

Notice of Convocation of the 23rd Annual General Meeting of Shareholders

Dear Shareholders:

We would hereby like to inform you that the 23rd Annual General Meeting of Shareholders will be held as follows.

The Notice of the General Meeting of Shareholders is provided electronically, and matters concerning the electronic provision are posted on the following website.

The Company's web site

https://www.dreamincubator.co.jp/ir/shareholder_meeting/

The Tokyo Stock Exchange, Inc. web site

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

To view information regarding the convocation of the General Meeting of Shareholders, please visit the website above, enter/search the name of the Company or its securities code, and choose "Basic information," "Documents for public inspection / PR information."

If you are unable to attend, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 6:00 p.m. on Monday, June 19, 2023.

Yours faithfully

Tetsuro Harada

Representative Director and CEO

Dream Incubator Inc.

3-2-6 Kasumigaseki, Chiyoda-ku, Tokyo, Japan

1	Date and Time	Tuesday, June 20, 2023, at 2:00 p.m.
2	Venue	31 Builedge Kasumigaseki Plaza Hall Kasumigaseki Building, First Floor 3-2-5, Kasumigaseki, Chiyoda-ku, Tokyo, Japan
3	Agenda	<p><u>Items to be reported</u></p> <p>1. Business Report, Consolidated Financial Statements for the 23rd Fiscal Year (from April 1, 2022 to March 31, 2023), as well as Auditing Reports on Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee</p> <p>2. Non-Consolidated Financial Statements for the 23rd Fiscal Year (from April 1, 2022 to March 31, 2023)</p> <p><u>Items to be resolved</u></p> <p>Proposal 1 Election of Four Directors Who Are Not Audit and Supervisory Committee Members</p> <p>Proposal 2 Election of One Director Who Is an Audit and Supervisory Committee Member</p> <p>Proposal 3 Payment of Directors' Bonuses</p>

- | If there is no indication of your vote for or against the proposal in the Voting Rights Exercise Form, your vote shall be treated as approval of the proposal.
- | If you have exercised your voting rights multiple times on the Internet, the final vote will be taken as valid.
- | If you have exercised your voting rights both in writing and via the Internet, those exercised via the Internet will be taken as valid.
- | If you plan to attend the meeting in person, please submit the Voting Rights Exercise Form to the receptionist at the meeting.
- | If there are any amendments to the matters concerning the electronic provision, we will post the corrections on each website.
- | Out of the matters subject to measures for electronic convocation, systems to ensure adequacy of business and overview of their operational status in the business report, consolidated and non-consolidated statements of changes in net assets, and notes to the consolidated and non-consolidated financial statements are listed on the Company's internet website in accordance with law and with Article 15 of the Articles of Incorporation. The notes can be viewed online and, therefore, are not included in this notice. Accordingly, the reference materials for electronic convocation are a portion of the business report, consolidated and non-consolidated financial statements audited by the Audit and Supervisory Board Members in the formulation of the Audit Report.

Proposal 1

Election of Four Directors Who Are Not
Audit and Supervisory Committee Members

The term of office of all (four) of the Company's directors (excluding directors who are Audit and Supervisory Committee members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this general meeting. Accordingly, we request the election of four directors. With regard to this proposal, the Audit and Supervisory Committee has expressed its opinion that all of the director candidates are qualified and capable of fulfilling the roles expected of directors.

Director candidates are as follows.

No.	Name	Age	Current Position, Responsibility	Attendance at Board of Directors Meetings	Attributes of Director Candidates		
1	Takayuki Miyake	53	Representative Director, President & COO	100% (12/12)	Reelection	Executive officer	—
2	Kyohei Hosono	50	Director, Vice President & COO	100% (12/12)	Reelection	Executive officer	—
3	Tetsuro Harada	57	Representative Director & CEO, Chairman of the Board of Directors	100% (12/12)	Reelection	Executive officer	—
4	Tsutomu Fujita	63	Director	100% (12/12)	Reelection	Outside director	Independent director

1

Takayuki Miyake (Born April 24, 1970; age 53)

