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(Security Code 9739)
June 7, 2018

To Shareholders:

Shoji Tada
President and Representative Director
NIPPON SYSTEMWARE CO., LTD.
31-11, Sakuragaoka-cho, Shibuya-ku, Tokyo

**NOTICE OF
THE 52nd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 52nd Annual General Meeting of Shareholders (the "Meeting") of NIPPON SYSTEMWARE CO., LTD. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can 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 no later than 5:00 p.m. on Tuesday, June 26, 2018, Japan time.

- 1. Date and Time:** Wednesday, June 27, 2018 at 10:00 a.m. Japan time
(reception starts at 9:00 a.m.)
- 2. Place:** B2F Saffron, IVY HALL located at
4-25, Shibuya 4-chome, Shibuya-ku, Tokyo

3. Meeting Agenda:

Matters to be reported: The Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements for the Company's 52nd Fiscal Year (April 1, 2017 - March 31, 2018) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee

Proposals to be resolved:

- Proposal 1:** Election of 4 Directors (excluding Directors who are Audit & Supervisory Committee Members)
- Proposal 2:** Election of 3 Directors who are Audit & Supervisory Committee Members
- Proposal 3:** Election of 1 Substitute Director who is Audit & Supervisory Committee Member

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please also bring this letter of convocation to the meeting with you to save resources.
 - Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.nsw.co.jp>).

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of 4 Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all 4 Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of the Meeting. Accordingly, the election of 4 Directors (excluding Directors who are Audit & Supervisory Committee Members) is proposed.

With respect to the submission of this Proposal, the Audit & Supervisory Committee has judged that each of the candidates is appropriate for the post of the Company's Director.

The candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows:

[Reference] List of candidates

No.	Name	Current positions	Attendance at the Board of Directors meetings
1	[Re-election] Shoji Tada	President and Representative Director	10/10
2	[Re-election] Kimio Kuwabara	Executive Vice President Corporate Officer and Member of the Board	10/10
3	[Re-election] Susumu Oota	Senior Executive Corporate Officer and Member of the Board	10/10
4	[Re-election] Seiichi Koseki	Executive Corporate Officer and Member of the Board	10/10

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
1	Shoji Tada (May 14, 1969) [Re-election]	September 2002 President and Representative Director, NSW SALES CO., LTD. (presently, NSW Techno Services Co., Ltd.)	314,520
		June 2004 Member of the Board, the Company June 2006 Executive Managing Director April 2007 Member of the Board April 2008 President and Representative Director April 2009 Executive Vice President Corporate Officer and Member of the Board April 2013 President and Representative Director (to present) November 2015 President and Representative Director, NSW Techno Services Co., Ltd. [Significant concurrent positions] Senior Executive Managing Director, Nakaya Co., Ltd. President and Representative Director, Tada Corporation.	
[Reason for nomination] Mr. Shoji Tada has served as Representative Director of the Company's subsidiaries and the Company's Representative Director, demonstrating strong leadership in developing the Group. The Company nominates him as he has accumulated abundant experience and has extensive knowledge in overall management, and it was judged that his continued direction of the management would be optimal for the Company.			
2	Kimio Kuwabara (August 3, 1950) [Re-election]	April 1974 Joined The Mitsubishi Bank, Ltd. (presently, MUFG Bank, Ltd.)	6,100
		January 2003 Seconded to the Company June 2003 Corporate Officer June 2004 Executive Corporate Officer June 2007 Executive Managing Director April 2008 Senior Executive Managing Director April 2009 Senior Executive Corporate Officer and Member of the Board April 2013 Senior Executive Corporate Officer and Representative Director June 2014 Senior Executive Corporate Officer and Member of the Board April 2015 Executive Vice President Corporate Officer and Member of the Board (to present)	
[Reason for nomination] Mr. Kimio Kuwabara assumed the position of Member of the Board in June 2007 and Executive Vice President Corporate Officer and Member of the Board in April 2015. He has demonstrated his superior management skills based on his years of experience including at his previous occupation as well as his extensive knowledge in taxation and accounting. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for supervising the overall administrative divisions.			

