



Securities Code: 6185

29th Fiscal Year

Notice of Convocation of the Ordinary General Meeting of Shareholders

Date and Time

Thursday, June 25, 2026 at 10:00 a.m. (JST)

Location

TKP Garden City PREMIUM Shinagawa Hall 5A, Keikyu No. 11 Building,
4-11-16 Takanawa, Minato-ku, Tokyo
(Please see the location map at the end of this notice.)

Proposals

Proposal 1

Election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee members)

Proposal 2

Election of three (3) Directors who are Audit and Supervisory Committee members

No souvenirs

There will be no souvenirs provided to the shareholders who attend the General Meeting of Shareholders. We ask for your kind understanding.

SMN Corporation

Securities Code: 6185
(Date of delivery) June 5, 2026
(Date of commencement of electronic provision measures) June 4, 2026

To our shareholders:

2-11-1 Osaki, Shinagawa-ku, Tokyo
SMN Corporation
President and Representative Director Naoki Harayama

Notice of Convocation of the 29th Ordinary General Meeting of Shareholders

We are pleased to inform you that the 29th Ordinary General Meeting of Shareholders will be held. The details are as follows.

If you choose not to be present in person at the meeting, you may exercise your voting rights in writing or via the Internet. Votes need to arrive or be received no later than 6:30 p.m. Wednesday, June 24, 2026. I ask for the understanding and cooperation of our shareholders with regard to this issue.

Upon convening this General Meeting of Shareholders, the Company will take measures for electronic provision with respect to information that constitutes the content of Reference Documents, etc. for the General Meeting of Shareholders (Matters for Electronic Provision). You are kindly requested to check the information by accessing either of the following Company websites on which the information is posted.

The Company's website:
<https://www.so-netmedia.jp>



TSE website (Listed Company Search)
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



(Please visit the TSE website above, enter/search "SMN" under "Issue name (company name)" or its securities code "6185" under "Code," and choose "Basic information," "Documents for public inspection / PR information" and "Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting.")

1. Date and Time Thursday, June 25, 2026 at 10:00 a.m. (JST)
 2. Location TKP Garden City PREMIUM Shinagawa Hall 5A, Keikyu No. 11 Building,
4-11-16 Takanawa, Minato-ku, Tokyo
 3. Meeting Agenda
Reports
 1. Business report and the Consolidated Financial Statements, for the 29th Fiscal Year (from April 1, 2025 to March 31, 2026), as well as the audit reports of the Accounting Auditor and the Audit and Supervisory Committee for Consolidated Financial Statements.
 2. Non-Consolidated Financial Statements for the 29th Fiscal Year (from April 1, 2025 to March 31, 2026).
- Proposals
- Proposal 1 Election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee members)
 - Proposal 2 Election of three (3) Directors who are Audit and Supervisory Committee members

If you attend the meeting in person, please submit the voting rights exercise form sent with this notice of convocation to the receptionist.

For this general meeting of shareholders, in accordance with the provisions of applicable laws and regulations and the Articles of Incorporation, we have decided to send the paper-based documents sent to shareholders who have requested delivery of paper-based documents to all shareholders. Please also refer to these documents.

In the event that Matters for Electronic Provision are revised, the revisions will be posted on the Company's website above and the TSE website by stating to that effect and unrevised and revised matters.

Among the items subject to measures for electronic provision, the following items are not stated in said document in accordance with the provisions of applicable laws and regulations and Article 15 (Measures for Electronic Provision, etc.) of the Company's Articles of Incorporation.

Notes to the Consolidated Financial Statements and the Non-consolidated Financial Statements

The consolidated financial statements and non-consolidated financial statements that the Audit and Supervisory Committee and the Accounting Auditor audited to prepare an audit report and an accounting audit report respectively include, in addition to what is stated in those documents, what should be displayed as notes to consolidated financial statements and non-consolidated financial statements.

Other information for shareholders will be posted on the Company's website (<https://www.so-netmedia.jp>) on the Internet. If we plan to change our handling of the meeting significantly due to future circumstances, we will post changes on the Company's website.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee members)
 The terms of office of all the three (3) Directors (excluding Directors who are Audit and Supervisory Committee members; The same shall apply to this proposition) shall continue until the conclusion of this General Meeting.
 Therefore, the Company proposes the election of three Directors.