Reelection



Number of Company shares held: 87,600 shares

Brief Personal History, Positions, Duties, and Important Concurrent Positions

Apr. 1995 Joined the Ministry of International Trade and Industry
(now the Ministry of Economy, Trade and Industry)
Jul. 2001 Joined A.T. Kearney
Jun. 2004 Joined Dream Incubator
Nov. 2004 Manager
Oct. 2009 Executive Officer (current position)
Jun. 2019 Director
Jun. 2020 Representative Director & COO, Business Production Department
Jun. 2021 Representative Director, President & COO (current position)

Reasons for Selection as a Candidate for Director

Mr. Takayuki Miyake assumed the position of Executive Officer of the Company in 2009. As officer in charge of the Business Production Department, he has contributed to the establishment and development of our unique consulting services, producing new businesses and industries. He assumed the position of Representative Director and President in 2021, and has promoted efforts to strengthen the Company's earnings base, with a focus on producing businesses. We have determined that his extensive work experience and high level of management insight are necessary to continuously enhance the Group's corporate value going forward, and we request his continued election as a Director.

2

Kyohei Hosono (Born April 28, 1973; age 50)

Reelection



Number of Company shares held: 38,300 shares

Brief Personal History, Positions, Duties, and Important Concurrent Positions

Apr. 1996 Joined the Overseas Economic Cooperation Fund
(now the Japan Bank for International Cooperation)
Aug. 1998 Studied abroad at St. Petersburg State University
May 2000 Masters of Public Administration, University of Michigan
Oct. 2005 Joined Dream Incubator
Aug. 2007 Manager
Oct. 2009 Managing Director in Charge of Asia
Oct. 2012 Executive Officer (current position)
Jun. 2019 Director
Jun. 2020 Representative Director & COO, Incubation Department
Jun. 2021 Director & COO (current position)

Reasons for Selection as a Candidate for Director

Mr. Kyohei Hosono was responsible for producing global businesses that bridge Japan and other parts of Asia by supporting large corporations in their Asian expansion strategies and fostering investment geared toward Asia. In addition, as the officer in charge of the Incubation Department, he helped to cultivate development in innovative venture companies and growth businesses. We have determined that his extensive work experience and high level of management insight are necessary to continuously enhance the Group's corporate value going forward, and we request his continued election as a Director.



Number of Company shares held: 54,300 shares

Brief Personal History, Positions, Duties, and Important Concurrent Positions

Apr. 1981 Joined the Japan Maritime Self-Defense Force
 Apr. 1990 Joined Nippon Life Insurance Company
 May 1996 Received MBA from the University of California, Berkley
 Oct. 2000 Joined Dream Incubator
 Jan. 2003 Manager
 Jun. 2006 Executive Officer (current position)
 Nov. 2017 Director, ipet Insurance Co., Ltd.
 Jun. 2018 Director, Dream Incubator
 Jun. 2020 Representative Director & CEO (current position)
 Oct. 2020 Director, ipet Holdings, Inc. (Audit and Supervisory Committee member)
 Jun. 2021 Director, ipet Holdings, Inc.

Reasons for Selection as a Candidate for Director

In 2006, Mr. Tetsuro Harada assumed the position of Executive Officer in charge of the Corporate Department. Since then, he has directed all aspects of the Company's business administration and human resources and general affairs, helping to improve the soundness and transparency of the Company's management. Since assuming the position of Representative Director and CEO in 2020, he has striven to enhance governance as Chairman of the Board of Directors. We have determined that his high level of management insight and experience are necessary to continuously enhance the Group's corporate value going forward, and we request his continued election as a Director.



