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Document Name:	Extraordinary Report
Filed with:	The Director-General of the Kanto Local Finance Bureau
Filing Date:	June 22, 2023
Corporate Name:	Gurunavi, Inc.
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Name of Contact Person:	Teruhisa Yamada, Senior Managing Executive Officer
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Place of Public Inspection of the Extraordinary Report:	Tokyo Stock Exchange, Inc. (2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo)

1. Reason for Filing

Gurunavi, Inc. (the “Company”) is filing this Extraordinary Report pursuant to Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Law and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc. to report the result of exercise of voting rights at the 34th Ordinary General Meeting of Shareholders (the “Ordinary General Meeting”) of the Company held on June 21, 2023.

2. Description of Report

(1) Date on which the Ordinary General Meeting was held:

June 21, 2023

(2) Details of the matters resolved:

Item 1: Partial Amendments to the Articles of Incorporation

In order to further enhance corporate governance and improve the fairness, transparency, and efficiency of management by strengthening the auditing and supervisory function of the Board of Directors and by delegating authority for prompt decision-making and business execution, the Company has decided to transition to a company with an Audit & Supervisory Committee. In conjunction with the transition, the Company will establish new provisions concerning the Audit & Supervisory Committee and the Audit & Supervisory Committee Members, delete provisions concerning the Audit & Supervisory Board and the Audit & Supervisory Board Members, alter the numbering of chapter and articles following the above amendments and make corrections to inconsistencies to format the document.

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

Reelection of Mr. Hisao Taki, Mr. Akio Sugihara, Mr. Koichi Tsukihara, Mr. Hirohisa Fujiwara, Mr. Kazunori Takeda and Ms. Yui Ono as Directors (excluding Directors serving as Audit & Supervisory Committee Members).

Item 3: Election of Four (4) Directors Serving as Audit & Supervisory Committee Members

Election of Mr. Kiyoshi Suzuki, Mr. Taketeru Minaki, Mr. Hidehiko Sato and Mr. Yoshio Ishida as Directors serving as Audit & Supervisory Committee Members.

Item 4: Determination of Compensation, etc. for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

In conjunction with the transition to a company with an Audit & Supervisory Committee, the Company abolish the current compensation amount for Directors and set new compensation amount for Directors (excluding Directors who are Audit & Supervisory Committee Members and external Directors), which will be not more than 500 million yen per year, as well as that for external Directors, which will be not more than 50 million yen per year.

Item 5: Determination of Compensation, etc. for Directors Who Are Audit & Supervisory Committee Members

In conjunction with the transition to a company with an Audit & Supervisory Committee, the Company set compensation amount for Directors who are Audit & Supervisory Committee Members, which will be not more than 50 million yen per year.

Item 6: Determination of Compensation, etc. for Directors (Excluding Directors Who Are Audit & Supervisory Committee Members) to Grant Restricted Shares Thereto

In conjunction with the transition to a company with an Audit & Supervisory Committee, the Company set the amount of Monetary Compensation Claims to be paid to Directors (excluding Directors who are Audit & Supervisory Committee Members) for the purpose of granting restricted shares, which will be not more than 270 million yen per year (including not more than 20 million yen for external Directors), and the total number of common shares to be issued or disposed of the Company under this compensation plans shall be not more than 210,000 shares per year.

(3) The number of voting rights relating to the indication of “for”, “against” or “abstention” for each item; Requirement approving the item; and Results of resolutions.

Proposal	For	Against	Abstention	Resolution Requirements	Resolution Results (Percentage of affirmative votes)
Item 1	396,609	2,693	0	(Note) 1	Approved (99.31%)
Item 2					
Hisao Taki	343,591	55,731	0	(Note) 2	Approved (86.03%)
Akio Sugihara	344,326	54,996	0		Approved (86.22%)
Koichi Tsukihara	368,799	30,523	0		Approved (92.34%)
Hirohisa Fujiwara	369,550	29,772	0		Approved (92.53%)
Kazunori Takeda	351,994	47,328	0		Approved (88.14%)
Yui Ono	352,261	47,061	0		Approved (88.20%)
Item 3					
Kiyoshi Suzuki	394,425	4,891	0	(Note) 2	Approved (98.76%)
Taketeru Minaki	394,549	4,767	0		Approved (98.79%)
Hidehiko Sato	387,179	12,137	0		Approved (96.95%)
Yoshio Ishida	394,448	4,868	0		Approved (98.77%)
Item 4	394,310	5,012	0	(Note) 3	Approved (98.73%)
Item 5	394,431	4,891	0	(Note) 3	Approved (98.76%)
Item 6	347,862	51,460	0	(Note) 3	Approved (87.10%)

- (Note)
1. Approval of not less than two-thirds (2/3) of the voting rights held by shareholders present at the meeting who hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights, is required.
 2. Approval of a majority of the voting rights held by the shareholders present at the meeting who hold in aggregate not less than one-third (1/3) of the voting rights of the shareholders entitled to exercise their voting rights, is required.
 3. Approval of a majority of the voting rights held by the shareholders present at the meeting is required.

(4) Reason why a portion of the voting rights held by the shareholders present at the meeting was not added to the number of voting rights:

The requirement for adoption of each proposal was satisfied and resolutions have been legally adopted pursuant to the Companies Act by aggregating the votes exercised prior to the meeting and votes of shareholders present at the meeting whose indication as to each proposal was confirmed. Therefore, of the voting rights held by the shareholders present at the meeting, the number of voting rights whose intention of for, against or abstention was not confirmed has not been included in the calculation.