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Securities Code: 3649

Notice of the 40th General Meeting of Shareholders

Date

Thursday, March 27, 2025 at 10 a.m. JST
Reception desk opens at 9:30 a.m. JST

Venue

Otemachi SANKEI Plaza Rooms (311) Tokyo
Sankei Building 3F, 1-7-2, Otemachi, Chiyoda-Ku, Tokyo

Proposals

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Six (6) Directors
(Excluding Directors serving as
Audit & Supervisory Committee
Members)

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To our shareholders:

Shareholders may exercise their voting rights in advance, either via the Internet, etc. or in writing.

Deadline for exercising voting rights

By 5:00 p.m. JST on Wednesday, March 26, 2025

Any changes to the operation of the General Meeting of Shareholders will be posted on our website.

FINDEX Inc.

Securities Code: 3649

March 5, 2025

Dear Shareholders:

1-7-2, Otemachi, Chiyoda-ku, Tokyo
FINDEX Inc.
Teruo Aibara, President & CEO

Notice of the 40th General Meeting of Shareholders

We would like to express our appreciation for your continued support and patronage. We are pleased to inform you that the 40th General Meeting of Shareholders of the Company will be held, with details as follows.

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing. Please review the details of each proposal as the Reference Documents for the General Meeting of Shareholders of the Notice of the 40th General Meeting of Shareholders, and exercise your voting rights by 5:00 p.m., Wednesday, March 26, 2025, JST.

FINDEX Inc. Official Website: <https://findex.co.jp/ir/stock/meeting.html>

TSE Website: <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

General Meeting of Shareholders Materials: <https://d.sokai.jp/3649/teiji/>

Details

1. **Date and Time** Thursday, March 27, 2025 at 10 a.m. JST
2. **Location** Otemachi SANKEI Plaza Room (311)
Tokyo Sankei Building 3F, 1-7-2, Otemachi, Chiyoda-Ku, Tokyo
3. **Purpose of the Meeting**
Reports:
 1. Reports on the Business Results and Consolidated Financial Statements and Audit Results of the Accounting Auditors and the Audit & Supervisory Committee on Consolidated Financial Statements for the 40th Fiscal Year (from January 1, 2024 to December 31, 2024)
 2. Reports on the Financial Statements for the 40th Fiscal Year (from January 1, 2024 to December 31, 2024)
Proposals:
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Six (6) Directors (Excluding Directors serving as Audit & Supervisory Committee Members)

- ◎ For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.
- ◎ In the event of revisions to matters subject to electronic provision measures, notice of such revisions and the original and revised versions of the matters will be posted on each website mentioned above.

<Submission of questions in advance>

At the General Meeting of Shareholders, we will answer questions or comments about the company received from shareholders in advance. Please read the following for details.

- Contact method: Please submit your questions or comments by email.
Be sure to include your name and shareholder number (stated on the Voting Rights Exercise Form) in the subject of the email.
e-mail: kabunushi-soukai@findex.co.jp
- Deadline for submission of questions in advance:
By 5:00 p.m., Wednesday, March 19, 2025, JST
- On the day of the meeting, we will answer questions received in advance that are relevant to the agenda, that are deemed to be of particular interest to shareholders and that the Company is able to answer.
- We are unable to guarantee that all submitted questions will be answered. Please also understand that we cannot provide answers individually.
- The above e-mail address will be invalid after the deadline for submission.

Reference Documents for General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company considers returning profits to shareholders to be one of its most important management issues, and its basic policy is to maintain stable dividends while also taking factors such as future business expansion into consideration.

The Company proposes to pay a year-end dividend for the 40th Fiscal Year as follows:

Details of year-end dividend

(1) Type of dividend property

Cash

(2) Matters related to allocation of dividend property to shareholders and total amount

The Company proposes to pay a dividend of ¥8.0 per common share of the Company.

Total amount: ¥206,494,136

(3) Date when dividends from surplus become effective

March 28, 2025

Proposal 2: Election of Six (6) Directors (Excluding Directors serving as Audit & Supervisory Committee Members)

The terms of office of all five (5) Directors (Excluding Directors serving as Audit & Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this General Meeting of Shareholders.

To further strengthen its management structure, the Company proposes to increase the number of Directors by one (1), bringing the total to six (6), including one (1) Outside Director.

The Audit & Supervisory Committee concludes that all candidates are qualified as Director of the Company.