The Audit and Supervisory Committee and the Nomination and Remuneration Committee have decided that all Director candidates listed on this agenda item are qualified as Directors. The candidate Directors are as follows:

No.	Name	Current positions	Responsibilities and important concurrent positions	Classification
1	Naoki Harayama	President and Representative Director	Overall management Representative Director of SMN Corporation	Reappointment
2	Takahiro Yasuda	Vice President, Member of the Board of Directors	Technology supervision Director of SMT Corporation	Reappointment
3	Yasutaka Ogasawara	Director	Executive Officer and Director of Corporate Services Division, Sony Network Communications Inc. Director of Sony Biz Networks Corporation Vice President of SOULA Inc. Director of Life Elements Inc.	Reappointment

Reappointment

Candidates for Directors to be reappointed

Outside

Candidates for Outside Directors

Newly appointed

Candidates for Directors to be newly appointed

Independent

Candidate for Independent Officer notified to stock exchange

(For reference) Policy and procedure for nomination of Director candidates

The Company has a Nomination and Remuneration Committee, a non-mandatory committee that has the same functions as the nomination committee at a company with a nomination committee. Half or more of the members of the Nomination and Remuneration Committee are Outside Directors. The Nomination and Remuneration Committee reports its opinion on the nomination of Director candidates to the Board of Directors.

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant important positions outside the Company)	Number of the Company's shares owned (As of March 31, 2026)
1	<p>Reappointment</p> <p>Naoki Harayama (April 21, 1967)</p>	<p>April 1991 Joined Oki Electric Industry Co., Ltd.</p> <p>February 2001 Joined Sony Corporation (present Sony Group Corporation)</p> <p>April 2016 Transferred to Sony Mobile Communications Inc. (present Sony Corporation)</p> <p>April 2018 Seconded to Sony Network Communications Inc.</p> <p>July 2021 Director of Sony Network Communications Lifestyle Inc.</p> <p>February 2022 Vice President of SOULA Inc.</p> <p>February 2023 Corporate Officer and Deputy President of the Company</p> <p>March 2023 Representative Director of NexGen Digital Inc.</p> <p>June 2023 Director and Deputy President of the Company</p> <p>June 2023 Representative Director of SMT Corporation (present)</p> <p>June 2023 Director of Ruby Groupe, Inc.</p> <p>April 2024 President and Representative Director of the Company (present)</p> <p>Overall management (President and Representative Director)</p>	91,059 shares
		Reason for nomination Mr. Naoki Harayama is judged to be qualified as a Director and nominated as a Director candidate because he has a deep knowledge about business for corporate clients and can be expected to rebuild the Group's earning power.	
2	<p>Reappointment</p> <p>Takahiro Yasuda (October 28, 1977)</p>	<p>April 2002 Joined Sony Corporation (present Sony Group Corporation)</p> <p>April 2005 Seconded to Sony Network Communications Inc. (present Sony Network Communications Inc.)</p> <p>October 2007 Transferred to So-net Entertainment Corporation (present Sony Network Communications Inc.)</p> <p>February 2012 Seconded to the Company</p> <p>January 2015 Transferred to the Company</p> <p>April 2020 Corporate Officer of the Company (present)</p> <p>June 2023 Director of SMT Corporation (present)</p> <p>June 2024 Director of the Company (present)</p> <p>Technical administration (Member of the Board of Directors, Vice President)</p>	29,265 shares
		Reason for nomination Mr. Takahiro Yasuda is judged to be qualified as a Director and nominated as a Director candidate because he has extensive knowledge about our technology and can be expected to promote the strengthening of the Group's technological capabilities.	

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant important positions outside the Company)	Number of the Company's shares owned (As of March 31, 2026)
3	<p style="text-align: center;">Reappointment</p> <p>Yasutaka Ogasawara (January 14, 1972)</p>	<p>April 1996 Joined Nippon Telegraph and Telephone Corporation (present NTT, Inc.)</p> <p>May 2001 Joined Sony Corporation (present Sony Group Corporation)</p> <p>April 2014 Seconded to So-net Inc. (present Sony Network Communications Inc.)</p> <p>June 2018 Director, Sony Biz Networks Corporation (present)</p> <p>June 2020 Representative Director and President, Sony Biz Networks Corporation</p> <p>November 2024 Director, Corporate Services Division, Sony Network Communications Inc.</p> <p>January 2025 Vice President of SOULA Inc. (present)</p> <p>June 2025 Director of Life Elements Inc. (present)</p> <p>June 2025 Director of the Company (present)</p> <p>April 2026 Executive Officer and Director of Corporate Services Division, Sony Network Communications Inc. (present)</p>	<p>– shares</p>
<p>Reason for nomination</p> <p>Mr. Yasutaka Ogasawara is judged to be qualified as Director and nominated as a Director candidate because he has extensive experience in corporate management and can be expected to provide appropriate advice on matters such as promoting closer business cooperation between the Sony Group and the Company.</p>			

