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(Security Code 9739)
June 6, 2022

To Shareholders:

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

NOTICE OF THE 56th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We are pleased to inform you that the 56th 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, etc. 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 21, 2022, Japan time.

- 1. Date and Time:** Wednesday, June 22, 2022 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
- 3. Meeting Agenda:**
 - Matters to be reported:** The Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements for the Company’s 56th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee
 - Proposals to be resolved:**
 - Proposal 1:** Partial Amendments to the Articles of Incorporation
 - Proposal 2:** Election of 4 Directors (excluding Directors who are Audit & Supervisory Committee Members)
 - Proposal 3:** Election of 4 Directors who are Audit & Supervisory Committee Members
 - Proposal 4:** Election of 1 Substitute Director who is an 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 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 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

(1) Change of the trade name

Since its founding in 1966, the Company has expanded its business fields along with the evolution of IT. Aspiring to make the leap to a new stage in line with the enhancement of its brand value and global expansion in the future, the Company will change its trade name to NSW Inc. The change in Article 1 (Trade Name) of the Articles of Incorporation shall come into effect on August 3, 2022 pursuant to the supplementary provisions, which will be deleted from the Articles of Incorporation on that date.

(2) Introduction of measures for electronic provision of the reference documents for the general meeting of shareholders, etc.

The system for electronic provision of materials for general meetings of shareholders stipulated in the proviso to Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, etc., the Articles of Incorporation of the Company shall be amended as follows.

- 1) The proposed Article 17, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- 2) The proposed Article 17, Paragraph 2 establishes a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- 3) The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 17 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- 4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

(3) Other

From the perspective of constructive dialogue with its shareholders, the Company will not exclude the general meeting of shareholders from the decision-making bodies for the dividend of surplus, etc. The change in Article 42 of the Articles of Incorporation shall come into effect at the conclusion of the Meeting.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>(Trade Name) Article 1 The name of the Company shall be <u>NIPPON SYSTEMWARE</u> KABUSHIKI KAISHA and shall be written in English as <u>NIPPON SYSTEMWARE CO., LTD.</u></p>	<p>(Trade Name) Article 1 The name of the Company shall be <u>NSW</u> KABUSHIKI KAISHA and shall be written in English as <u>NSW Inc.</u></p>
<p>(<u>Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.</u>) Article 17 <u>The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p>	<p><Deleted></p>
<p><Newly established></p>	<p>(<u>Measures for Electronic Provision of Reference Documents for the General Meeting of Shareholders, Etc.</u>) Article 17 <u>The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u> 2. <u>Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>
<p>(Decision-Making Body for Dividend of Surplus, Etc.) Article 42 Unless otherwise provided by laws and regulations, the Company <u>shall</u> decide matters stipulated in each item of Article 459, Paragraph 1 of the Companies Act, including the dividend of surplus, by a resolution of the Board of Directors <u>instead of a resolution of the general meeting of shareholders.</u></p>	<p>(Decision-Making Body for Dividend of Surplus, Etc.) Article 42 Unless otherwise provided by laws and regulations, the Company <u>may</u> decide matters stipulated in each item of Article 459, Paragraph 1 of the Companies Act, including the dividend of surplus, by a resolution of the Board of Directors.</p>
<p>Supplementary Provisions <Added to Item 2 > <Newly established></p>	<p>Supplementary Provisions 2 <u>These provisions shall be amended on June 22, 2022.</u> 5 (1) <u>Article 1 (Trade Name) of the Articles of Incorporation shall come into effect on August 3, 2022.</u> (2) <u>These supplementary provisions shall be deleted on the date set forth in the preceding item.</u> 6 (1) <u>The deletion of Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before amendments and the establishment of Article 17 (Measures for Electronic Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation after amendments shall come into effect on the date of enforcement stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u> (2) <u>Notwithstanding the provisions of the preceding item, Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before amendments shall remain in force up to the lapse of six months from the Effective Date or the lapse of three months from the date of the last general meeting of shareholders to be held within six months from the Effective Date, whichever is later.</u> (3) <u>These supplementary provisions shall be deleted on either of the dates set forth in the preceding item, whichever is later.</u></p>

Proposal 2: 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).

