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(Securities Code: 2410)

November 29, 2024

To our shareholders:

Hiromi Tada,
Chairman and CEO
Career Design Center Co., Ltd.
21-20 Akasaka 3-chome, Minato-ku, Tokyo

Notice of the 33rd Annual General Meeting of Shareholders

We are pleased to announce the 33rd Annual General Meeting of Shareholders of Career Design Center Co., Ltd. (the “Company”), which will be held as indicated below.

In convening this meeting, the Company has taken measures for providing information in electronic format, and items for which measures for electronic provision are taken have been posted on the Company’s website as “Notice of the 33rd Annual General Meeting of Shareholders.”

The Company’s website:

<https://cdc.type.jp/en/ir/annual/>

In addition to posting items subject to measures for electronic provision on the Company’s website, the Company also posts this information on the website of Tokyo Stock Exchange (TSE). Please access the TSE website shown below, enter “Career Design Center” in “Issue name (company name)” or the Company’s securities code “2410” 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].”

Tokyo Stock Exchange website (Listed Company Search):

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

If you are unable to attend the meeting on the day of the meeting, you can exercise your voting rights in advance in writing or via the internet, etc., please review the Reference Documents for General Meeting of Shareholders mentioned below and exercise your voting rights by 5:45 p.m. on Thursday, December 19, 2024 (JST), following the instructions provided below.

1. **Date and Time:** Friday, December 20, 2024, at 11:00 a.m. (Reception starts at 10:30 a.m.) (JST)
2. **Venue:** Banquet Room Orizuru Sho, The Main Bldg. Arcade Floor/B1 Floor, Hotel New Otani
4-1 Kioi-cho, Chiyoda-ku, Tokyo

No gifts will be provided to attendees at the Annual General Meeting of Shareholders for this fiscal year.
Thank you for your understanding.

3. Purpose of the Meeting

Matters to be reported

1. The Business Report for the 33rd fiscal year (from October 1, 2023 to September 30, 2024)
2. The Non-consolidated Financial Statements for the 33rd fiscal year (from October 1, 2023 to September 30, 2024)

Matters to be resolved

- | | |
|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |

4. Matters to be Determined at the Convocation of the Meeting

- (1) If you exercise your voting rights in writing (by mail) and do not indicate your approval or disapproval of the proposals on the voting form, it will be treated as an indication of approval.
- (2) If you exercise your voting rights by proxy, one other shareholder who holds voting rights may attend the meeting as your proxy. However, please note that it will be necessary to submit a document proving your authority of representation.

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- © 1. When you attend the meeting, you are kindly requested to present the voting form enclosed with this Notice at the reception. The reception desk opens at 10:30 a.m. on the day.
2. 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 Company's aforementioned website and the TSE website.
3. At this Shareholders' Meeting, regardless of whether or not a request for delivery of the paper-based documents has been made, the Company uniformly delivers the documents stating the items subject to electronic provision. Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, the following items are not provided in the delivered paper-based documents.
- (i) "Systems to Ensure the Appropriateness of Operations and the Status of Operation of Such Systems" in the Business Report
 - (ii) "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- Accordingly, the Business Report and Non-consolidated Financial Statements included in this document are a part of the target documents audited by the Financial Auditor in preparing the Accounting Audit Report and by the Audit and Supervisory Committee in preparing its Audit Report.
4. Please be aware that there will be no gifts at the Annual General Meeting of Shareholders for this fiscal year.

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company recognizes the return of profit to its shareholders as an important issue, and it maintains a basic policy of distributing profits in line with the operating results, while comprehensively considering the necessity of enhancing internal reserves, the Company's financial position and other factors.

For the fiscal year under review, the Company proposes to pay a year-end dividend as follows, by comprehensively considering the business performance, financial position, etc. of the Company during the fiscal year:

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and aggregate amount thereof
The Company proposes to pay a dividend of ¥90 per common share of the Company. (of which, ¥90 is an ordinary dividend)
In this event, the total dividends will be ¥470,512,890.
- (3) Effective date of dividends of surplus
The effective date of dividends will be December 23, 2024.