- (Notes)
1. The career summaries of Mr. Naoki Harayama, Mr. Takahiro Yasuda and Mr. Takayuki Ogasawara include their positions and responsibilities at Sony Network Communications Inc., the parent company of the Company, and subsidiaries of the Company in the past ten years.
 2. Mr. Yasutaka Ogasawara is an executive of Sony Network Communications Inc., the parent company of the Company, and Director of Sony Biz Networks Corporation, a fellow group company of the Company, and the Board of Directors of the Company has approved conflict-of-interest transactions. Other candidates do not have any special interest in the Company.
 3. The Company has executed an agreement with Mr. Yasutaka Ogasawara 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. The maximum amount of liability based on this agreement shall be the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 4. The Company has entered into a directors' and officers' liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. Directors and Auditors of the Company and the subsidiaries of Companies that are described in 1. (3) (iii) Status of important subsidiaries (including persons who were in office during the fiscal year under review) of the Company are the insured persons under the contract. The insurance premiums are borne in full by the Company. Any candidates who are elected and take office as Directors will be insured persons. Under the insurance contract, the insurance company agrees to indemnify any damage that may arise when the insured persons assume liability for the execution of their duties or receive a claim related to the pursuit of such liability. The contract is renewed each year. The Company also plans to renew the contract with the same content at next renewal.
 5. The Company has entered into no indemnification agreement set out in Article 430-2, paragraph 1 of the Companies Act with any candidate above.

Proposal 2: Election of three (3) Directors who are Audit and Supervisory Committee members

The terms of office of all three (3) Directors serving as Audit and Supervisory Committee members expire when this General Meeting ends. Accordingly, the Company proposes the election of three (3) Directors who serve as Audit and Supervisory Committee members.

This agenda item has been discussed by the Nomination and Remuneration Committee and has been consented to by the Audit and Supervisory Committee.

Candidates for Directors who serve as Audit and Supervisory Committee members are listed below.

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant important positions outside the Company)	Number of the Company's shares owned (As of March 31, 2026)
1	<div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Outside</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Independent</div> <p>Toshiyuki Honma (May 25, 1963)</p>	<p>April 1987 Joined Furukawa Electric Co., Ltd. November 1988 Joined the Tokyo Branch of Banque Indosuez (France) January 1996 Joined Deutsche Morgan Grenfell Securities Ltd. (present Deutsche Securities Inc.) September 1998 Joined Merrill Lynch Securities Co., Ltd. Tokyo Branch June 1999 Joined Deutsche Securities Inc. June 2019 Deputy General Manager of Accounting Department, Sasaki Sports Inc. June 2020 Director of the Company (Audit and Supervisory Committee member) (present) June 2021 Auditor of SMT Corporation (present) June 2021 Auditor of ASA Inc. (present) June 2021 Auditor of Zeta Bridge Corporation</p>	3,200 shares
<p>Reason for nomination and overview of expected roles Mr. Toshiyuki Honma is an Outside Director candidate. Mr. Toshiyuki Honma is judged to be qualified as an Outside Director due to his extensive experience working in accounting departments and is expected to give appropriate advice about management oversight at the Company. If he is elected, he will be involved in decision making by the Board of Directors from an objective and neutral position. For the reasons described above, we made the decision that Mr. Honma could adequately carry out his assignment as Outside Director, even though he has never been involved in corporate management except as outside officer.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant important positions outside the Company)	Number of the Company's shares owned (As of March 31, 2026)
2	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Independent</div> <p>Yasukazu Aiuchi (July 1, 1952)</p>	<p>April 1977 Joined the banking arm of J.P. Morgan Tokyo Branch</p> <p>April 1998 Joined the Tokyo Office of Bank of America Corporation, Chief Country Officer of Bank of America Group in Japan</p> <p>July 2003 Joined the Deutsche Bank AG, Tokyo Branch Manager</p> <p>June 2006 Auditor of Sony Communication Corporation (present Sony Network Communications, Inc.)</p> <p>April 2015 Audit and Supervisory Board Member of the Company</p> <p>June 2016 Director of the Company (Audit and Supervisory Committee member) (present)</p> <p>January 2018 Director of Japan Gastronomy Association</p>	10,600 shares
<p>Reason for nomination and overview of expected roles</p> <p>Mr. Yasukazu Aiuchi is an Outside Director candidate. Mr. Yasukazu Aiuchi is judged to be qualified as an Outside Director due to his extensive management experience at financial institutions and is expected to give appropriate advice about management oversight at the Company. If the proposition is approved, we expect him to be involved in the selection of officers of the Company and the determination of officers' remuneration, etc. from a neutral and objective perspective as a member of the Nomination and Remuneration Committee.</p>			