Number of Company shares held: 0 shares

Brief Personal History, Positions, Duties, and Important Concurrent Positions

Apr. 1982 Joined Yamaichi Securities Co., Ltd.
 Oct. 1997 Joined Merrill Lynch Asset Management
 Sep. 2000 Joined Nikko Salomon Smith Barney Securities Ltd. (now Citigroup Global Markets Japan Inc.)
 Nov. 2010 Director & Vice Chairman
 Jun. 2016 Advisor, Citigroup Global Markets Japan (current position)
 Apr. 2017 Adjunct Professor, School of Business Administration, Hitotsubashi University (current position)
 Jul. 2017 Representative, Hitotsubashi University Graduate School Fintech Research Forum (current position)
 Sep. 2019 Director, HOUSE DO Co., Ltd. (now &Do Holdings Co., Ltd.)
 Jun. 2020 Outside Director, RIZAP Group, Inc. (current position)
 Jun. 2021 Outside Director, Dream Incubator (current position)
 Jun. 2021 Outside Director, ZUU Co., Ltd. (current position, scheduled to resign on Jun.28,2023)
 Apr. 2022 Visiting Professor, School of Business Administration, Hitotsubashi University (current position)
 Jun. 2022 Representative Director & President, Strategy Advisors Co., Ltd. (current position)
 Jun. 2023 Outside Audit, ITOCHU Corporation (to be appointed on June 23, 2023)

Reasons for Selection as a Candidate for Outside Director and Overview of Expected Role

Mr. Tsutomu Fujita has gained extensive experience and insight in corporate management through such roles as Advisor (and formerly Vice Chairman) of Citigroup Global Markets Japan, serving as Outside Director to multiple companies, and his position as Adjunct Professor in the School of Business Administration at Hitotsubashi University. Based on this background, he has helped to strengthen the Company's governance by supervising its management and providing accurate and meaningful advice on the Company's overall management. Through such efforts, we expect that he will continue contributing toward the enhancement of the Group's corporate value, and we therefore request his continued appointment.

- Notes: 1. No special-interest relationships exist between the individual candidates and the Company.
 2. Mr. Tsutomu Fujita is a candidate for outside director. As he satisfies the requirements for an independent director as stipulated by the Tokyo Stock Exchange, Inc., if Mr. Fujita assumes the position of outside director, we intend to provide notice that he is an independent director.
 3. Mr. Tsutomu Fujita is currently an outside director of the Company. At the conclusion of this general meeting, his period of tenure will be two years.
 4. In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Tsutomu Fujita to limit his liability for damages as provided for by Article 423, Paragraph 1 of the Companies Act. If Mr. Fujita performs his duties in good faith and without gross negligence, his maximum liability for damages to the Company shall be limited to the minimum amount stipulated in laws and regulations. If his reelection is approved, the Company intends to continue this agreement with him.
 5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If the individual candidates are elected and assume their positions as directors, the Company plans to include them as insured parties under this insurance policy. For details of the insurance policy, see "Business Report, 4. Matters concerning Company Officers, (3) Overview of Details of Directors and Officers Liability Insurance Policy" in this convocation notice.

Proposal 2

Election of One Director Who Is an Audit and Supervisory Committee Member

The term of office for one director who is an Audit and Supervisory Committee member, namely Yuriya Komatsu, will expire at the conclusion of this general meeting. Accordingly, we request the election of one director who is an Audit and Supervisory Committee member. The Audit and Supervisory Committee has approved this proposal.

The candidate for director who is an Audit and Supervisory Committee member is as follows.

No.	Name	Age	Current Position, Responsibility	Attendance at Board of Directors Meetings	Attendance at Audit and Supervisory Committee Meetings	Attributes of Director Candidates		
1	Yuriya Komatsu	60	Director, Audit and Supervisory Committee member	92% (11/12)	100% (12/12)	Reelection	Outside director	—

1

Yuriya Komatsu (Born October 18, 1962; age 60)

Reelection



Number of Company shares held: 0 shares

Brief Personal History, Positions, Duties, and Important Concurrent Positions

Apr. 1986 Joined Nomura Securities Co., Ltd.
 Apr. 1988 Joined Credit Suisse Trust and Banking Co., Ltd.
 Apr. 1990 Joined SPARX Asset Management Co., Ltd. (now SPARX Group Co., Ltd.)
 May 1996 Joined The Dreyfus Corporation
 Dec. 1999 Joined Fiduciary Trust Company International
 Sep. 2000 Joined IntellAsset, Inc.
 Nov. 2004 Joined Worldeye Capital Inc.
 Jun. 2006 Joined Olympus Capital Holdings Asia
 Jul. 2010 Joined Daiwa Quantum Capital Limited
 Aug. 2010 Executive Officer, Otsuka Chemical Co., Ltd.
 Aug. 2012 Advisor, DWANGO Co., Ltd.
 Jan. 2013 Advisor, Otsuka Chemical (current position)
 Executive Officer & CFO, DWANGO
 Oct. 2014 Director, KADOKAWA DWANGO CORPORATION
 (now KADOKAWA CORPORATION)
 Director, DWANGO
 Jun. 2017 Executive Officer, KADOKAWA DWANGO CORPORATION
 (now KADOKAWA CORPORATION)
 Jul. 2020 Director, NTN Corporation (current position)
 Jun. 2021 Outside Director, Dream Incubator (current position)
 Jun. 2021 Managing Director, IA Partners Inc.
 Jun. 2022 Outside Director, Daicel Corporation (current position)
 Jan. 2023 Director, IA Partners Inc. (current position)

