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Securities Code: 8940

August 8, 2024

Start date of measures for electronic provision: August 6, 2024

To our shareholders:

Seiji Toshinari
President
INTELLEX Co., Ltd.
2-12-19 Shibuya, Shibuya-ku, Tokyo

Notice of the 29th Annual General Meeting of Shareholders

We are pleased to announce the 29th Annual General Meeting of Shareholders of INTELLEX Co., Ltd. (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for General Meeting of Shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the following websites. Please access any of the websites by using the internet address shown below to review the information.

Company’s website:

<https://www.intellex.co.jp/company/ir/stockinfo/generalmeeting/> (in Japanese)

Website for posting Reference Documents for General Meeting of Shareholders:

<https://d.sokai.jp/8940/teiji/> (in Japanese)

Tokyo Stock Exchange (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 “INTELLEX” in “Issue name (company name)” or the Company’s securities code “8940” 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].”)

Furthermore, instead of attending the meeting in person, you may exercise your voting rights via the Internet or in writing. Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights no later than 6:00 p.m. on Monday, August 26, 2024 (JST).

- 1. Date and Time:** Tuesday, August 27, 2024 at 10:00 a.m. (JST)
- 2. Venue:** Planets Room, 6F, Shibuya Excel Hotel Tokyu
1-12-2, Dogenzaka, Shibuya-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 29th Fiscal Year (from June 1, 2023 to May 31, 2024), as well as the Audit Reports of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 29th Fiscal Year (from June 1, 2023 to May 31, 2024)

Matters to be resolved:

Proposal: Election of 10 Directors

- When you attend the meeting in person, you are kindly requested to present the enclosed voting form sent along with this Notice of the Annual General Meeting of Shareholders at the reception desk.
- For this general meeting of shareholders, paper-based documents stating items for which measures for providing information in electronic format are to be taken will be delivered to all shareholders, regardless of whether they have made a request for delivery of such documents. Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 14, paragraph (2) of the Articles of Incorporation of the Company, the following items are excluded from the documents delivered to shareholders. Accordingly, such documents should be considered as one part of the documents that were audited by the Audit & Supervisory Board Members and the Financial Auditor in preparing the Audit Reports.
 - (i) System to Ensure the Appropriateness of Operations and the Operational Status of the Relevant System
 - (ii) Notes to Consolidated Financial Statements
 - (iii) Notes to Non-consolidated Financial Statements
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the aforementioned websites.

Reference Documents for General Meeting of Shareholders

Proposal: Election of 10 Directors

The terms of office of all 11 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of 10 Directors.

The candidates for Director are as follows:

List of the Candidates for Director

Candidate No.	Name	Candidate attributes	Current position and responsibility in the Company	Attendance at Board of Directors meetings
1	Takuya Yamamoto	Reelection	Director and Chairman	100% 20/20
2	Seiji Toshinari	Reelection	President	100% 20/20
3	Jun Koyama	Reelection	Director and Executive Officer, in charge of Solution Business Headquarters, and General Manager of Asset Business Department	100% 20/20
4	Hirokazu Nogi	Reelection	Director and Executive Officer, vice in charge of Solution Business Headquarters, General Manager of Leaseback Business Department, and General Manager of Hotel Business Office	95% 19/20
5	Tomoyasu Takikawa	Reelection	Director and Executive Officer, in charge of Design Department	94% 15/16
6	Yasuhiro Oda	Reelection	Director and Executive Officer, in charge of Renovated Condominium Business Headquarters, General Manager of Western Japan Area	100% 16/16
7	Junya Muramatsu	Reelection	Director and Executive Officer, vice in charge of Renovated Condominium Business Headquarters, General Manager of Eastern Japan Area, in charge of Corporate Planning Department	100% 16/16
8	Kazunari Nakaharai	Reelection	Director and Executive Officer, in charge of Corporate Department, and General Manager of Finance Department	100% 16/16
9	Tetsutaro Muraki	Reelection Outside Independent	Outside Director	95% 19/20
10	Naoko Tomita	Reelection Outside Independent	Outside Director	95% 19/20

