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Securities Code: 3834

June 8, 2023

To Our Shareholders:

Jiro Hijikata, President and Corporate Officer

**Asahi Net, Inc.**

12-15 Ginza 4-chome, Chuo-ku, Tokyo, Japan

## **Notice of the 33rd Annual General Meeting of Shareholders**

We are pleased to announce the 33rd Annual General Meeting of Shareholders of Asahi Net, Inc. (the “Company”) to be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format and posts this information on its website. Please access the website using the internet address shown below to review the information.

The Company’s website: <https://asahi-net.co.jp/> (in Japanese)

(From the above website, select “For Investors,” “Shareholder/Stock Information,” and then “General Meeting of Shareholders.”)

Matters subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE), and can be reviewed as follows.

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “Asahi Net” in “Issue name (company name)” or the Company’s securities code “3834” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

Shareholders can exercise their voting rights in writing (by postal mail), or by electromagnetic means (via the Internet). The Company asks for the understanding and cooperation of all shareholders in exercising shareholder voting rights in advance.

[Exercise of Voting Rights in Writing (By Postal Mail)]

Please indicate your vote of approval or disapproval for each proposal on the voting form and return it to us so that it arrives no later than 6 p.m. (JST) on Tuesday, June 27, 2023.

[Exercise of Voting Rights by Electromagnetic Means (Via the Internet)]

Please refer to the “Exercise of Voting Rights via the Internet” below and exercise your voting rights by 6 p.m. (JST) on Tuesday, June 27, 2023.

**1. Date and Time:** Wednesday, June 28, 2023, at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)

**2. Venue:** Hall D5 of the Tokyo International Forum  
5-1 Marunouchi 3-chome, Chiyoda-ku, Tokyo

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

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

Business Report and Non-consolidated Financial Statements for the 33rd Fiscal Year (from April 1, 2022, to March 31, 2023)

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

**Proposal No. 1**      Appropriation of Surplus

**Proposal No. 2**      Election of Three Executive Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

### **4. Information on the Exercise of Voting Rights:**

Please refer to “Information on the Exercise of Voting Rights” described on page 7 (in Japanese only).

- Shareholders can exercise their voting rights in writing (by postal mail), or by electromagnetic means (via the Internet). The Company asks for your understanding and cooperation in exercising your voting rights in advance.
- In cases where shareholders have exercised their votes in writing (by postal mail) and neither approval nor disapproval has been indicated for a proposal, it will be treated as an indication of approval.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company’s website and the TSE website.

**The website of Asahi Net, Inc. (<https://asahi-net.co.jp/>)**

## Reference Documents of the General Meeting of Shareholders

### Proposal No. 1      Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

#### Year-end dividend

The Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay a year-end dividend for the 33rd fiscal year as follows:

- (1) Type of dividend property  
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount  
The Company proposes to pay a dividend of 11.5 yen per common share of the Company.  
In this event, the total dividends will be 322,080,661 yen.  
Note: The annual dividend for the fiscal year, including the interim dividend, will be 22.50 yen per common share.
- (3) Effective date of dividends of surplus  
The effective date of the dividends will be June 29, 2023.

#### Shareholder return policy

The Company recognizes the return of profit to its shareholders as a key management priority, and it maintains a basic policy of paying stable dividends on a continual basis while securing internal reserves to develop business in future and strengthen the management structure.

**Proposal No. 2      Election of Three Executive Directors (Excluding Executive Directors Who Are Audit and Supervisory Committee Members)**

The term of office for all three Executive Directors (excluding Executive Directors who are Audit and Supervisory Committee Members. The same applies hereafter for this Proposal) will expire as of the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of three Directors.

In terms of the size of the Board of Directors and the election of candidates for Directors, the Representative Executive Director made proposals and the Board of Directors discussed and determined the candidates on the premise that the Board of Directors should be optimally staffed at this point in time and that candidates should have the necessary skills and experience to lead management and contribute to the Company's business development.

No.	Candidate name		Current position in the Company	Attendance at Board of Directors Meetings	Number of years in office as a Director
1	Jiro Hijikata	Re-election	President and Corporate Officer	19/19 times	15 years
2	Satoshi Mizokami	Re-election	Senior Executive Director and Corporate Officer	19/19 times	17 years
3	Noriko Yao	Re-election Non-executive Independent	Non-executive Director	19/19 times	4 years

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company’s shares owned		
1	Jiro Hijikata (January 16, 1971)  Re-election  Attendance at Board of Directors Meetings 100% (19/19)	Oct. 1998	Joined the Company	280,100		
		May 2001	Representative Executive Director and Senior Managing Director			
		May 2002	President			
		May 2004	Retired as President			
		Sept. 2004	Joined Nippon Telegraph and Telephone East Corporation			
		June 2008	Retired from Nippon Telegraph and Telephone East Corporation			
		June 2008	Vice President of the Company			
		May 2013	Representative Director and President (current position)			
		June 2016	Corporate Officer			
		June 2022	President and Corporate Officer (current position)			
Reasons for the election Mr. Jiro Hijikata has been engaged in the management of the Company for many years and is familiar with the Company’s business and management in general. He has also been engaged in corporate management as Executive Director of the Company for 15 years since June 2008, and has served as Representative Director and President since May 2013. As he is performing his duties appropriately, the Company continues to nominate him as a candidate for Executive Director.						
2	Satoshi Mizokami (December 22, 1964)  Re-election  Attendance at Board of Directors Meetings 100% (19/19)	July 1996	Joined the Company	92,000		
		Apr. 2006	Deputy Division Director of Sales Division			
		Jun. 2006	Executive Director (current position)			
		Jun. 2016	Corporate Officer			
		Jun. 2022	Senior Corporate Officer (current position) (In charge of Service Planning Office, Business Administration Department, Risk Management Office, and Human Resources Development Office)			
		Reasons for the election Mr. Satoshi Mizokami has been engaged in the management of the Company for many years and is familiar with the Company’s business and management in general. As he has also been engaged in corporate management as Executive Director of the Company for 17 years since June 2006 and is performing his duties appropriately, the Company continues to nominate him as a candidate for Executive Director.				

