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Securities Code: 4290

June 11, 2024

Start date of measures for electronic provision: June 4, 2024

Dear Shareholders,

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

Notice of the 38th Annual General Meeting of Shareholders

You are hereby notified of the 38th Annual General Meeting of Shareholders of Prestige International Inc. (the “Company”), to be held as set forth below.

When convening this general meeting of shareholders, the Company takes measures for providing in electronic format information that constitutes the content of reference documents for the shareholders meeting, etc. (matters for which measures for providing information in electronic format are to be taken). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

【the Company’s website】

https://www.prestigein.com/english/IR/stock/stock_meeting.html

【Website containing materials for general meetings of shareholders】

<https://d.sokai.jp/4290/teiji/>

【Tokyo Stock Exchange website (Listed Company Search)】

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

(Access the Tokyo Stock Exchange (hereinafter “TSE”) website by using the Internet address shown above, enter “Prestige International” in “Issue name (company name)” or the Company’s securities code “4290” 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].”)

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. (JST) on Tuesday, June 25, 2024.**

[Voting in Writing]

Please indicate your vote for or against the proposals 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.” (Japanese only) below, enter your “Voting Rights Exercise Code (議決権行使コード)” and “password (パスワード)” on the Voting Rights Exercise Website (<https://soukai.mizuho-tb.co.jp/>) designated by the Company, and enter your vote for or against the proposals in accordance with the instructions on-screen by the deadline for exercising your voting rights as indicated above.

1. Date and Time: Wednesday, June 26, 2024, at 11:00 a.m. (JST)
Reception opens at 10:30 a.m.

2. Venue: Toyama BPO Town
846-1 Kurokawa, Imizu-city, Toyama

3. Purpose of the Meeting

Matters to be Reported

1. Business Report and Consolidated Financial Statements for the 38th Fiscal Year (from April 1, 2023 to March 31, 2024) and results of audits by the Accounting Auditor and Audit and Supervisory Board of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the 38th Fiscal Year (from April 1, 2023 to March 31, 2024)

Matters to be Resolved

Proposal : Election of Six (6) Directors

4. Matters Determined in Relation to the Exercise of Voting Rights

- (1) The following items concerning the measures for providing electronic information are not stated in the document to be issued to shareholders who requested the issuance of a document in accordance with the provisions of laws and the Company's articles of incorporation. In addition, Audit and Supervisory Board Member and Accounting Auditor have audited the documents to be audited, including the following:
 - 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
 - ④ "Accounting Audit Report on the Consolidated Financial Statements," "Accounting Audit Report on the Non-Consolidated Financial Statements" and "Audit Report of the Board of Corporate Auditors" in the Audit Report
- (2) In the case where you choose to exercise your voting rights in writing (by mail), if there is no indication of your vote for or against a proposal on the voting form, it will be treated as a vote for the proposal.
- (3) If you exercise your voting rights more than once via the Internet, voted at lastly will be treated as effective.
- (4) In the case that voting rights are exercised both via the Internet and in writing (by mail), the vote via the Internet will be treated as effective, regardless of the date and time of arrival.
- (5) In the case of Voting by proxy, one other shareholder who holds voting rights at this General Meeting of Shareholders may attend as proxy. However, please note that it will be necessary to submit written proof of proxy rights.

If attending the meeting on the day, please submit the Voting Rights Exercise Form at the meeting venue reception.

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 website for posted informational materials for the general meeting of shareholders.

<https://www.prestigein.com/english/>

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Election of Six (6) Directors

The terms of office of all six (6) current Directors will expire at the conclusion of this meeting.