Note: The attendance of Tomoyasu Takikawa, Yasuhiro Oda, Junya Muramatsu, and Kazunari Nakaharai at meetings of the Board of Directors indicates their attendance after their election at the 28th Annual General Meeting of Shareholders held on August 29, 2023.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Takuya Yamamoto (March 17, 1954) Reelection	July 1995	Established the Company	54,400 shares
		Jan. 1997	President	
		Aug. 2020	Chairman	
		Feb. 2022	President, RECOSYS Co., Ltd. (current position)	
		Aug. 2022	Director and Chairman of the Company (current position)	
		Significant concurrent positions outside the Company President of RECOSYS Co., Ltd.		
[Reasons for nomination as candidate for Director] Takuya Yamamoto has overseen the management of the Group for many years since founding the Company in 1995, and has demonstrated his skill in management strategy. His high level of insight based on his abundant experience and achievements is essential in order to achieve sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.				
2	Seiji Toshinari (April 13, 1979) Reelection	Jan. 2011	Joined the Company	19,900 shares
		Jan. 2015	Executive Officer, General Manager of Solution Business Department	
		Apr. 2015	Director of Intellex Property Co., Ltd. (current position)	
		Aug. 2017	Director and Executive Officer, General Manager of Solution Business Department of the Company	
		Jan. 2018	Director, INTELLEX Shinyohosho Co., Ltd. (currently, Saiseijutaku Partner Co., Ltd.) (current position)	
		Aug. 2019	Executive Vice President, in charge of Solution Business Department, Relation Business Department and Business Strategy Department, and in charge of Personnel and Human Resources Development Department and Information System Department of the Company	
		Nov. 2019	Director of FLIE Co., Ltd. (current position)	
		Aug. 2020	President of the Company (current position) Representative Director and President of Intellex Space Plan Co., Ltd.	
		Jan. 2021	Representative Director of E-alliance Co., Ltd. (current position) Director of Intellex TEI Co., Ltd. (currently, TEI Japan Co., Ltd.) (current position)	
		June 2023	Director of Intellex Space Plan Co., Ltd. (current position)	
		Significant concurrent positions outside the Company Representative Director of E-alliance Co., Ltd.		
[Reasons for nomination as candidate for Director] Seiji Toshinari possesses knowledge and experience centering on finance and the Solution Business area of the Company. Since assuming office as Executive Officer in 2015, he has greatly contributed to the marketing strategy of the Asset Sharing Business. Also, since August 2020, he has assumed office as President of the Company and he is indispensable in order to achieve sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Jun Koyama (November 4, 1968) Reelection	Apr. 1998	Joined the Company	31,800 shares
		June 2013	Executive Officer, General Manager of Solution Sales Department	
		June 2014	Executive Officer, General Manager of Asset Sales Department and General Manager of Solution Sales Department	
		Jan. 2015	Executive Officer, General Manager of Asset Business Department	
		Apr. 2015	Director of Intellex Property Co., Ltd.	
		Aug. 2017	Director and Executive Officer, General Manager of Asset Business Department of the Company	
		Aug. 2020	Representative Director and President of Intellex Property Co., Ltd. (current position)	
		June 2022	Director and Executive Officer, in charge of Solution Business Headquarters, and General Manager of Asset Business Department of the Company	
		Oct. 2023	Director and Executive Officer, in charge of Solution Business Headquarters, and General Manager of Asset Business Department (current position)	
			Significant concurrent positions outside the Company Representative Director and President of Intellex Property Co., Ltd.	
[Reasons for nomination as candidate for Director] Jun Koyama possesses abundant knowledge and experience centering on the sales area of the Company. Since assuming office as Executive Officer in 2013, he has greatly contributed to the marketing strategy of the Asset Business and is indispensable in order to achieve sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Hirokazu Nogi (May 1, 1972) <u>Reelection</u>	June 2005 Joined the Company June 2011 Executive Officer, General Manager of Finance Department Sept. 2013 Executive Officer, General Manager of Osaka Sales Department Sept. 2015 General Manager of Asset Business Department June 2018 Executive Officer, General Manager of Leaseback Business Department June 2021 Executive Officer, General Manager of Leaseback Business Department and General Manager of Solution Business Department July 2021 Executive Officer, in charge of Solution Business Headquarters, General Manager of Leaseback Business Department and General Manager of Solution Business Department Aug. 2021 Director and Executive Officer, in charge of Solution Business Headquarters, General Manager of Leaseback Business Department and General Manager of Solution Business Department May 2022 President, Saisei Jutaku Ryutsukiko Co., Ltd. (currently Saisei Jutaku Partner Co., Ltd.) (current position) June 2022 Director and Executive Officer, vice in charge of Solution Business Headquarters, General Manager of Leaseback Business Department of the Company Apr. 2024 Director and Executive Officer, vice in charge of Solution Business Headquarters, General Manager of Leaseback Business Department and General Manager of Hotel Business Office (current position) Significant concurrent positions outside the Company President, Saisei Jutaku Partner Co., Ltd.	11,900 shares
