Managing Director of Japan Business Assurance Co., Ltd. (current),
- September 2015      Director of JBA Holdings Co., Ltd. (current)
- August 2016      Supervisory Officer of ESCON JAPAN REIT Investment 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)

## 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., Director of JBA HR Solution Co., Ltd., Managing Director of Japan Business Assurance Co., Ltd., Supervisory Officer of ESCON JAPAN REIT Investment Corporation.

Candidate No.

8

# Akihiro Yuki

(Date of birth: October 7, 1966)

Re-elected  
Outside  
Independent



Number of shares of  
the Company held:

700 shares

## Past experience, positions, responsibilities and significant concurrent positions

|                |  |
|----------------|--|
| April 1989     | Joined The Chiba Bank, Ltd.  |
| February 1995  | Transferred to the Hong Kong Branch of The Chiba Bank, Ltd.  |
| June 2004      | Chief Representative of Shanghai Representative Office of The Chiba Bank, Ltd.                         |
| October 2010   | General Manager of Growth Business Support Office, Corporate Business Division of The Chiba Bank, Ltd. |
| June 2013      | General Manager of Kinshicho Branch of The Chiba Bank, Ltd.  |
| June 2015      | General Manager of Shinjuku Branch of The Chiba Bank, Ltd.   |
| June 2017      | General Manager of Choshi Branch of The Chiba Bank, Ltd.   |
| July 2018      | Advisor of Block Co Plus Inc.  |
| August 2019    | President of Sunrise Co., Ltd. (current)   |
| September 2019 | Outside Audit & Supervisory Board member of the Company  |
| January 2020   | CFO of Welltool Co., Ltd.  |
| September 2021 | Outside Director of the Company (current)  |
| April 2022     | Auditor of Sayama Gakuen Asian Animal College (current)  |
| May 2022       | Representative Employee of East Japan Reconstruction Support Organization LLC (current)                |
| May 2022       | Part-time Auditor of ESPOIR Co.,Ltd. (current)   |
| July 2022      | Representative Managing Director of ILLHOME.CO.LTD (current)   |

## Reason for the nomination and summary of expected roles

Mr. Yuki has considerable experience and knowledge involving risk management and compliance at financial institutions. Shareholders are asked to elect Mr. Yuki 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

President of Sunrise Co., Ltd., Auditor of Sayama Gakuen Asian Animal College, Representative Employee of East Japan Reconstruction Support Organization LLC, Part-time Auditor of ESPOIR Co.,Ltd., Representative Managing Director of ILLHOME.CO.LTD

Candidate No.

9

# Takuto Kawanishi

(Date of birth: August 10, 1976)

Re-elected  
Outside  
Independent



Number of shares of  
the Company held:

5,800 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. (current)   |
| 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 (current)   |
| September 2021 | Outside Director of the Company (current)   |

## Reason for the nomination and summary of expected roles

Mr. Kawanishi 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. Although Mr. Kawanishi has no experience in participating directly in corporate management, except by serving as Outside Director or Outside Audit & Supervisory Board Member, he is believed, for the aforementioned reasons, to be capable of adequately fulfilling the duties of Outside Director.

## Responsibilities and significant concurrent positions

Attorney at Law, Partner at NOZOMI Sogo Attorneys at Law, Outside Director of FIS Co., Ltd., Outside Audit & Supervisory Board member of Rakuten Insurance Holdings Co., Ltd., Outside Director of AICHI CORPORATION



Candidate No.

10

# Sakka Kobayashi

(Date of birth: September 20, 1983)

Re-elected  
Outside



## Past experience, positions, responsibilities and significant concurrent positions

December 2009 Registered as an attorney at law  
January 2010 Joined Nishimura & Asahi (admitted in Japan)  
January 2017 Registered as an attorney at law (admitted in New York)  
January 2020 Partner at Nishimura & Asahi (current)  
September 2021 Outside Director of the Company (current)

Number of shares of  
the Company held:

0 shares

## Reason for the nomination and summary of expected roles

Ms. Kobayashi has extensive experience and knowledge concerning the group management, reorganization and other activities, including domestic and cross-border M&A transactions. Furthermore, Ms. Kobayashi has considerable experience and expertise as an attorney at law. Shareholders are asked to elect Ms. Kobayashi as an outside director to enable her to contribute to the sustained growth of Scala by using her experience and knowledge to provide advice concerning M&A, group management and other matters and to perform the oversight of management. Although Ms. Kobayashi has no experience in participating directly in corporate management, except by serving as Outside Director or Outside Audit & Supervisory Board Member, she is believed, for the aforementioned reasons, to be capable of adequately fulfilling the duties of Outside Director.