The candidates for Directors are as follows:

Candidates for Directors

No.	Name	Current Position and Responsibilities at the Company	Candidate Attribute	
1	Re-election Teruo Aibara	President & CEO Department Manager of Business Strategy Dept.	—	
2	Re-election Kohji Kondo	Director and Department Manager of Medical Sales Solutions Dept.	—	
3	Re-election Hiroaki Hasegawa	Director and Department Manager of Consulting Dept.	—	
4	Re-election Riki Miyakawa	Director and Department Manager of Software Package Development Dept. General Manager, Information Security	—	
5	New candidate Keisuke Kakiuchi	Corporate officer and Department Manager of Hospital Sales Solutions Dept.	—	
6	Re-election Akira Ono	Outside Director	Outside Director	Independent Officer

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of the Company's common shares owned
1	<p style="text-align: center;">Teruo Aibara (September 25, 1966)</p>	<p>April 1990 Joined Shikoku Nippon Denki Software K.K.</p> <p>July 1993 Joined Pioneer Shikoku K.K. (now the Company)</p> <p>February 1994 Director of the Company</p> <p>May 1994 President & CEO of the Company (current position)</p> <p>July 2014 Department Manager of Business Strategy Dept. of the Company (current position)</p> <p>February 2017 Director of Eagle Matrix Consulting Co., Ltd. (now EMC Healthcare Co., Ltd.) (current position)</p> <p>April 2021 Representative Director of Fitting Cloud Inc.</p> <p>June 2023 Director of Fitting Cloud Inc. (current position)</p> <p>(Significant concurrent positions) Director of Fitting Cloud Inc. Director of EMC Healthcare Co., Ltd.</p>	<p style="text-align: center;">7,707,600 shares</p>
<p>[Reason for nomination]</p> <p>The candidate has a proven track record, extensive experience of management in general, and outstanding insights, having led the Company as President & CEO since 1994. He has also played an extremely important role in technical decisions, and the determination and execution of management policies and business strategies. The Company requests his reelection believing he will make a competent director because he can be expected to contribute to the Group's business expansion and further growth and development through transformation.</p>			
2	<p style="text-align: center;">Kohji Kondo (March 22, 1964)</p>	<p>August 1984 Joined Suncherry Data System K.K.</p> <p>April 2005 Joined the Company</p> <p>April 2007 Corporate Officer of the Company</p> <p>July 2008 Director and Department Management, System Development Dept. of the Company</p> <p>July 2014 Director and Department Manager, Sales Planning Dept. of the Company</p> <p>January 2021 Director and Department Manager, Medical Sales Solutions Dept. of the Company (current position)</p>	<p style="text-align: center;">124,890 shares</p>
<p>[Reason for nomination]</p> <p>After working primarily in distributor support and system development operations, the candidate demonstrated strong leadership, driving distributor support operations as Corporate Officer from 2007. Having overseen distributor support and system development operations as Director since 2008, he has a proven track record, experience and extensive industry knowledge. He currently oversees sales, marketing distributor support and customer support operations as Director and Department Manager of the Medical Sales Solutions Dept. The Company requests his reelection believing he will make a competent director because he can be expected to contribute to the Group's business expansion and further growth and development through transformation.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of the Company's common shares owned
3	Hiroaki Hasegawa (August 5, 1968)	April 1993 Joined TEIJIN LIMITED. December 2008 Joined BML, INC. July 2009 Joined the Company April 2010 Corporate Officer of the Company December 2010 Director of the Company November 2012 Department Manager, Hospital Sales Solutions Dept. 2 of the Company January 2021 Director and Department Manager, Hospital Sales Solutions Dept. of the Company January 2023 Director and Department Manager, Consulting Dept. of the Company (current position)	16,890 shares
[Reason for nomination]			
<p>The candidate has a proven track record, experience and extensive industry knowledge gained from working mainly in sales operations and then driving sales operations and demonstrating strong leadership as Director from 2010. As Department Manager of the Hospital Sales Solutions Dept., he has overseen sales operations at five sites in Tokyo, Osaka, Hokkaido, Kyoto and Niigata. He is currently drawing on the knowledge and experience gained in sales operations in his role as Department Manager of the Consulting Dept. in charge of new business model development, including proposing improvements in the operation of medical systems and proposing new business. The Company requests his reelection believing he will make a competent director because he can be expected to contribute to the Group's business expansion and further growth and development through transformation.</p>			
4	Riki Miyakawa (July 17, 1972)	April 1998 Joined NEC Corporation August 2009 Joined the Company June 2012 Corporate Officer of the Company July 2014 Corporate Officer and Department Manager, System Development Dept. of the Company March 2016 Director and Department Manager, System Development Dept. of the Company April 2023 Director and Department Manager of Software Package Development Dept. of the Company October 2023 General Manager, Information Security of the Company(current position)	4,890 shares
[Reason for nomination]			
<p>After working primarily in system development operations, the candidate demonstrated strong leadership, driving system development operations as Corporate Officer from 2012. Additionally, since 2016, he has been overseeing the system development of the Group as the Director of the Systems Development Department, and from 2023 onwards, as the Director of Software Package Development and General Manager of the Information Security Department. He possesses a proven track record, experience, and extensive industry knowledge. The Company requests his reelection believing he will make a competent Director as he can be expected to contribute to the Group's business expansion and further growth and development.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities, and significant concurrent positions	Number of the Company's common shares owned
5	Keisuke Kakiuchi (June 7, 1973)	April 1996 Joined NEC Corporation April 2014 Joined the Company April 2018 Corporate Officer of the Company January 2023 Corporate Officer and Department Manager, Hospital Sales Solutions Dept. of the Company (current position)	3,668 shares
	[Reason for nomination] The candidate possesses extensive experience and a proven track record in sales, having primarily worked in sales operations. Since 2018, he has demonstrated strong leadership as a Corporate Officer, overseeing both Sales and System Engineering departments while spearheading strategic planning, sales activities, and business administration. As Department Manager of the Hospital Sales Solutions Dept., he has overseen sales operations at eight sites in Tokyo, Ehime, Osaka, Hokkaido, Kyoto, Niigata, Fukuoka, and Okinawa. He has solidified the sales base of our medical solutions, which is the foundation of our business, and is expected to further contribute to the stability and growth of our Group's business. The Company believes that he will contribute to the Group's business expansion and further growth and development and is qualified as a new candidate for Director.		
6	Akira Ono (February 4, 1954)	April 1980 Joined the Japan Chamber of Commerce and Industry (JCCI) April 2005 General Manager in charge of new projects at JCCI April 2007 General Manager of Business Section and General Manager in charge of promoting new business at JCCI April 2010 General Manager of International Section and Administration Secretary-General of APEC SME Summit Secretariat at JCCI April 2012 Director treatment and General Manager of International Section at JCCI April 2014 Director and Administration Secretary-General, Japan Chamber of Commerce-Tokyo Chamber of Commerce Alliance April 2016 Director and Administration Secretary-General, Tokyo Chamber of Commerce Alliance March 2022 Outside Director of the Company (current position) April 2023 Councilor, Tokyo Chamber of Commerce Alliance June 2024 Director, Japan Consulting Institute for the Betterment of Retail-Businesses (current position) (Significant concurrent positions) Director, Japan Consulting Institute for the Betterment of Retail-Businesses	