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

The terms of office of all six Directors (excluding, however, Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of six Directors.

This proposal has passed through deliberation and reporting by the Nomination and Remuneration Committee whose majority is comprised of independent outside Directors. The Company's Audit and Supervisory Committee has no matters of special note to report.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibility in the Company	
1	Hiromi Tada	Chairman and CEO	Reelection
2	Yusuke Kayama	Representative Director and Vice President in charge of Media Information Business Unit	Reelection
3	Yutaka Nishiyama	Senior Managing Director and Senior Managing Executive Officer in charge of Corporate Planning	Reelection
4	Yoshiyuki Wada	Outside Director	Reelection Outside Independent
5	Tetsuo Saitou	Outside Director	Reelection Outside Independent
6	Yukiko Miyaji	Outside Director	Reelection Outside Independent

Reelection : Candidate for Director to be reelected

Outside : Candidate for outside Director

Independent : Independent officer registered with the securities exchange

Candidate No. 1
Hiromi Tada

Reelection

**Member of Nomination and
Remuneration Committee**

Date of birth

July 2, 1947

**Number of the Company's shares
owned**

1,232,879

**Attendance at Board of Directors
meetings**

14/14

Career summary, position and responsibility in the Company, and significant
concurrent positions outside the Company

January 1977	Joined Japan Recruit Center Co., Ltd. (currently Recruit Holdings Co., Ltd.)
August 1986	Director of Japan Recruit Center Co., Ltd.
July 1993	CEO upon establishment of the Company
October 2006	Chairman and CEO of the Company (current position)
October 2013	Director of Career Design IT Partners Co., Ltd.
March 2018	Chairman of Career Design IT Partners Co., Ltd.

Reasons for nomination as candidate for Director

He is the founder of the Company and has extensive knowledge of corporate management, and based on his performance as the Company's CEO, the Company renominates him as a candidate for Director.

Candidate No. 2
Yusuke Kayama

Reelection

Date of birth

April 28, 1978

**Number of the Company's shares
owned**

9,754

**Attendance at Board of Directors
meetings**

14/14

Career summary, position and responsibility in the Company, and significant
concurrent positions outside the Company

April 2001	Joined Kinki Nippon Tourist Co., Ltd.
October 2002	Joined the Company
October 2008	General Manager of Career Sales Department of the Company
October 2012	General Manager of Career Sales Bureau of the Company
July 2013	General Manager of Career Sales Administration Bureau of the Company
October 2013	General Manager of Career Sales Division of the Company
December 2014	Director, General Manager of Career Sales Division of the Company
October 2015	Director, General Manager of Media Sales Division of the Company
October 2020	Managing Director in charge of Media Information Business Unit of the Company
October 2023	Senior Managing Director in charge of Media Information Business Unit of the Company
December 2023	Senior Managing Director and Senior Managing Executive Officer in charge of Media Information Business Unit of the Company
October 2024	Representative Director and Vice President in charge of Media Information Business Unit of the Company (current position)

Reasons for nomination as candidate for Director

As a Director of the Company, he contributes to the Company's performance in the Company's Media Information Business Unit. Therefore, the Company renominates him as a candidate for Director.

Candidate No. 3
Yutaka Nishiyama

Reelection

Date of birth

December 24, 1982

Number of the Company's shares owned

22,991

Attendance at Board of Directors meetings

14/14

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

April 2005	Joined the Company
October 2011	General Manager of Corporate Planning Department of the Company
October 2012	General Manager of Corporate Planning Division of the Company
December 2012	Director, General Manager of Corporate Planning Bureau of the Company
December 2016	Director of Career Design IT Partners Co., Ltd.
October 2020	Director in charge of Corporate Planning of the Company
October 2021	Managing Director in charge of Corporate Planning of the Company
October 2023	Senior Managing Director in charge of Corporate Planning of the Company
December 2023	Senior Managing Director and Senior Managing Executive Officer in charge of Corporate Planning of the Company (current position)

Reasons for nomination as candidate for Director

As a Director of the Company, he is involved in the administration of the Company and contributes to the Company's performance. Therefore, the Company renominates him as a candidate for Director.