Reasons for Selection as a Candidate for Outside Director and Overview of Expected Role

Ms. Yuriya Komatsu possesses extensive experience at financial institutions and business companies, experience in promoting women's participation in the workforce, and broad knowledge of accounting and finance. Based on her wealth of experience and professional knowledge accumulated to date, we expect her to supervise the Company's management and provide related advice. In addition, we anticipate that she will utilize her experience and insight in auditing the Company's management. Accordingly, we request her election as an outside director who is an Audit and Supervisory Committee member.

Notes: 1. No special-interest relationships exist between Ms. Yuriya Komatsu and the Company.

2. Ms. Yuriya Komatsu is a candidate for outside director. As she satisfies the requirements for an independent director as stipulated by the Tokyo Stock Exchange, Inc., if Ms. Komatsu assumes the position of outside director, we intend to provide notice that she is an independent director.

3. Ms. Yuriya Komatsu is currently an outside director who is an Audit and Supervisory Committee member of the Company. At the conclusion of this general meeting, her period of tenure will be two years.

4. In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Yuriya Komatsu to limit her liability for damages as provided for by Article 423, Paragraph 1 of the Companies Act. If Ms. Komatsu performs her duties in good faith and without gross negligence, her maximum liability for damages to the Company shall be limited to the minimum amount stipulated in laws and regulations. If her reelection is approved, the Company intends to continue this agreement with her.

5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If Ms. Yuriya Komatsu is elected and assumes her position as director who is an Audit and Supervisory Committee member, the Company plans to include her as an insured party under this insurance policy. For details of the insurance policy, see "Business Report, 4. Matters concerning Company Officers, (3) Overview of Details of Directors and Officers Liability Insurance Policy." in this convocation notice.

Reference

Expected Management Structure if
Proposals 1 and 2 Are Approved

Under the medium-term management plan, we aim to realize our mission statement of “changing societies and creating businesses” while simultaneously enhancing corporate value. To promote and maintain governance over the medium-term plan, the Board of Directors will adopt a monitoring model.

We appoint directors with broad experience in management, as well as expertise, knowledge, and experience in various fields to improve the effectiveness of the Board of Directors.

We believe it is particularly important for the Company’s directors to have experience in the following areas.

Skills and Experience	Description
Corporate management	General experience, knowledge, and governance experience related to the management of listed companies
Capital markets	Experience and knowledge of investing in listed companies and responding to shareholders and investors
Finance and accounting	Knowledge of finance and accounting and experience in formulating financial strategies, including growth investments and shareholder return strategies
Legal and risk management	Specialized knowledge and experience in corporate legal, regulatory and risk management
Consulting	Consulting experience and management experience in the consulting business
Government, international institutions	Experience in government, related organizations, and international organizations working to resolve social issues through industry
Global	Management experience in a global company or business experience outside Japan

Name	Position	Outside	Independent	Areas of Particular Expertise and Experience						
				Corporate Management	Capital Markets	Finance and Accounting	Legal and Risk Management	Consulting	Government, International Institutions	Global
Takayuki Miyake	Representative Director, President			Yes				Yes	Yes	
Kyohei Hosono	Director, Executive Vice President			Yes				Yes	Yes	Yes
Tetsuro Harada	Director, Chairman of the Board			Yes		Yes		Yes		
Tsutomu Fujita	Director	Yes	Yes	Yes	Yes					Yes
Soichiro Uno	Director, Audit and Supervisory Committee member	Yes	Yes	Yes			Yes			Yes
Yuriya Komatsu	Director, Audit and Supervisory Committee member	Yes	Yes	Yes	Yes	Yes				
Sakon Uda	Director, Audit and Supervisory Committee member	Yes	Yes	Yes	Yes			Yes		

Note: The above skills matrix is a list of skills and areas of expertise that we specifically expect from each candidate. This table does not represent all of the knowledge and experience that each person possesses.