[Reasons for nomination as candidate for Director] Hirokazu Nogi possesses abundant knowledge and experience centering on the finance and sales areas of the Company. Since assuming office as Executive Officer in 2011, he has greatly contributed to the finance strategy as well as the marketing strategy of the Leaseback Business and is indispensable in order to achieve sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
5	Tomoyasu Takikawa (September 14, 1959) Reelection	May 1998	Joined Intellex Space Plan Co., Ltd.	24,400 shares
		Feb. 2001	Director of Intellex Space Plan Co., Ltd.	
		Aug. 2012	Director of the Company	
		June 2023	Representative Director and President of Intellex Space Plan Co., Ltd. (current position)	
		Aug. 2023	Director and Executive Officer, in charge of Design Department of the Company (current position)	
		Dec. 2023	Director of RECOSYS Co., Ltd. (current position)	
		Significant concurrent positions outside the Company Representative Director and President of Intellex Space Plan Co., Ltd.		
[Reasons for nomination as candidate for Director] Tomoyasu Takikawa has demonstrated his skill in business strategy related to renovation as a Director of the Company's subsidiary Intellex Space Plan Co., Ltd. since 2001. His high level of insight based on his abundant experience and achievements is essential in order to achieve sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.				
6	Yasuhiro Oda (January 10, 1958) Reelection	Apr. 1980	Joined Mitsui Fudosan Co., Ltd. (currently Mitsui Fudosan Realty Co., Ltd.)	– shares
		Apr. 2008	General Manager of Rehousing Division 2	
		Apr. 2011	Executive Officer, General Manager of Metropolitan Area Sales Division 2, Housing Distribution Headquarters	
		Apr. 2013	President of Mitsui Fudosan Realty Kyushu	
		Apr. 2016	Executive Officer, and General Manager of Regional Distribution Sales Headquarters of Mitsui Fudosan Realty Co., Ltd.	
		Apr. 2018	Senior Executive Officer and Deputy General Manager of Solution Business Department	
		Apr. 2020	Senior Executive Officer and General Manager of Yokohama Branch	
		Apr. 2022	Board Member	
		Apr. 2023	Executive Officer, in charge of Renovated Condominium Business Headquarters, General Manager of Western Japan Area and General Manager of Sales Department 4 of the Company	
		Aug. 2023	Director and Executive Officer, in charge of Renovated Condominium Business Headquarters, General Manager of Western Japan Area (current position)	
[Reasons for nomination as candidate for Director] Yasuhiro Oda possesses abundant business experience and extensive insight relating to corporate management and real estate related business and is indispensable for the achievement of sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
7	Junya Muramatsu (June 14, 1969) Reelection	Jan. 2005	Joined the Company	5,500 shares
		June 2011	Executive Officer, General Manager of Yokohama Sales Department 2	
		Sept. 2016	Executive Officer, General Manager of Shibuya Sales Department 1, and General Manager of Personnel and Human Resources Development Department	
		July 2017	Executive Officer, General Manager of Shibuya Sales Department 1, General Manager of Yokohama Sales Department, and General Manager of Personnel and Human Resources Development Department	
		June 2018	Executive Officer, General Manager of Personnel and Human Resources Development Department	
		Aug. 2018	Director of Intellex Space Plan Co., Ltd. (current position)	
		Aug. 2020	Director of Intellex Housing Co., Ltd.	
		Oct. 2021	Executive Officer, General Manager of Human Resources & General Affairs Department of the Company	
		June 2023	Executive Officer, vice in charge of Renovated Condominium Business Headquarters, General Manager of Eastern Japan Area, General Manager of Corporate Planning Department and Relation Business Department	
		July 2023	Director of FLIE Co., Ltd. (current position)	
		Aug. 2023	Director and Executive Officer, vice in charge of Renovated Condominium Business Headquarters, General Manager of Eastern Japan Area, in charge of Corporate Planning Department and Relation Business Department of the Company	
		June 2024	Director and Executive Officer, vice in charge of Renovated Condominium Business Headquarters, General Manager of Eastern Japan Area, in charge of Corporate Planning Department (current position)	
		[Reasons for nomination as candidate for Director] Junya Muramatsu possesses abundant knowledge and experience centering on the sales area of the Company. Since assuming office as Executive Officer in 2011, he has greatly contributed to strengthening the Renovated Condominium Business and the talent development, and is indispensable in order to achieve sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
8	Kazunari Nakaharai (February 19, 1971) Reelection	Jan. 2003	Joined the Company	3,600 shares
		June 2018	Executive Officer, General Manager of Finance Department, in charge of Administration Headquarters, and General Manager of Business Control Department	
		June 2019	In charge of Administration Headquarters, Executive Officer, General Manager of Finance Department, and General Manager of Business Control Department	
		Aug. 2020	Director of Intellex Property Co., Ltd.	
		Apr. 2022	Executive Officer, General Manager of Finance and Accounting Department, and General Manager of Planning and Development Department of RECOSYS Co., Ltd.	
		June 2023	Executive Officer, in charge of Corporate Department, General Manager of Finance Department, and General Manager of Human Resources & General Affairs Department of the Company	
			Executive Officer, General Manager of Finance and Accounting Department of RECOSYS Co., Ltd. (current position)	
		July 2023	Director of Intellex Property Co., Ltd. (current position)	
		Aug. 2023	Director and Executive Officer, in charge of Corporate Department, General Manager of Finance Department, and General Manager of Human Resources & General Affairs Department of the Company	