Candidate No. 4
Yoshiyuki Wada

Reelection

Outside

Independent

Chairman of Nomination and Remuneration Committee

Date of birth

March 2, 1951

Number of the Company's shares owned

14,637

Attendance at Board of Directors meetings

14/14

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

April 1974	Joined Coopers & Lybrand Japan
June 1977	Joined Chuo Audit Corporation
September 1978	Registered as a certified public accountant
June 1988	Senior Partner of Chuo Audit Corporation
July 2000	General Manager of Business Development Division of ChuoAoyama Audit Corporation
May 2003	Executive Board Member in charge of business development of ChuoAoyama Audit Corporation
August 2007	Senior Partner of Grant Thornton Taiyo ASG (currently Grant Thornton Taiyo LLC)
September 2014	Audit & Supervisory Board Member of Zero Co., Ltd.
October 2014	Supervisory Director of Kenedix Retail REIT Corporation
June 2015	Director of Forval Telecom, Inc. (current position)
December 2015	Outside Director of the Company (current position)
June 2016	Director of VIVA HOME CORPORATION
August 2016	Representative of Wada Accounting Office (current position)
September 2017	Director of Zero Co., Ltd. (current position)
April 2021	Outside Audit & Supervisory Board Member of KURIBAYASHI STEAMSHIP Co., Ltd. (current position)
January 2022	Representative Director and President of KIC Co., Ltd. (current position)

Reasons for nomination as candidate for outside Director and overview of expected roles

As a certified public accountant, he has extensive experience and knowledge based on his audits at an audit corporation and he is expected to enhance the Company's governance system and to provide advice on overall management. Therefore, the Company renominates him as a candidate for outside Director.

Candidate No. **5**
Tetsuo Saitou

Reelection
Outside
Independent

Member of Nomination and Remuneration Committee

Date of birth

March 25, 1954

Number of the Company's shares owned

3,317

Attendance at Board of Directors meetings

14/14

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

April 1977	Joined Tokyo Stock Exchange (currently Japan Exchange Group, Inc.)
May 1997	Representative Director of Work Two Co., Ltd. (current position)
April 2006	Audit & Supervisory Board Member of Arax Co., Ltd. (current position)
May 2009	Audit & Supervisory Board Member of DD GROUP Co., Ltd.
June 2012	Audit & Supervisory Board Member of DM Solutions Co., Ltd. (current position)
December 2015	Outside Director of the Company (current position)
March 2016	Director of OTSUKA CORPORATION (current position)
May 2023	Director (Audit and Supervisory Committee Member) of DD GROUP Co., Ltd. (current position)

Reasons for nomination as candidate for outside Director and overview of expected roles

In addition to serving as a listing examiner at Tokyo Stock Exchange, Inc., he has extensive experience related to operation of listed companies and he is expected to enhance the Company's governance system and to provide advice on overall management. Therefore, the Company renominates him as a candidate for outside Director.

Candidate No. **6**
Yukiko Miyaji

Reelection
Outside
Independent

Date of birth

July 7, 1972

Number of the Company's shares owned

0

Attendance at Board of Directors meetings

12/12

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company

April 1995	Joined WWB Japan Corporation
May 2000	Joined Corporate University Platform, Co., Ltd.
August 2010	Specially Appointed Lecturer (fixed term), Graduate School of Media and Governance, Keio University
May 2018	Representative Director of Corporate University Platform, Co., Ltd. (current position)
December 2023	Outside Director of the Company (current position)
April 2024	Part-time Lecturer, Faculty of Policy Management and Graduate School of Media and Governance, Keio University (current position)

Reasons for nomination as candidate for outside Director and overview of expected roles

In addition to her business experience in supporting micro business start-ups and consulting for companies, she has broad expertise and experience in employee career counseling, human resource development and personnel training, and she is expected to enhance the Company's governance system and to provide advice in the areas of human resources and sustainability management from an independent standpoint. Therefore, the Company renominates her as a candidate for outside Director.