Accordingly, the Company requests the election of six (6) Directors, including three (3) 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	<p>Apr. 1976 Joined Koshin Co., Ltd. Oct. 1986 Joined the Company Feb. 1989 Vice President and Representative Director June 1995 Representative Director Aug. 2006 President, Premier Lotas Network Inc. (current position) 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. 2015 Director, Entrust Inc. (current position) Apr. 2017 Representative Director and Chief Executive Officer June 2017 External Director, Audit and Supervisory Committee Member, Members Co., Ltd. (current position) Apr. 2019 President, Overseas BPO Business Preparation Company (currently Prestige Global Solution inc.) Apr. 2019 Chief Executive Officer Oct. 2019 President, Prestige Core Solution inc. Mar. 2020 President, PI EIS Insurance Technology Inc. (current position) July 2022 Representative Director, Chief Executive Officer and Group CEO (current position)</p> <p>[Significant concurrent positions outside the Company] President, Premier Lotas Network Inc. Director, Entrust Inc. External Director and Audit and Supervisory Committee Member, Members Co., Ltd. President, PI EIS Insurance Technology Inc.</p>	2,047,191
<p>(Reasons for Nomination as Candidate for Director)</p> <p>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 <u>wealth of experience as a corporate manager serving in different business areas, as well as for his excellent character and knowledge.</u></p> <p>Note: 1. Candidate for Director Shinichi Tamagami serves concurrently as President of Premier Lotas Network Inc. and PI EIS Insurance Technology Inc. and as Director of Entrust Inc. all consolidated subsidiaries of the Company. There are transactional relationships based on business entrustment agreements, between each of these companies and the Company.</p>			

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	Tateki Nakamura (November 10, 1970) Gender: male New election	<p>Aug. 1992 Joined HATORI-MARSHALL CO., LTD. (currently Nittan Capital Group Limited)</p> <p>Apr. 1996 Joined the Company</p> <p>July 2006 General Manager of the First Business Department</p> <p>Apr. 2008 General Manager of Overseas Related Business Division</p> <p>June 2009 Director, the Company</p> <p>July 2014 Executive Officer and General Manager of Insurance Business Management Division</p> <p>Apr 2015 Chief of the Business Development Office</p> <p>Nov. 2016 President, Premier Insurance Partners Inc. (current position)</p> <p>Apr. 2021 President, PRESTIGE INTERNATIONAL USA INC. (current position) Director, Prestige International (S) Pte Ltd. (current position)</p> <p>May 2021 President, Premier IT & Process Management Inc. President, Prestige Global Solution inc.</p> <p>July 2022 Director of the Global Business, Managing Executive Officer (current position), the Company</p> <p>Nov. 2023 Director, Prestige International UK Ltd. (current position)</p> <p>May 2024 President, Prestige Core Solution inc. (current position)</p> <p>[Significant concurrent positions outside the Company] President, Premier Insurance Partners Inc. President, PRESTIGE INTERNATIONAL USA INC. Director, Prestige International (S) Pte Ltd. Director, Prestige International UK Ltd. President, Prestige Core Solution inc.</p>	205,651
<p>(Reasons for Nomination as Candidate for Director)</p> <p>Tateki Nakamura has been involved in the development of new services, mainly in the global business, for more than 25 years since joining the Company, and has been involved in management as a Director of the Company in the past and currently as a Director of a subsidiary. In addition, he has excellent character and insight, and we have determined that he is an appropriate candidate to formulate and promote management strategies for the Company's group.</p>			
<p>Note: 2. Candidate for Director Tateki Nakamura serves concurrently as President of Premier Insurance Partners Inc., PRESTIGE INTERNATIONAL USA INC. and Prestige Core Solution inc. and as Director of Prestige International (S) Pte Ltd. and Prestige International UK Ltd. all consolidated subsidiary of the Company. There are transactional relationships based on business entrustment agreements, between each of these companies and the Company.</p>			

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	<p style="text-align: center;">Haruna Sato (March 9, 1978)</p> <p>Gender: female New election</p>	<p>May 2000 Joined DAIDO LIFE INSURANCE COMPANY</p> <p>Oct. 2003 Joined the Company</p> <p>Apr. 2014 Head of the Insurance CRM Group</p> <p>July 2018 Head of the Akita BPO Business Division</p> <p>July 2019 Seconded to Prestige Core Solution inc. Deputy Head of Akita BPO Main Campus</p> <p>Oct. 2020 Head of the Yamagata Sales Planning Group of the Sixth Business Department</p> <p>Apr. 2021 General Manager of the Sixth Business Department</p> <p>Apr. 2023 General Manager of CRM Business Department</p> <p>Apr. 2024 General Manager of Akita CRM Business Department General Manager of Yamagata CRM of the First Business Department (current position)</p> <p>[Significant concurrent positions outside the Company] —</p>	16,022

(Reasons for Nomination as Candidate for Director)

The Company has nominated Haruna Sato as a new candidate for the position of Director because the Company has determined that she is qualified to lead WEPRO, the Women's Advancement Project that the Company has been promoting, to develop it into a Diversity Advancement Project that goes beyond promoting the success of women.