		Aug. 2024	Director and Executive Officer, in charge of Corporate Department, and General Manager of Finance Department (current position)	
[Reasons for nomination as candidate for Director] Kazunari Nakaharai possesses abundant experience and insight relating to Administration Headquarter of the Company. Since assuming office as Executive Officer in 2018, he has greatly contributed to the finance strategy, etc. and is indispensable in order to achieve sustainable growth and improved corporate value of the Group. Therefore, the Company has nominated him again as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Tetsutaro Muraki (March 17, 1965) <u>Reelection</u> <u>Outside</u> <u>Independent Officer</u>	July 1991 Joined Tokyo Branch of Swiss Bank Securities Corporation (currently UBS Securities Japan Co., Ltd.) Sept. 1996 Joined The World Bank Group June 2001 Obtained Master of Public Administration (MPA) from Harvard John F. Kennedy School of Government May 2002 Representative Partner of Ideacapital Co., Ltd. July 2003 Managing Director of Industrial Revitalization Corporation of Japan May 2004 Director and Executive Officer, Chief Financial Officer (CFO) of Kanebo Cosmetics Inc. Sept. 2007 Joined Tokyo Stock Exchange Group, Inc., Supervisor of Corporate Planning Department May 2009 Representative Director and President of TOKYO AIM, Inc. Oct. 2012 Senior Managing Executive Officer of Frontier Management Inc. Dec. 2012 Senior Managing Executive Officer and General Manager of Singapore Branch of Frontier Management Inc. Mar. 2016 Representative Director of Paramount AIM Co., Ltd. (current position) Aug. 2017 Outside Director of the Company (current position) Significant concurrent positions outside the Company Representative Director of Paramount AIM Co., Ltd.	– shares
[Reasons for nomination as candidate for outside Director and overview of expected role] Tetsutaro Muraki possesses broad experience and insight as a corporate manager. He has given advice to the Company's management and has appropriately supervised business execution at the Company, and is indispensable for further enhancement of corporate governance. Therefore, expecting that he will continue to fulfill the same role, the Company has nominated him again as a candidate for outside Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
10	Naoko Tomita (August 3, 1964) Reelection Outside Independent Officer	Apr. 1988 Joined Mitsui Mutual Life Insurance Company (currently TAIJU LIFE INSURANCE COMPANY LIMITED) Jan. 1994 Joined Tohmatsu & Co. / Deloitte & Touche LLP; New York, New York Feb. 1997 Joined IBJ Investment, Ltd. Dec. 1999 Chief Financial Officer, Director of the Board, Crayfish Co., Ltd. Sept. 2001 Director, General Electric International, Inc. Aug. 2003 Senior Manager, Professional Office, Industrial Revitalization Corporation of Japan Sept. 2004 Director of the Board, OCC Corporation (Ocean Cable & Communications) Apr. 2007 Executive Adviser, Bandai Namco Holdings Inc. Aug. 2015 Senior Director, Deloitte Tohmatsu Financial Advisory Co., Ltd. July 2016 Deputy Director and Chief Financial Professional Inspector, Planning and Management Division, Supervision Bureau Director, Financial Research Center, Financial Services Agency (FSA) Dec. 2019 Chief Financial Officer, DNX Ventures (current position) Dec. 2021 Director, Audit and Supervisory Committee, WHI Holdings (current position) Aug. 2022 Outside Director of the Company (current position) May 2024 Outside Member of the Board (Member of Audit & Supervisory Committee), World Co., Ltd. (current position) Significant concurrent positions outside the Company Chief Financial Officer, DNX Ventures Outside Member of the Board (Member of Audit & Supervisory Committee), World Co., Ltd.	– shares
[Reasons for nomination as candidate for outside Director and overview of expected role] Naoko Tomita possesses broad experience and insight as a corporate manager. She has given advice to the Company's management and has appropriately supervised business execution at the Company, and is indispensable for further enhancement of corporate governance. Therefore, expecting that she will continue to fulfill the same role, the Company has nominated her again as a candidate for outside Director.			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
 2. Tetsutaro Muraki and Naoko Tomita are candidates for outside Director.
 3. Tetsutaro Muraki is currently an outside Director of the Company, and at the conclusion of this Annual General Meeting of Shareholders, his tenure as outside Director will have been seven years.
 4. Naoko Tomita is currently an outside Director of the Company, and at the conclusion of this Annual General Meeting of Shareholders, her tenure as outside Director will have been two years.
 5. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Tetsutaro Muraki and Naoko Tomita have been designated as independent officers as provided for by the aforementioned exchange. If they are reelected, the Company plans for their designation as independent officers to continue.
 6. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Tetsutaro Muraki and Naoko Tomita to limit their liability for damages under Article 423, paragraph (1) of the same Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If their reelection is approved, the Company plans to renew the said agreement with them.
 7. Naoko Tomita's name in the family register is Naoko Tomita.
 8. The Company has not entered into any indemnification agreement as stipulated in Article 430-2, paragraph (1) of the Companies Act or any liability insurance policy for directors and officers (D&O insurance) with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act.