No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held
3	Susumu Oota (February 27, 1956) [Re-election]	March 1978	Joined Business Computing Center Co., Ltd. (predecessor of the Company)	2,700
		April 2004 April 2007 April 2008 June 2009 April 2010 April 2015 April 2018	Deputy Executive General Manager, Solutions Group Corporate Officer Executive General Manager, Embedded Technology Group Executive Corporate Officer Executive Corporate Officer and Member of the Board Chairman, NSW China Co., Ltd. Senior Executive Corporate Officer and Member of the Board, the Company (to present) Executive General Manager, IT Solutions Group In charge of IT Solutions Group and Services Solutions Group (to present)	
[Reason for nomination] Mr. Susumu Oota assumed the position of Member of the Board in June 2009, and has extensive experience and a track record in the IT Solutions Group and Services Solutions Group, which engage in the development, construction and operation of systems for various industry sectors and data center operation. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for supervising these business sectors.				
4	Seiichi Koseki (December 14, 1957) [Re-election]	March 1979	Joined Business Computing Center Co., Ltd. (predecessor of the Company)	6,200
		April 2000 April 2001 April 2007 April 2009 April 2012 April 2015 June 2015 April 2018	Deputy Executive General Manager, Hardware Group Corporate Officer Deputy Executive General Manager, System Logic Technology Group Corporate Officer Executive Corporate Officer Executive General Manager, Product Solutions Group Executive Corporate Officer and Member of the Board (to present) In charge of Product Solutions Group (to present)	
[Reason for nomination] Mr. Seiichi Koseki assumed the position of Member of the Board in June 2015, and has extensive experience and a track record in the Product Solutions Group, which engages in the development of embedded software and devices. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for supervising these business sectors.				

(Notes)

1. Mr. Shoji Tada is concurrently serving as Senior Executive Managing Director of Nakaya Co., Ltd., with which the Company has a transactional relationship including real estate leasing.
2. There are no special interests between the candidates except Mr. Shoji Tada and the Company.

Proposal 2: Election of 3 Directors who are Audit & Supervisory Committee Members

The terms of office of all 3 Directors who are Audit & Supervisory Committee Members will expire at the conclusion of the Meeting. Accordingly, the election of 3 Directors who are Audit & Supervisory Committee Members is proposed.

The submission of this Proposal has been approved by the Audit & Supervisory Committee.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

[Reference] List of candidates

No.	Name	Current positions	Attendance at the Board of Directors meetings Attendance at the Audit & Supervisory Committee meetings
1	[Newly Nominated] Junji Eto	Corporate Advisor	— —
2	[Re-election] [Outside Director] [Independent Director] Mikio Koyano	Member of the Board Audit & Supervisory Committee Member	10/10 7/7
3	[Re-election] [Outside Director] [Independent Director] Konosuke Kashima	Member of the Board Audit & Supervisory Committee Member	10/10 7/7

No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held
1	Junji Eto (January 10, 1958) [Newly Nominated]	April 1980 July 2001 April 2004 April 2009 April 2010 April 2011 April 2014 April 2016 April 2018	Joined NEC Corporation General Manager, Third Sales Department, First Governmental Solutions Division, 1st Solutions Sales Operations Unit Supervising Manager, First Governmental Solutions Division, 1st Solutions Sales Operations Unit Supervising Manager, First Governmental Solutions Division, Governmental Solutions Operations Unit Supervising Manager, First Governmental Solutions Division, Governmental Solutions Operations Unit, Supervising Manager, Government Sales Unit Corporate Officer, the Company General Manager, Sales Division, IT Solutions Group In charge of sales, IT Solutions Group In charge of particular customers, IT Solutions Group Corporate Advisor (to present)	1,900
[Reason for nomination] Mr. Junji Eto assumed the position of Corporate Officer in April 2011. He has broad knowledge of the industry based on his years of business experience and a track record in at his previous occupation and at the Company, along with ability to audit appropriately. The Company nominates him as a candidate for Director who is Audit & Supervisory Committee Member as it was judged that he would be well qualified for the position.				
2	Mikio Koyano (June 20, 1961) [Re-election] [Outside Director] [Independent Director]	April 1985 August 1988 September 1996 June 2003 June 2008 June 2016 January 2017	Joined Daiwa Securities Co. Ltd. Registered as a certified public accountant Representative, Koyano Certified Public Accounting Office (to present) Corporate Auditor, the Company Member of the Board Member of the Board, Audit & Supervisory Committee Member (to present) Representative, Koyano Certified Tax Accounting Office (to present) [Significant concurrent positions] Representative, Koyano Certified Public Accounting Office External Auditor, XEBIO HOLDINGS CO., LTD. External Auditor, Victoria Inc. Supervisory Director, Sekisui House Residential Investment Corporation Representative, Koyano Certified Tax Accounting Office	—
[Reason for nomination] Although Mr. Mikio Koyano does not have experience in corporate management other than through being an outside officer, the Company nominates him as a candidate for Director who is Audit & Supervisory Committee Member (Outside Director) due to his standpoint independent from the business executives of the Company and expecting that the Company's management may continue to benefit from his expertise as a certified public accountant and his experience gained through such career.				