## Responsibilities and significant concurrent positions

Attorney at Law, Partner at Nishimura & Asahi

Notes:

1. There are no special interests between each candidate and the Company.
2. Mr. Shoichi Watanabe, Mr. Masatoshi Kushizaki, Mr. Satoshi Ugajin, Mr. Akihiro Yuki, Mr. Takuto Kawanishi, and Ms. Sakka Kobayashi are candidates for outside directors.
3. Special note regarding candidates for outside directors:
  - (1) Terms of office as outside directors of Mr. Shoichi Watanabe and Mr. Masatoshi Kushizaki are ten years and four years, respectively, at the conclusion of this shareholders meeting. Terms of office as outside directors of Mr. Satoshi Ugajin, Mr. Akihiro Yuki, Mr. Takuto Kawanishi, and Ms. Sakka Kobayashi are two 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. Masatoshi Kushizaki, Mr. Satoshi Ugajin, Mr. Akihiro Yuki, Mr. Takuto Kawanishi, and Ms. Sakka Kobayashi 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 "3. Situation of Directors" (Japanese only). If the reappointment of each individual is approved, the Company plans to continue the relevant agreement with each individual.
  - (3) The Company has registered Mr. Shoichi Watanabe, Mr. Masatoshi Kushizaki, Mr. Satoshi Ugajin, Mr. Akihiro Yuki, 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. Masatoshi Kushizaki, Mr. Satoshi Ugajin, Mr. Akihiro Yuki and Mr. Takuto Kawanishi as independent directors. Though Ms. Sakka Kobayashi satisfies the requirements for independent directors as stipulated by the Tokyo Stock Exchange and the Company's "Criteria of Independence for Outside Directors," she is not designated as an independent director.
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 "3. Situation of Directors" (Japanese only). The insurance policy is scheduled to be renewed in March 2024, 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, 2023.



## 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. Directors require experience and accomplishments involving corporate management and an understanding of Scala's medium-term plan, strategic objectives and business climate. This proposal specifies the key skills\*<sup>1</sup> and key professional expertise\*<sup>2</sup> that the Board of Directors needs and requires, and the skill matrix that indicates directors skills and expertise is as follows.

◎: Essential skills and professional expertise expected of directors

○: Outstanding skills and professional expertise

| Candidates for Directors                 |                                       | Norikatsu Nagino | Seiichi Kiyomi | Hideaki Nitta | Takeo Aida | Shoichi Watanabe             | Masatoshi Kushizaki          | Satoshi Ugajin               | Akihiro Yuki                 | Takuto Kawanishi             | Sakka Kobayashi  |
|--|---------------------------------------|------------------|----------------|---------------|------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------|
|  |                                       |                  |                |               |            | Independent Outside Director | Independent Outside Director | Independent Outside Director | Independent Outside Director | Independent Outside Director | Outside Director |
| Key skills* <sup>1</sup>                 | Long-term strategies                  | ◎                |                |               |            |                              | ◎                            |                              |                              |                              |                  |
|  | Sustainability management             | ○                | ○              |               |            | ◎                            |                              |                              |                              |                              |                  |
|  | Inorganic growth                      | ○                |                | ○             |            |                              |                              |                              |                              |                              | ◎                |
|  | New business development              |                  | ○              | ◎             |            |                              | ○                            |                              |                              |                              |                  |
|  | Management supervision and monitoring | ○                |                |               | ◎          |                              |                              | ○                            | ○                            | ○                            |                  |
| Key professional expertise* <sup>2</sup> | IT/IoT/AI/DX                          | ○                | ◎              | ○             | ○          |                              |                              |                              |                              |                              |                  |
|  | Finance, accounting and M&A           | ○                |                |               | ○          |                              |                              | ◎                            | ◎                            | ○                            | ○                |
|  | Legal affairs and risk management     | ○                |                |               | ○          | ○                            |                              | ○                            | ○                            | ◎                            | ○                |

### \*1 Key skills

- Long-term strategies: The ability to anticipate long-term changes and structure the management strategies needed to respond to these changes
- 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/IoT/AI/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