[Reasons for nomination and overview of expected roles]

The candidate has gained a great deal of knowledge about making general industry policy proposals to government and promoting and supporting enterprises as well as experience providing guidance at the Japan Chamber of Commerce and Industry where he worked. He has twice experienced working as Administration Secretary-General at overseas Japanese chambers and also has wide-ranging knowledge of international operations, including supporting companies entering overseas markets and global business operations as officer in charge of international affairs. Taking the candidate's current position into consideration, the Company requests his reelection believing he will make a competent outside director because he can be expected to provide the Group's management with appropriate advice and supervision both in terms of corporate governance and promoting business as the Group expands its operations overseas in the future.

- (Notes)
1. The candidates do not have any special interest in the Company.
 2. Mr. Keisuke Kakiuchi is a new candidate for Director.
 3. Mr. Akira Ono is a candidate for Outside Director.
 4. Mr. Akira Ono is currently the Company's Outside Director and will have served as Outside Director for three years upon the conclusion of this General Meeting of Shareholders.
 5. The Company has entered into an agreement with Mr. Akira Ono on the limitation of liability for damages as provided for under the provisions of Paragraph 1, Article 423 of the Companies Act according to the provisions of Paragraph 1, Article 427 thereof and the Articles of Incorporation. The maximum amount of liability based on this agreement shall be the minimum amount stipulated by law, and if the reelection of Mr. Ono is approved, the Company intends to continue the aforementioned agreement with him.
 6. The Company has signed a liability insurance policy for officers, etc. as specified in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, and shall cover the insured persons, who include Directors of the Company, against monetary damages, legal fees and costs, and other damages using the insurance policy (provided, however, there are some waiver events. For example, there is no coverage of damages resulting from actions that the insured committed knowing they were violations of laws and regulations). The candidates will be the insured under the insurance policy if they are appointed and take office as a director. The Company also intends to renew the insurance contract with the same content at next renewal.
 7. The Company has registered Mr. Akira Ono as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange. If Mr. Akira Ono is reappointed, the Company will continue to designate him as an independent officer.

(Reference)

The experience of the six candidates for Directors (Excluding Directors serving as Audit & Supervisory Committee Members) and the three candidates for Directors who are Audit & Supervisory Committee, along with the areas in which the company especially expects from them.

Name	Experience		Areas of expectations from the company										
	Corporate management	Business operation	Finance and accounting	Legal affairs and compliance	Risk management	IR	Information security	Business planning	Development and technology	Sales and consulting	Industry knowledge	Overseas knowledge	Sustainability
Teruo Aibara	●	●			●	●		●	●	●	●		●
Kohji Kondo		●						●	●	●	●		
Hiroaki Hasegawa		●					●	●	●	●	●		
Riki Miyakawa		●					●		●	●	●		
Keisuke Kakiuchi		●						●	●	●	●		
Akira Ono (Outside Director)												●	
Kouji Yamauchi (Full-time Audit & Supervisory Committee Member)				●	●								
Takashi Kitada (Outside Director) (Audit & Supervisory Committee Member)	●		●		●								
Akira Yamada (Outside Director) (Audit & Supervisory Committee Member)	●												●

* If Proposal 2 is approved as proposed, the Company will have six Directors (excluding Directors serving as Audit & Supervisory Committee Members) (including one Outside Director). Mr. Akira Ono, who is the Outside Director, will be an Independent Officer.

* The above list represents the areas of expectation from each individual based on their experience, etc. and is not an exhaustive list of all the expertise each director can offer.