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
3	Konosuke Kashima (January 30, 1946) [Re-election] [Outside Director] [Independent Director]	<p>April 1969 Joined NEC Corporation</p> <p>October 1998 General Manager, C&C Systems Group Planning Division</p> <p>April 2000 Associate Senior Vice President and General Manager, NEC Solutions Planning Office</p> <p>October 2002 Senior Vice President and General Manager, NEC Solutions Planning Office</p> <p>April 2003 Senior Vice President and General Manager, Corporate Planning Division</p> <p>April 2004 Senior Vice President</p> <p>June 2004 Senior Vice President and Member of the Board</p> <p>March 2005 Senior Vice President and Member of the Board</p> <p>April 2007 Executive Vice President and Member of the Board</p> <p>June 2009 Corporate Auditor</p> <p>June 2013 Member of the Board, the Company</p> <p>June 2016 Member of the Board, Audit & Supervisory Committee Member (to present)</p>	—
<p>[Reason for nomination]</p> <p>The Company nominates Mr. Konosuke Kashima as a candidate for Director who is Audit & Supervisory Committee Member (Outside Director) due to his standpoint independent from the business executives of the Company and his extensive experience and broad insight as a corporate manager gained through serving in prominent positions of Member of the Board and Audit & Supervisory Board Member at NEC Corporation, and expecting that the Company's management may continue to benefit from his career.</p>			

(Notes)

1. There are no special interests between the candidates and the Company.
2. Messrs. Mikio Koyano and Konosuke Kashima are candidates for Members of the Board (Outside Director).
3. Mr. Mikio Koyano is Member of the Board, Audit & Supervisory Committee Member (Outside Director) at present. His term of office as Member of the Board (Outside Director) is 10 years at the conclusion of the Meeting and Member of the Board, Audit & Supervisory Committee Member (Outside Director) is 2 years at the conclusion of the Meeting. He has been registered as Independent Director prescribed by Tokyo Stock Exchange. If he is elected as proposed, he is to continue serving as Independent Director.
4. Mr. Mikio Koyano held the post of Outside Corporate Auditor of the Company from June 2003 to June 2008. His term of office was 5 years.
5. Mr. Konosuke Kashima is Member of the Board, Audit & Supervisory Committee Member (Outside Director) at present. His term of office as Member of the Board (Outside Director) is 5 years at the conclusion of the Meeting and Member of the Board, Audit & Supervisory Committee Member (Outside Director) is 2 years at the conclusion of the Meeting. He has been registered as Independent Director prescribed by Tokyo Stock Exchange. If he is elected as proposed, he is to continue serving as Independent Director.
6. Messrs. Mikio Koyano and Konosuke Kashima have entered into agreements with the Company to limit their liability prescribed in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the said Act and the Articles of Incorporation of the Company. The maximum amount of liability under the agreement is the minimum liability amount set forth by Article 425, Paragraph 1 of the said Act. If their reelection is approved, the Company will continue these liability limitation agreements with them.

Proposal 3: Election of 1 Substitute Director who is Audit & Supervisory Committee Member

The validity of the election of the current Substitute Director who is Audit & Supervisory Committee Member expires at the commencement of the Meeting. In order to prepare for cases where a vacancy results in a shortfall in the number of Directors who are Audit & Supervisory Committee Members prescribed by laws, the election of 1 Substitute Director who is Audit & Supervisory Committee Member is proposed.

The submission of this Proposal has been approved by the Audit & Supervisory Committee.

The candidate for Substitute Director who is Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
Tomoyuki Kimura (December 22, 1976) [Substitute Director]	May 2001 Joined Kimura Management Institute Ltd. (presently, Kimura Accounting Office Ltd.) January 2006 Joined Takeshi Kimura Tax Office (presently, KMC Partners Tax Corporation) March 2006 Registered as a tax accountant July 2007 Representative Partner, KMC Partners Tax Corporation (to present) September 2010 Lecturer, Department of Business Law, Graduate School of Law, Aoyama Gakuin University May 2011 Representative Director, Kimura Accounting Office Ltd. November 2017 Representative Director, KMC Consulting Co., Ltd. (to present) [Significant concurrent positions] Representative Partner, KMC Partners Tax Corporation Representative Director, KMC Consulting Co., Ltd.	—
[Reason for nomination] Mr. Tomoyuki Kimura has a considerable degree of knowledge in finance and accounting as a tax accountant. The Company nominates him as a candidate for Substitute Director who is Audit & Supervisory Committee Member (Outside), given his standpoint independent from the business executives of the Company.		

(Notes)

1. Mr. Tomoyuki Kimura is a candidate for Substitute Director who is Audit & Supervisory Committee Member (Outside Director).
2. There are no special interests between the candidate for Substitute Director who is Audit & Supervisory Committee Member (Outside Director) and the Company.
3. If Mr. Tomoyuki Kimura assumes the office of Director who is Audit & Supervisory Committee Member (Outside), the Company will enter into agreement with him to limit his liability prescribed in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the said Act and the Articles of Incorporation of the Company. The maximum amount of liability under the agreement will be the minimum liability amount set forth by Article 425, Paragraph 1 of the said Act.