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(Security Code 9739)
June 4, 2021

To Shareholders:

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

NOTICE OF THE 55th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially notified that 55th Annual General Meeting of Shareholders (the “Meeting”) of NIPPON SYSTEMWARE CO., LTD. (the “Company”) will be held for the purposes as described below.

Instead of attending the meeting in person, you can exercise your voting rights in advance 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 22, 2021, Japan time.

- 1. Date and Time:** Wednesday, June 23, 2021 at 10:00 a.m. Japan time
(reception starts at 9:00 a.m.)
- 2. Place:** AOYAMA GRAND HALL
3F, 2-14-4 Kita-Aoyama, Minato-ku, Tokyo
Please note that this year’s Meeting will be held at a place different from where the Meeting took place last year.
- 3. Meeting Agenda:**
Matters to be reported: The Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements for the Company’s 55th Fiscal Year (April 1, 2020 - March 31, 2021) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee

Proposals to be resolved:

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

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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 operation of the Meeting needs to be changed significantly or should the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, measures taken to the changes of the operation of the Meeting, and the revised versions of the documents will be posted on the Company’s website (<https://www.nsw.co.jp>).

Reference Documents for the General Meeting of Shareholders

Proposal: 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, we propose 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:

List of candidates

No.	Name	Current positions	Attendance at the Board of Directors meetings
1	[Re-election] Shoji Tada	President and Representative Director	7/7
2	[Re-election] Noriyuki Abe	Executive Corporate Officer and Member of the Board	(after assuming the office of Director) 6/6
3	[Re-election] Yuzuru Suka	Executive Corporate Officer and Member of the Board	7/7
4	[Re-election] Daisuke Takemura	Corporate Officer and Member of the Board	(after assuming the office of Director) 6/6

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.) (Resigned from the office in March 2009)	316,120
		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. (Resigned from the office in March 2016) [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	Noriyuki Abe (March 5, 1965) [Re-election]	April 1987 Joined the Company April 2006 General Manager, System Logic Solution Department No.2, System Logic Technology Division April 2017 Corporate Officer and Deputy Executive General Manager, Product Solutions Group April 2018 Executive Corporate Officer Executive General Manager, Product Solutions Group (to present) October 2019 Chairman, NSW China Co., Ltd. (to present) June 2020 Executive Corporate Officer and Member of the Board, the Company (to present) In charge of IT Solutions Group (to present) [Significant concurrent position] Chairman, NSW China Co., Ltd.	4,000
		[Reason for nomination] Mr. Noriyuki Abe assumed the position of Member of the Board in June 2020. He has demonstrated his strong leadership in the Product Solutions Group, which engages in the embedded and device development businesses. He also has abundant experience and a track record in the IT solutions Group that provides development, construction and operation of systems for various industries. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for the position.	

No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held
3	Yuzuru Suka (July 28, 1963) [Re-election]	April 1987	Joined The Fuji Bank, Limited (presently, Mizuho Bank, Ltd.) (Resigned from the bank in July 2018)	1,100
		July 2008 May 2010 January 2015 December 2017 August 2018	Branch Manager, Toride Branch Deputy General Manager, Corporate Planning Department, Mizuho Information & Research Institute, Inc. General Manager, Legal and Compliance Department Seconded to the Company Corporate Officer General Manager, General Affairs & Human Resources Department	
		April 2019 June 2019 April 2020	General Manager, General Affairs & Human Resources Department, in charge of Planning Department Executive Corporate Officer and Member of the Board (to present) General Manager, General Affairs & Human Resources Department, in charge of Planning Department and General Accounting Department Executive General Manager, Corporate Division (to present) President and Representative Director, NSW WITH CO., LTD. (to present)	
		[Significant concurrent position] President and Representative Director, NSW WITH CO., LTD.		
	[Reason for nomination] Mr. Yuzuru Suka assumed the position of Member of the Board in June 2019. He has demonstrated his strong leadership in the Corporate Division as an administrative division of the Company. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for the position responsible for controlling the overall administration divisions of the Company based on his extensive knowledge in finance, accounting and risk management accumulated through his prior experiences.			
4	Daisuke Takemura (December 26, 1977) [Re-election]	May 2000	Joined K.K. Digital Headquarters (Resigned from the company in August 2001)	900
		December 2001 January 2015 April 2018	Joined the Company General Manager, Business Innovation Division, IT Solutions Group Corporate Officer Deputy Executive General Manager, Services Solutions Group and General Manager, Business Innovation Division	
		June 2019 June 2020	Executive Corporate Officer Executive General Manager, Services Solutions Group (to present) Corporate Officer and Member of the Board (to present)	
	[Reason for nomination] Mr. Daisuke Takemura assumed the position of Member of the Board in June 2020. He has demonstrated his strong leadership in the Services Solutions Group, which engages in the roll-out of digital solutions and cloud infrastructure services businesses. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for the position based on his extensive experience and a track record in 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.
3. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages and litigation expenses in the event that a claim for damages is made against the insured due to an execution of their duties. However, there are certain exemptions from liability, such as in case of an intentional act, providing illegal private benefits, or a criminal act. Each candidate has been already insured under the insurance agreement, and if their reelection is approved, they will become insured under the same agreement. The Company plans to renew the insurance policy with the same contents at the time of renewal.