Note: As Yukiko Miyaji was newly appointed as a Director at the Annual General Meeting of Shareholders held on December 15, 2023, the status of her attendance at Board of Directors meetings held after her appointment as Director is described.

- Notes:
1. The number of the Company's shares owned by each candidate indicates the number of shares owned as of the end of the fiscal year under review (September 30, 2024). Moreover, the number includes their shareholdings in the Career Design Center Officers' Shareholding Association.
 2. There is no special interest between any of the candidates and the Company.
 3. Yoshiyuki Wada, Tetsuo Saitou, and Yukiko Miyaji are candidates for outside Director.
 4. Yoshiyuki Wada, Tetsuo Saitou, and Yukiko Miyaji are currently outside Directors of the Company. The tenure of Mr. Wada and Mr. Saitou as outside Directors will have been nine years at the conclusion of this meeting. The tenure of Yukiko Miyaji as outside Director will have been one year at the conclusion of this meeting.
 5. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Yoshiyuki Wada, Tetsuo Saitou, and Yukiko Miyaji to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If the reelection of Mr. Wada, Mr. Saitou, and Ms. Miyaji is approved, the Company plans to renew the aforementioned agreements with them.
 6. The Company has submitted notifications to Tokyo Stock Exchange, Inc. that Yoshiyuki Wada, Tetsuo Saitou, and Yukiko Miyaji have been appointed as independent officers as provided for by the aforementioned exchange. If the reelection of Mr. Wada, Mr. Saitou, and Ms. Miyaji is approved, the Company plans for their appointment as independent officers to continue.
 7. The Company has entered into a directors and officers liability insurance policy with an insurance company, and if each candidate is elected and assumes office as a Director, he/she will be insured under the policy. In addition, the Company plans to renew the policy with the same terms when the policy is renewed.

(Reference) Skills Matrix of the Board of Directors (at the conclusion of this General Meeting of Shareholders)
The following is a list of the abilities and experience possessed by the Company's Directors.

Name	Position in the Company		Independent officer	Nomination and Remuneration Committee	Skills (knowledge, experience and abilities)						
					Corporate management	Industry knowledge	Business	Human resources	Financial accounting	Risk management	ESG
Hiromi Tada	Chairman and CEO			•	•	•	•	•	•	•	•
Yusuke Kayama	Representative Director and Vice President				•	•	•				
Yutaka Nishiyama	Senior Managing Director				•	•		•	•	•	
Yoshiyuki Wada	Outside Director		•	• (Chairman)				•	•	•	
Tetsuo Saitou	Outside Director		•	•					•	•	
Yukiko Miyaji	Outside Director		•				•		•	•	
Ryohei Kikuchi	Director	Full-Time Audit and Supervisory Committee Member				•				•	•
Takashi Sugawara	Outside Director	Audit and Supervisory Committee Member	•					•	•	•	
Haruhiko Minami	Outside Director	Audit and Supervisory Committee Member	•		•				•	•	

Skills	Corporate management	Knowledge, experience and abilities in corporate management
	Industry knowledge	Knowledge, experience and abilities related to human resources business
	Business	Knowledge, experience and abilities related to business operations
	Human resources	Knowledge, experience and abilities related to human resources and human resource development
	Financial accounting	Knowledge, experience and abilities related to finance, accounting and taxation
	Risk management	Knowledge, experience and abilities related to risk management and compliance
	ESG	Knowledge, experience and abilities related to ESG and sustainability