In accordance with our medium-term management plan announced in May 2022, we are currently promoting structural reforms to focus our resources on our Business Production business, while appropriately harvesting from our Incubation business. In the fiscal year ended March 31, 2023, we recorded an extraordinary gain of approximately 18.4 billion yen on the sale of ipet Holdings, Inc., which pushed companywide profit to a new record high. As previously announced, we have decided to return 10.0 billion yen in profits to our shareholders to reward them for their support to date.

At the same time, due to the nature of our business as a professional consulting firm, we consider human resources as our primary growth driver. In addition to returning profits to shareholders, we have adopted a remuneration strategy that shares a portion of our profits with our directors and employees to ensure we can continue to secure and retain top talent. In light of the significant one-time capital gains recorded in the fiscal year ended March 31, 2023, we would like to pay, in accordance with the aforementioned policy, 407 million yen in cash bonuses to three directors who were not members of the Audit and Supervisory Committee (excluding outside directors) at the end of said fiscal year.

Of this amount, 240 million yen exceeds the limit on annual cash remuneration (300 million yen) for directors who are not members of the Audit and Supervisory Committee, resolved at the 16th Annual General Meeting of Shareholders on June 13, 2016. We therefore request special approval for the payment of an additional 240 million yen (the portion exceeding the annual remuneration limit) to be paid as bonuses to the three aforementioned directors.

We also request that decisions on specific amounts of remuneration to be paid to each director are left to the discretion of the Board of Directors.

In its consideration of directors' bonuses and the proposal in question, the Board of Directors has consulted with the Nomination and Compensation Committee, which is composed of a majority of outside directors, in accordance with our Policy for Determining Executive Remuneration, etc., and determined that the proposed bonuses are appropriate based on recommendations of the committee. In addition, our Audit and Supervisory Committee examined the proposal in advance, and expressed the opinion that the proposal is appropriate. For our Policy for Determining Executive Remuneration, etc., see "Business Report, 4. Matters concerning Company Officers, (4) Amounts for Director Remuneration, etc." in this convocation notice.

[Reference] Our View on Calculation of Bonuses

As competition for human resources intensifies within the consulting industry, it is essential for us to secure top talent and provide remuneration levels and structures that motivate our personnel in order to sustainably improve our corporate value through our mission statement of "changing societies and creating businesses."

Our business structure to date has been underpinned by two pillars: the Business Production business (consulting) and the Incubation business (venture investment and development). Our remuneration model reflects this hybrid structure. In the Business Production business, we derive remuneration from annual profits. In the Incubation business, however, we handle a large number of long-term development projects that can take up to 10 years to generate investment returns. Due to the extremely high volatility inherent in the Incubation business, the total remuneration amounts we can pay are generally subdued until substantial profits can be realized.

Accordingly, when significant capital gains are generated, in addition to returning profit to shareholders, we believe it is important to provide appropriate remuneration with the aims of ensuring our remuneration remains competitive by offsetting past subdued remuneration, and increasing the motivation of directors and employees to help improve medium- to long-term earnings performance and corporate value.

The bonuses linked to recent earning performance, including the extraordinary gain recorded on the sale of shares in ipet Holdings, Inc., were evaluated based on the perspective above while taking into account factors such as historical earnings contributions by all employees including directors (factoring in contributions to profit and to the building and strengthening of management foundations), position, responsibilities, tenure, and subdued remuneration in the past.

With regard to director's bonuses, we have set a coefficient for performance-linked remuneration based on our Policy for Determining Executive Remuneration, etc. However, applying this coefficient directly to overall profits, including the aforementioned one-time extraordinary gain, would have lifted the bonuses to excessive levels. We have therefore made certain adjustments to reduce the amounts and arrive at appropriate levels, taking into consideration job responsibilities, industry remuneration standards, and a balance with the remuneration of senior management.