

[Translation]



June 13, 2022

Company Name: ARTERIA Networks Corporation
Representative: Koji Kabumoto, Representative Director,
President & CEO
(Code No.:4423 Prime Market of the TSE)
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**Notice of the Seventh Annual General Meeting of Shareholders,
Adjourned Meeting and Establishment of an Investigation Committee**

We hereby announce that at the meeting of the Board of Directors held on June 10, 2022, we decided to establish an Investigation Committee and hold the Seventh Annual General Meeting of Shareholders and the Adjourned Meeting as follows:

1. Regarding the establishment of an Investigation Committee

i Reason for the establishment of an Investigation Committee

As announced in our press release dated June 9, 2022 “Notice of Arrest of Employee” one of our employees has been arrested for suspicion of fraudulently obtaining access charge fees from NTT Docomo and violating the law against organized crime (the “Matter”). Following this we have decided to establish an Investigation Committee including external experts to execute fact-checking and analyze the root cause.

Certain media reports state that the alleged facts consist out of abusing interconnection fees and charging NTT Docomo for these by intentionally and automatically generating calls ending on the NTT Docomo network. Interconnection fees (access charges) are charged between telecom operators for interconnecting with and accessing their respective networks according to the duration of the calls. According to these reports, executive officers of other telecommunications operators have also been arrested in addition to our employee.

Currently the Company does not have a clear understanding of the relationship between the other telecommunications operators’ executive officers and our employee nor of the concrete involvement of our employee in this Matter.

ii Purpose of the Investigation Committee

- Investigate the facts related to the Matter
- Investigate whether any similar issues have occurred
- Conduct a cause analysis
- Recommend preventive measures

iii Members of the Investigation Committee

Chairman	Takeshi Motomura	(Outside Audit & Supervisory Board Member, Independent Director, lawyer)
Member	Yoshiyuki Wada	(Representative of KIC Co., Ltd. / Certified Public Accountant)
Member	Takahiro Nakamura	(Managing Executive Officer & CAO of the Company)

iv Future outlook

The Company will fully cooperate with the Investigation Committee. We will disclose the results reported by the Investigation Committee as soon as it has been completed.

According to the Committee, the duration of the investigation period is currently under consideration. However, since one of our employees has also been arrested, it will be difficult to complete a review of the facts relating to the Matter, including the level of our employees' involvement, and any impact on our earnings results before the Seventh Annual General Meeting of Shareholders scheduled for June 29, 2022 (the "AGM"). The Company estimates this review will take at least a month.

2. Seventh Annual General Meeting of Shareholders

i Decision to convene a continuation of the AGM to be held on June 29, 2022, we were scheduled to report to the shareholders at the AGM with respect to certain matters, including the following:

1) "Business report, report on the consolidated financial statements, and reports on the results of the audits of the consolidated financial statements by the accounting auditor and the Audit & Supervisory Board for the seventh term (from April 1, 2021 to March 31, 2022)", and 2) "Report on the non-consolidated financial statements for the seventh term (from April 1, 2021 to March 31, 2022)" (the "Financial Report for the Seventh Term"), after the completion of the required procedures, including the settlement procedures and receipt of the results of audit of the financial statements by the accounting auditor (the "Settlement-Related Procedures").

However, as stated above one of our employees has been arrested for suspicion of fraudulently obtaining access charge fees from NTT Docomo and violating the law against organized crime and we have established an Investigation Committee because of this.

Our accounting auditor has advised the Company that depending on the outcome of this investigation there is a possibility that the Settlement-Related Procedures need to be repeated. Since the investigation will require a decent amount of time, the Company decided to forego reporting on the Financial Report for the Seventh Term at the AGM.

Accordingly, as soon as the required procedures are completed, including receipt of the results of accounting audits of the financial statements, we will convene a meeting as a continuation of the AGM (the "Adjourned Meeting") to report on the Financial Report for the Seventh Term, and we will ask the shareholders to delegate the determination of the time, date, and venue of the Adjourned Meeting to the Board of Directors (the "Proposal") at the AGM. If the Proposal is approved at the AGM, we would like to send our shareholders the notice of the Adjourned Meeting and hold the Adjourned Meeting.

As the Adjourned Meeting will be a part of the AGM, the shareholders to be present at the Adjourned Meeting should be the same as those who can exercise their voting rights at the AGM.

ii The AGM

- (1) Date and Time Thursday, June 29, 2022, at 1:00 p.m.
- (2) Venue Bellesalle Onarimon Tower 4 F 1-1-1, Shibakoen, Minato-ku, Tokyo
- (3) Purpose of the AGM

Matters to be reported

- 1. Business report, report on the consolidated financial statements, and report on the result of the audit of the consolidated financial statements by the accounting auditor and the Audit & Supervisory Board for the seventh term (from April 1, 2021 to March 31, 2022)
- 2. Report on the non-consolidated financial statements for the seventh term (from April 1, 2021 to March 31, 2022)

*These matters will not be reported on at the AGM but during the Adjourned Meeting

Matters to be resolved

- Proposal 1 Partial amendments to the Articles of Incorporation
- Proposal 2 Election of five (5) directors
- Proposal 3 Election of two (2) Audit & Supervisory Board Members

iii Outline of Adjourned Meeting

We will convene an Adjourned Meeting as continuation of the AGM according to Article 317 of the Corporate Law. Matters to be resolved by and the schedule for the Adjourned Meeting are as follows.

- We will announce the date, time, and venue of the Adjourned Meeting as soon as the Proposal has been resolved and it is determined.
- Purpose:

Matters to be reported

- 1. Business report, report on the consolidated financial statements, and report on the result of the audit of the consolidated financial statements by the accounting auditor and the Audit & Supervisory Board for the seventh term (April 1, 2021 to March 31, 2022)
- 2. Report on the non-consolidated financial statements for the seventh term (April 1, 2021 to March 31, 2022)

3. Dividends of Surplus

Regarding the dividends of surplus, dividends will be distributed as per our disclosure “Notice on Dividends of Surplus” on June 1, 2022.

	Determined amount	Latest dividend forecast (published May 13, 2022)	Previous fiscal year (fiscal year ended March 31, 2021)
Record date	March 31, 2022	Same as on the left	March 31, 2021
Dividend per share	31.45 yen	31.45 yen	55.37 yen
Total amount of dividend	1,568 million yen	-	2,767 million yen
Effective date	June 14, 2022	-	June 11, 2021
Dividend resource	Retained earnings	-	Retained earnings

(Note)

From the fiscal year ended March 31, 2022 the dividends of surplus were paid out twice a year as an interim dividend and a year-end dividend. Please refer to the following for a comparison of the dividends per share for the fiscal years ended March 31, 2021 and 2022 respectively.

(Ref.) Annual dividend details

	Dividends per share (yen)		
	Interim	Year-end	Total
Year ended March 31, 2022	29.00 yen	31.45 yen	60.45 yen
Year ended March 31, 2021	-	55.37 yen	55.37 yen