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	Senior Executive Corporate Officer and Member of the Board	7/7
3	[Re-election] Yuzuru Suka	Senior Executive Corporate Officer and Member of the Board	7/7
4	[Re-election] Daisuke Takemura	Executive Corporate Officer and Member of the Board	7/7

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]	<p>September 2002 President and Representative Director, NSW SALES CO., LTD. (presently, NSW Techno Services Co., Ltd.) (Resigned from the office in March 2009)</p> <p>June 2004 Member of the Board, the Company</p> <p>June 2006 Executive Managing Director</p> <p>April 2007 Member of the Board</p> <p>April 2008 President and Representative Director</p> <p>April 2009 Executive Vice President Corporate Officer and Member of the Board</p> <p>April 2013 President and Representative Director (to present)</p> <p>November 2015 President and Representative Director, NSW Techno Services Co., Ltd. (Resigned from the office in March 2016)</p> <p>[Significant concurrent positions] Senior Executive Managing Director, Nakaya Co., Ltd. President and Representative Director, Tada Corporation.</p>	316,620
<p>[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.</p>			
2	Noriyuki Abe (March 5, 1965) [Re-election]	<p>April 1987 Joined the Company</p> <p>April 2017 Corporate Officer Deputy Executive General Manager, Product Solutions Group</p> <p>April 2018 Executive Corporate Officer Executive General Manager, Product Solutions Group</p> <p>October 2019 Chairman, NSW China Co., Ltd. (to present)</p> <p>June 2020 Executive Corporate Officer and Member of the Board, the Company In charge of IT Solutions Group</p> <p>April 2022 Senior Executive Corporate Officer and Member of the Board (to present) Executive General Manager, Device Solutions Group (to present) In charge of Embedded Solutions Group (to present)</p> <p>[Significant concurrent position] Chairman, NSW China Co., Ltd.</p>	4,200
<p>[Reason for nomination] Mr. Noriyuki Abe assumed the position of Member of the Board in June 2020. He has experience and a track record in overall businesses of the Company. He has demonstrated his strong leadership in the device solutions business, which provides design and development of hardware systems as well as LSIs for large-scale systems. 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.</p>			

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)	1,200
		January 2015	General Manager, Legal and Compliance Department, Mizuho Information & Research Institute, Inc.	
		December 2017	Seconded to the Company	
		August 2018	Corporate Officer General Manager, General Affairs & Human Resources Department	
		June 2019	Executive Corporate Officer and Member of the Board General Manager, General Affairs & Human Resources Department, in charge of Planning Department and General Accounting Department	
		April 2020	Executive General Manager, Corporate Division President and Representative Director, NSW WITH CO., LTD. (to present)	
		April 2022	Senior Executive Corporate Officer and Member of the Board, the Company (to present) Executive General Manager, Corporate Services Division (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 Services 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 based on his extensive knowledge in corporate management, 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)	1,200
		December 2001	Joined the Company	
		April 2018	Corporate Officer Deputy Executive General Manager, Services Solutions Group and General Manager, Business Innovation Division	
		June 2019	Executive Corporate Officer Executive General Manager, Services Solutions Group (to present)	
		June 2020	Corporate Officer and Member of the Board	
		April 2022	Executive Corporate Officer and Member of the Board (to present) In charge of Enterprise Solutions Group (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 business that provides services such as IoT and AI services, which are technologies supporting DX, and comprehensive management services via the Company's own data center. He also has abundant experience and a track record in the IT solutions business 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.			

- (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.

Proposal 3: Election of 4 Directors who are Audit & Supervisory Committee Members

The terms of office of all 4 Directors who are Audit & Supervisory Committee Members will expire at the conclusion of the Meeting. Accordingly, we propose the election of 4 Directors who are Audit & Supervisory Committee Members.

If this Proposal is approved as originally proposed, the Company plans to register 3 out of 8 Directors as Independent Directors prescribed by Tokyo Stock Exchange. As a result, more than one-third of the Company's Directors will become Independent Directors.