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	Toshiaki Seki (March 27, 1958) Gender: male Reelection External Independent	<p>Apr. 1980 Joined Nomura Real Estate Development Co., Ltd.</p> <p>Mar. 2007 Managing Director, Nomura Real Estate Development Co., Ltd.</p> <p>Apr. 2007 President and Director (Representative Director), NOMURA LIVING SUPPORT CO., LTD. (currently, Nomura Real Estate Partners Co.,Ltd.)</p> <p>Dec. 2010 President and Director (Representative Director), Nomura Real Estate Reform Co.,Ltd.</p> <p>Apr. 2015 President and Director (Representative Director), Nomura Real Estate Wellness Co.,Ltd.</p> <p>June 2015 Director, Megalos Co., Ltd. (currently, Nomura Real Estate Life & Sports Co., Ltd.)</p> <p>Apr. 2018 Vice President and Director (Representative Director) and Chief Executive Officer, Nomura Real Estate Holdings, Inc.</p> <p> President and Director (Representative Director), NF Power Service Co.,Ltd.</p> <p>Apr. 2021 Director, Nomura Real Estate Holdings, Inc. Director, Nomura Real Estate Hotels Co., Ltd.</p> <p>June 2021 Counselor, Nomura Real Estate Holdings, Inc.</p> <p>June 2022 External Director, the Company (current position)</p> <p>July 2022 External Director, Premier Assist Inc. (current position)</p> <p>Dec. 2022 External Director, DEAR LIFE CO. , LTD. (current position)</p> <p>[Significant concurrent positions outside the Company] External Director, Premier Assist Inc. External Director, DEAR LIFE CO. , LTD.</p>	4,632
<p>(Reasons for Nomination as Candidate for External Director and Overview of Expected Roles)</p> <p>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. The Company hereby proposes that he will be re-elected as an external Director to supervise the execution of the duties of the Directors as an executive.</p> <p>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's Board of Directors.</p>			
<p>Notes: 3. At the conclusion of this meeting, Toshiaki Seki's tenure as an External Director will have been two (2) years.</p> <p>4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into a limited liability agreement with Toshiaki Seki to limit his 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 reappointed, the Company intends to continue these agreements with him.</p> <p>5. The Company has designated Toshiaki Seki as an independent officer pursuant to the rules of TSE and notified the Exchange to that effect. If his reappointment is approved, the Company plans for his designation as an independent officer to continue.</p> <p>6. Toshiaki Seki is an External Director (non-executive director) of the Company's subsidiary Premier Assist Inc.</p>			

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	<p style="text-align: center;">Izumi Takagi (March 29, 1975)</p> <p>(Name as shown on the family register: Izumi Kando)</p> <p>Gender: female Reelection External Independent</p>	<p>Apr. 1999 Registered as an attorney-at-law with Dai-Ichi Tokyo Bar Association</p> <p>June 2004 Joined Hori & Associates (currently Hori & Partners)</p> <p>June 2007 External Audit and Supervisory Board Member, the Company</p> <p>Jan. 2010 Partner, Hori & Partners (current position)</p> <p>Feb. 2017 Registered as Certified Fraud Examiner (CFE)</p> <p>June 2021 Director, Japan Rugby Football Union (current position)</p> <p>Mar. 2022 External Audit and Supervisory Board Member, SpeakBUDDY Ltd. (current position)</p> <p>June 2023 External Director, the Company (current position) External Director, KITAZAWA SANGYO CO.,LTD. (current position)</p> <p>[Significant concurrent positions outside the Company] Partner, Hori & Partners Director, Japan Rugby Football Union External Audit and Supervisory Board Member, SpeakBUDDY Ltd. External Director, KITAZAWA SANGYO CO.,LTD.</p>	16,426
<p>(Reasons for Nomination as Candidate for External Director and Overview of Expected Roles)</p> <p>During Izumi Takagi's tenure as an External Audit and Supervisory Board Member of the Company, she has actively expressed her opinions from an independent standpoint based on her extensive knowledge and experience as an attorney at law, and has fulfilled her responsibilities well. The Company hereby proposes her continued appointment as an External Director with the expectation that she will utilize her extensive knowledge and experience to supervise and advise to the Directors on the execution of their duties. The Company expects her 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's Board of Directors.</p> <p>Although she has no experience of being involved in corporate management by a way of other than to become an external officer, for the reasons stated above, we believe that she will be able to appropriately perform her duties as an external Director.</p>			
<p>Note: 7. At the conclusion of this meeting, Izumi Takagi's tenure as an External Director will have been one (1) year.</p> <p>8. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into a limited liability agreement with Izumi Takagi 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 reappointed, the Company intends to continue these agreements with her.</p> <p>9. The Company has designated Izumi Takagi as an independent officer pursuant to the rules of TSE, and notified the Exchange to that effect. If her reappointment is approved, the Company plans for her designation as an independent officer to continue.</p>			