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (Significant important positions outside the Company)	Number of the Company's shares owned (As of March 31, 2026)
3	<div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Newly appointed</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 2px;">Independent</div> <p>Rikako Sekine (Present surname: Takebayashi) (July 25, 1963)</p>	<p>July 1989 Joined Asia Advisory Service April 1992 Joined Deutsche Real Estate Consulting GmbH June 1998 Seconded to Citibank, N.A. May 2005 Joined Actos Japan, LLC June 2014 Joned SMBC Trust Bank Ltd. June 2020 Managing Executive Officer of SMBC Trust Bank Ltd. April 2026 Representative Partner of Mozaic LLC (present) April 2026 Advisor of SMBC Trust Bank Ltd. (present)</p>	– shares
<p>Reason for nomination and overview of expected roles Ms. Rikako Sekine is an Outside Director candidate. Ms. Rikako Sekine is judged to be qualified as an Outside Director due to her extensive experience in management at companies, including financial institutions, and is expected to give appropriate advice about management oversight at the Company. For the reasons described above, we made the decision that Ms. Sekine could adequately carry out her assignment as Outside Director, even though she has never been involved in corporate management as director. Although the present surname of candidate Ms. Rikako Sekine is “Takebayashi,” she executes her duties under her previous surname “Sekine”.</p>			

- (Notes)
1. Each candidate does not have any special interest in the Company.
 2. Mr. Toshiyuki Honma, Mr. Yasukazu Aiuchi, and Ms. Rikako Sekine are Outside Director candidates.
The reasons for their nomination as candidates for Outside Director and their expected roles are as described above.
 3. Mr. Toshiyuki Honma and Mr. Yasukazu Aiuchi are Outside Directors of the Company. Mr. Honma will have been an Outside Director for six years at the close of the annual shareholders' meeting. Mr. Aiuchi will have been Outside Directors for ten years.
 4. The Company has executed an agreement with Mr. Toshiyuki Honma and Mr. Yasukazu Aiuchi 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. The maximum amount of liability based on this agreement shall be the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, and if the reelection of each person is approved, the Company intends to continue the aforementioned agreement with each of them. If the election of Ms. Rikako Sekine is approved, the Company will enter into the same agreement with her.
 5. If the election of Mr. Toshiyuki Honma, Mr. Yasukazu Aiuchi, and Ms. Rikako Sekine are approved, the Company will make them independent officers under the Tokyo Stock Exchange rules.
 6. The Company has entered into a directors' and officers' liability insurance contract with an insurance company as stipulated in Article 430-3, paragraph 1 of the Companies Act. Directors and Auditors of the Company and the subsidiaries of Companies that are described in 1. (3) (iii) Status of important subsidiaries (including persons who were in office during the fiscal year under review) of the Company are the insured persons under the contract. The insurance premiums are borne in full by the Company. Any candidates who are elected and take office as Directors who are Audit and Supervisory Committee members will be insured persons. Under the insurance contract, the insurance company agrees to indemnify any damage that may arise when the insured persons assume liability for the execution of their duties or receive a claim related to the pursuit of such liability. The contract is renewed each year. The Company also plans to renew the contract with the same content at next renewal.
 7. The Company has entered into no indemnification agreement set out in Article 430-2, paragraph 1 of the Companies Act with any candidate above.

(For reference)

Expertise and experience of candidates for Directors (skill matrix)

- The expertise and experience of Directors and Directors who are Audit and Supervisory Committee Members assuming approval of the Proposal 1 and the Proposal 2 without modification are as follows.

Name	Management team after election	Expertise and experience					
		Corporate management	Sales Marketing	Technology AI DX	Financial accounting	Legal affairs Risk management Compliance	Personnel affairs Labor affairs
Naoki Harayama	President and Representative Director	●	●	●			●
Takahiro Yasuda	Director	●		●			●
Yasutaka Ogasawara	Director	●	●	●			
Toshiyuki Honma	Director (Chair of Audit and Supervisory Committee)				●	●	
Yasukazu Aiuchi	Director (Audit and Supervisory Committee member)	●	●		●	●	
Rikako Sekine	Director (Audit and Supervisory Committee member)	●	●				

(Notes) 1. The table above is a simple candidates' skills matrix. Vacant fields do not signify that candidates have no expertise or experience in a given area.

2. The fact that all the Directors who are Audit and Supervisory Committee members do actually have a considerable degree of knowledge about finance and accounting is described at the notes to "4. Status of Officers (2) Status of Directors."