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:

List of candidates

No.	Name	Current positions	Attendance at the Board of Directors meetings Attendance at the Audit & Supervisory Committee meetings
1	[Newly Nominated] Shigeru Sano	General Manager, Internal Auditing Office	— —
2	[Re-election] [Outside Director] [Independent Director] Mikio Koyano	Member of the Board, Audit & Supervisory Committee Member	7/7 7/7
3	[Re-election] [Outside Director] [Independent Director] Masayuki Masui	Member of the Board, Audit & Supervisory Committee Member	7/7 7/7
4	[Re-election] [Outside Director] [Independent Director] Naoko Ishii	Member of the Board, Audit & Supervisory Committee Member	7/7 7/7

No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held
1	Shigeru Sano (October 25, 1959) [Newly Nominated]	April 1982 October 2003 July 2005 April 2010 June 2015 July 2021	Joined NEC Corporation (Resigned from the company in October 2015) General Manager, Corporate Controller Division Administrator Department Senior Vice President, NEC (China) Co., Ltd. Executive General Manager, Corporate Planning Management Unit and Accounting Division, NEC Nexsolutions, Ltd. Corporate Auditor, NEC Business Processing, Ltd. (presently, NEC VALWAY, Ltd.) Audit & Supervisory Board Member, NEC Solution Innovators, Ltd. Joined the Company General Manager, Internal Auditing Office (to present)	—
[Reason for nomination] Mr. Shigeru Sano has extensive knowledge in corporate management, finance and accounting accumulated through operational experience in his past career. He has also broad knowledge of this industry based on his years of experience and track record, as well as ability to audit appropriately based on his work experience as an auditor. 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 [Significant concurrent positions]	Joined Daiwa Securities Co. Ltd. (Resigned from the company in August 1996) Registered as a certified public accountant Representative, KOYANO C.P.A. OFFICE (to present) Corporate Auditor, the Company Member of the Board Member of the Board, Audit & Supervisory Committee Member (to present) Representative Partner, KOYANO TAX ACCOUNTANTS CORPORATION (to present) Representative, KOYANO C.P.A. OFFICE External Auditor, XEBIO HOLDINGS CO., LTD. Representative Partner, KOYANO TAX ACCOUNTANTS CORPORATION External Auditor, Victoria Inc.	—
[Reason for nomination and expected roles as a candidate for Outside Director] Although Mr. Mikio Koyano does not have experience in corporate management other than through being an outside officer, he has expertise as a certified public accountant and experience gained through such career. The Company nominates him as a candidate for Director who is Audit & Supervisory Committee Member (Outside Director) as he has been playing an adequate role in supervision of management, as well as due to his standpoint independent from the business executives of the Company.				

No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held
3	Masayuki Masui (February 4, 1954) [Re-election] [Outside Director] [Independent Director]	April 1972	Joined Mitsubishi Petrochemical Co., Ltd. (presently, Mitsubishi Chemical Corporation)	—
		April 2004	Transferred to Ryoka Systems Inc. (presently, Mitsubishi Chemicals Systems, Inc.) (Resigned from the company in March 2015)	
		April 2005	Senior Manager, Sales Division 3, Sales Group	
		April 2011	Executive Officer, Deputy Chief Operation Officer, Sales Division	
		March 2015	Joined TOKAI CARBON CO., LTD. (Resigned from the company in March 2021) Senior General Manager General Manager, Information System Department, Corporate Administration Division	
		March 2016	Advisor General Manager, Information System Department	
		March 2019 June 2019	Information System Department Member of the Board, Audit & Supervisory Committee Member, the Company (to present)	
[Reason for nomination and expected roles as a candidate for Outside Director] The Company nominates Mr. Masayuki Masui as a candidate for Director who is Audit & Supervisory Committee Member (Outside Director) as he has been utilizing his extensive experience and broad insight, which was gained through his career including experience in corporate management in this industry, in the supervision of management, as well as due to his standpoint independent from the business executives of the Company.				
4	Naoko Ishii (January 11, 1978) [Re-election] [Outside Director] [Independent Director]	October 2004	Registered as an Attorney at Law (Daini Tokyo Bar Association)	—
		October 2004	Joined Sakaeda Law Office (Resigned from the firm in April 2016)	
		October 2015	Auditor, The Open University of Japan (non-standing) (Resigned from the office in September 2021)	
		May 2016	Joined ENISHI Law Office Partner (Resigned from the firm in September 2018)	
		October 2018	Joined Sakuradori Law Office Partner (to present)	
		June 2020	Member of the Board, Audit & Supervisory Committee Member, the Company (to present)	
		[Significant concurrent position] Partner, Sakuradori Law Office		
[Reason for nomination and expected roles as a candidate for Outside Director] Although Ms. Naoko Ishii does not have experience in corporate management other than through being an outside officer, she has an ability to see things from an objective perspective taking into account corporate society as a whole including laws and regulations based on her expertise and experience as a lawyer. The Company nominates her as a candidate for Director who is Audit & Supervisory Committee Member (Outside Director) as she will continue to contribute to the enhancement of the function to supervise management, as well as due to her standpoint independent from the business executives of the Company.				