9. Number of the Company's shares owned indicates the number of shares held as of the end of the current period (May 31, 2024).

<References>

Skill Matrix of Directors and Audit & Supervisory Board Members

To ensure that the Board of Directors is able to make decisions that are timely and appropriate, and can exercise highly effective monitoring and supervisory functions, the following five skills determined to be important at this time for the Board of Directors have been defined: (1) corporate management, (2) experience in the Company's business and industry, (3) accounting and finance, (4) legal affairs and risk management, and (5) ESG sustainability. Regarding the above five skills, the table below lists the skills currently possessed by Directors and Audit & Supervisory Board Members (including candidates) and that they are expected to demonstrate.

Directors and Audit & Supervisory Board Members at the conclusion of the Annual General Meeting of Shareholders to be held on August 27, 2024 (planned)

Name	Position in the Company	Corporate management	Experience in the Company's business and industry	Accounting and finance	Legal affairs and risk management	ESG sustainability
Takuya Yamamoto	Director and Chairman	●	●			●
Seiji Toshinari	President	●	●			●
Jun Koyama	Director	●	●			
Hirokazu Nogi	Director	●	●			
Tomoyasu Takikawa	Director	●	●			●
Yasuhiro Oda	Director	●	●			
Junya Muramatsu	Director	●	●			●
Kazunari Nakaharai	Director	●	●	●		
Tetsutaro Muraki	Director (Outside)	●		●	●	
Naoko Tomita	Director (Outside)	●		●	●	
Toyohiko Tsuruta	Full-Time Audit & Supervisory Board Member	●			●	●
Akira Kitamura	Audit & Supervisory Board Member (Outside)	●	●			
Hiroaki Yatabori	Audit & Supervisory Board Member (Outside)			●	●	●

* Up to three main skills are listed for each person. The above list does not represent the entirety of each person's knowledge and experience.