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
6	<p style="text-align: center;">Masayo Koeda (January 8, 1964)</p> <p>(Name as shown on the family register: Masayo Hasegawa)</p> <p>Gender: female Reelection External Independent</p>	<p>Apr. 1986 Joined KEIZO PRODUCTION inc.</p> <p>Apr. 1989 Joined TRAIN international co.,Ltd. (currently TRAIN co.,Ltd.)</p> <p>Apr. 1993 Director, TRAIN international co.,Ltd.</p> <p>Apr. 2000 Director, TRAIN co.,Ltd.</p> <p>June 2018 Executive Director, TRAIN co.,Ltd. (current position)</p> <p>June 2023 External Director, the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Executive Director, TRAIN co.,Ltd.</p>	1,279
<p>(Reasons for Nomination as Candidate for External Director and Overview of Expected Roles)</p> <p>Masayo Koeda has extensive knowledge of publicity activities as well as knowledge as a corporate executive. Therefore, the Company requests that she will be re-elected as an external Director to supervise the execution of the duties of the Directors as an executive.</p> <p>In addition, we expect that she will provide advice and suggestions from the perspective of a female business manager regarding the Company's goal of social contribution and the establishment of an environment for health and productivity management and diversity advancement, which are important policies of the Company.</p> <hr/> <p>Note:10. At the conclusion of this meeting, Masayo Koeda's tenure as an External Director will have been one (1) year.</p> <p>11. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into a limited liability agreement with Masayo Koeda 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 reappointed, the Company intends to continue these agreements with her.</p> <p>12. The Company has designated Masayo Koeda as an independent officer pursuant to the rules of TSE, and notified the Exchange to that effect. If her reappointment is approved, the Company plans for her designation as an independent officer to continue.</p>			

Notes: 13. There is no special interest between the candidates, except for Shinichi Tamagami, and Tateki Nakamura, who are Director candidates, and the Company. The interest between the Company and Shinichi Tamagami, and Tateki Nakamura, who are Director candidates, is as described under Notes 1 and 2.

14.

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 TSE

15. 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 in “2. (2) (iii) Summary of contents of directors and officers liability insurance contract” 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.

16. 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.

[Reference] Compositional breakdown of the Board of Directors of the Company (as planned) following the conclusion of this Annual General Meeting of Shareholders

	Gender	Number	Composition (%)
Directors	Male	3	50
	Female	3	50
	Total	6	100
Independent External Directors	Male	1	17
	Female	2	33
	Total	3	50

[Reference] The skill matrix of Directors and Audit and Supervisory Board Members of the Company 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	CEO Shinichi Tamagami	○	○	○	○					○	○
	New election Director Tateki Nakamura	○	○	○	○						
	New election Director Haruna Sato		○		○						
	Director (External) Toshiaki Seki	○	○					○			
	Director (External) Izumi Takagi								○		○
	Director (External) Masayo Koeda	○			○			○		○	
Audit and Supervisory Board Member	Full-time Audit and Supervisory Board Member Norio Yoshida		○	○				○			○
	Full-time Audit and Supervisory Board Member Masaru Sugiyama		○		○						
	External Audit and Supervisory Board Member Katsuhiko Hara		○	○		○					○
	External Audit and Supervisory Board Member Masaru Ono			○					○	○	○

[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. IT and digital applications 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 use of IT and digital applications as a significant issue. For this, the functions of Premier Business Technology Inc., which was a consolidated subsidiary (currently dissolved) that plans, develops, operates and maintains IT systems, had transferred to the Company in February 2023, and appointed the General Manager of IT Management Division to Executive Officer in July 2023 to strengthen technology-related systems and improve quality.