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Noriko Yao (August 27, 1967)  Re-election Non-executive Independent  Attendance at Board of Directors Meetings 100% (19/19)	<div> <div>Apr. 1993</div> <div>Started the training program of the Supreme Court Legal Training and Research Institute of Japan</div> </div> <div> <div>Apr. 1995</div> <div>Registered as an attorney at law</div> </div> <div> <div>Sept. 2001</div> <div>Joined Paul, Hastings, Janofsky and Walker LLP</div> </div> <div> <div>Oct. 2002</div> <div>Admitted to the New York State Bar, USA</div> </div> <div> <div>Oct. 2002</div> <div>Joined Taiyo Law Office (currently, Paul Hastings LLP, Foreign Law Joint Enterprise)</div> </div> <div> <div>Jan. 2008</div> <div>Partner of TMI Associates (current position)</div> </div> <div> <div>Oct. 2014</div> <div>Outside Corporate Auditor of Japan Overseas Infrastructure Investment Corporation for Transport &amp; Urban Development</div> </div> <div> <div>Nov. 2015</div> <div>Outside Director of Meiko Network Japan Co., Ltd.</div> </div> <div> <div>June 2016</div> <div>External Corporate Auditor of Sato Holdings Corporation (current position)</div> </div> <div> <div>June 2019</div> <div>Non-executive Director of the Company (current position)</div> </div> <div> <div>June 2021</div> <div>Outside Director of JGC Holdings Corporation (current position)</div> </div>	-
<p>Reasons for the election and expected role</p> <p>We request the election of Ms. Noriko Yao as a Non-executive Director because she has a wealth of experience and insight as a lawyer, and the Company expects her to monitor the Company's management from an independent and objective perspective based on the entire corporate society, including laws and regulations, without being bound by the Company's logic, and it continues to nominate her as a candidate for Non-executive Director.</p> <p>At the conclusion of this general meeting, her tenure as Non-executive Director of the Company will have been four years.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. In order to ensure the independence of Non-executive Directors, the Company appointed independent Non-executive Directors in accordance with the requirements of the independence standards for outside officers stipulated by the Tokyo Stock Exchange.  
Ms. Noriko Yao satisfies the said requirements, and the Company has submitted notification to the Tokyo Stock Exchange that she has been designated as an independent officer.
  3. The Company has entered into an agreement with Ms. Noriko Yao to limit her liability for damages under Article 423, paragraph (1) of the Companies Act, and if she is re-elected, the Company plans to renew the agreement with her. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations as stipulated in Article 31, paragraph (2) of the Company's Articles of Incorporation.
  4. The Company has entered into a directors and officers liability insurance policy under which its Executive Directors are insured. Insurance premiums are fully covered by the Company. Claims for damages resulting from intentional acts or gross negligence are not covered by the said insurance policy. The Company plans to renew the insurance policy with the same contents at the next renewal.

## <Reference> Composition of Executive Directors after This General Meeting of Shareholders

### Viewpoint regarding skills of Executive Directors

1. The Board of Directors of the Company makes important business execution decisions and oversees the execution of duties by the Executive Directors. In order for the Board of Directors to properly fulfill its role, it is necessary for the Board of Directors as a whole to have the necessary skills based on the business content, business deployment, governance structure, etc. of the Company. The required skills change as the business environment changes.
2. In order to properly decide and supervise important business execution at the Company, we must first have a deep understanding of the business, that is, we must be familiar with the telecommunications business (“industry experience”). Also, “financial accounting” and “legal affairs” are required as generally required basic skills to engage in the stock business, which is a characteristic of the business of the Company. Furthermore, the importance of these skills has been increasing in recent years at a time when technological innovation is remarkable and deep knowledge of the construction and operation of communication infrastructure and communication technology (“technology”) is required in business transformation. Also, various kinds of knowledge of “corporate management” based on an advanced viewpoint and a broad visual field is very important as it is necessary to identify trends in competitors and the world and make optimal judgments and decisions these days in an environment that we have never experienced before.
3. The matrix does not represent all the experience or skills that each person has. Up to three items, as areas where the Company expects each person to demonstrate their expertise based on their experience and knowledge, are marked with a circle.

Name	Position in the Company	Areas where the Company especially has high expectations (up to three)				
		Corporate management	Legal affairs	Financial accounting	Technology	Industry experience
Jiro Hijikata	President and Corporate Officer	○			○	○
Satoshi Mizokami	Senior Executive Director and Corporate Officer	○		○		○
Noriko Yao	Non-executive Director		○	○		
Nozomu Yoshida	Non-executive Director (Full-time Audit and Supervisory Committee member)	○		○		○
Tetsuo Koga	Non-executive Director (Audit and Supervisory Committee member)	○			○	○
Kazuma Higuchi	Non-executive Director (Audit and Supervisory Committee member)		○	○		