(Notes)

1. Mr. Mikio Koyano, Mr. Masayuki Masui and Ms. Naoko Ishii are candidates for Members of the Board (Outside Directors).
2. There are no special interests between each candidate and the Company.
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 14 years at the conclusion of the Meeting and Member of the Board, Audit & Supervisory Committee Member (Outside Director) is 6 years at the conclusion of the Meeting. He has been registered as Independent Director prescribed by Tokyo Stock Exchange. If his reelection is approved, 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. Masayuki Masui is Member of the Board, Audit & Supervisory Committee Member (Outside Director) at present. His term of office is 3 years at the conclusion of the Meeting. He has been registered as Independent Director prescribed by Tokyo Stock Exchange. If his reelection is approved, he is to continue serving as Independent Director.
6. Ms. Naoko Ishii is Member of the Board, Audit & Supervisory Committee Member (Outside Director) at present. Her term of office is 2 years at the conclusion of the Meeting. She has been registered as Independent Director prescribed by Tokyo Stock Exchange. If her reelection is approved, she is to continue serving as Independent Director.
7. Mr. Mikio Koyano, Mr. Masayuki Masui and Ms. Naoko Ishii 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.
8. 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. Mr. Mikio Koyano, Mr. Masayuki Masui and Ms. Naoko Ishii, candidates for Directors who are Audit & Supervisory Committee Members, have been already insured under the insurance agreement, and if their reelection is approved, they will become insured under the same agreement. In addition, if the election of Mr. Shigeru Sano, a new candidate, is approved, he will be included into the insured under the insurance agreement. The Company plans to renew the insurance policy with the same contents at the time of renewal.

<Reference> Composition and Skills Matrix of the Board of Directors after the Election

Name	Positions (planned)	Independence	Corporate Management and Management Strategy	DX and Technology	Sales and Marketing	Legal Affairs and Risk Management	Finance and Accounting	Industry Knowledge	Global Experience
Shoji Tada	President and Representative Director		○		○			○	○
Noriyuki Abe	Senior Executive Corporate Officer and Member of the Board		○	○				○	○
Yuzuru Suka	Senior Executive Corporate Officer and Member of the Board		○		○	○	○		
Daisuke Takemura	Executive Corporate Officer and Member of the Board			○	○			○	○
Shigeru Sano	Member of the Board, Audit & Supervisory Committee Member					○	○	○	○
Mikio Koyano	Member of the Board, Audit & Supervisory Committee Member (Outside Director)	○	○				○		
Masayuki Masui	Member of the Board, Audit & Supervisory Committee Member (Outside Director)	○			○			○	
Naoko Ishii	Member of the Board, Audit & Supervisory Committee Member (Outside Director)	○	○			○			

Proposal 4: Election of 1 Substitute Director who is an Audit & Supervisory Committee Member

The validity of the election of the current Substitute Director who is an 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, we propose the election of 1 Substitute Director who is Audit & Supervisory Committee Member.

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) [Outside 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 September 2010 Lecturer, Department of Business Law, Graduate School of Law, Aoyama Gakuin University May 2011 Representative Director, Kimura Accounting Office Ltd. April 2013 Visiting Professor, Graduate School of Professional Accountancy, Aoyama Gakuin University (to present) November 2017 Representative Director, KMC Consulting Co., Ltd. (to present) January 2021 Representative Partner, KMC Partners Tax Corporation (to present) [Significant concurrent positions] Representative Partner, KMC Partners Tax Corporation Visiting Professor, Graduate School of Professional Accountancy, Aoyama Gakuin University Representative Director, KMC Consulting Co., Ltd.	—
[Reason for nomination and expected roles as a candidate for Outside Director] 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 plans to register him with Tokyo Stock Exchange as Independent Director prescribed by the exchange.
4. 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
5. 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. If Mr. Tomoyuki Kimura assumes the office of Director who is Audit & Supervisory Committee Member (Outside Director), he will be included into the insured under the insurance agreement.