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Securities code: 3666

June 10, 2024

(Date of commencement of electronic provision measures: June 3, 2024)

**To Shareholders with Voting Rights:**

Takashi Yoshioka  
Representative Executive Director  
Tecnos Japan Incorporated  
Tokyo Opera City Tower 14F,  
3-20-2 Nishishinjuku, Shinjuku-ku,  
Tokyo

**NOTICE OF  
THE 30TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 30th Annual General Meeting of Shareholders of Tecnos Japan Incorporated (the “Company”) will be held as described below.

When convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following website.

The Company’s website:

<https://www.tecnos.co.jp/en/ir/>

The information is also available on the following website.

Tokyo Stock Exchange website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

To view the information, please access the website above, input the name or securities code of the Company, and click “Search,” and then click on “Basic information” and “Documents for public inspection/PR information” in this order.

You may exercise your voting rights in writing or via the Internet, etc. in lieu of attending the Meeting. Please review the Reference Documents for the General Meeting of Shareholders in the matters subject to electronic provision measures and indicate your votes for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 6:00 p.m. on Monday, June 24, 2024, Japan time or exercise your voting rights via the Internet, etc., by the deadline.

**1.Date and Time:** Tuesday, June 25, 2024 at 10:00 a.m. Japan time  
(The reception desk opens at 9:30 a.m.)

**2.Place:** Rooms 3 and 4 on 26th floor, Taiyo Life Nihombashi Building,  
located at 2-11-2 Nihombashi, Chuo-ku, Tokyo

**3.Meeting Agenda:**

- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the Company's 30th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
  2. Non-consolidated Financial Statements for the Company's 30th Fiscal Year (April 1, 2023 - March 31, 2024)

**Proposals to be resolved:**

- Proposal 1:** Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 2:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members
- Proposal 3:** Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

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- When attending the Meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk.
  - In accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company, the following matters will not be provided in the paper copy to shareholders who made a request for delivery of documents. Accordingly, the paper copy constitutes only part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in preparation of audit reports.
    - "5. System to Ensure Appropriate Business Execution and Its Operational Status" in the Business Report
    - "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
    - "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
  - Should the matters subject to electronic provision measures be revised, such revisions will be posted on the respective websites where the matters are posted.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

**Proposal 1:** Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all five (5) Directors who are not Audit and Supervisory Committee Members will expire at the close of the Meeting. Accordingly, the Company proposes the election of five (5) Directors who are not Audit and Supervisory Committee Members.

There was no particular comment from the Audit and Supervisory Committee on this proposal.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

No.	Name	Current positions and responsibilities at the Company	Term of office as Director	Attendance rate at meetings of Board of Directors
1	Takashi Yoshioka [Reappointment]	Representative Executive Director	7 years	100% (15/15)
2	Minoru Ishida [New appointment]	Executive Management Officer	–	–
3	Kiyoshi Kobayashi [Reappointment]	Director and Executive Management Officer	10 years	100% (15/15)
4	Tomoko Ota [Reappointment] [Outside] [Independent]	Director	5 years	100% (15/15)
5	Koji Oka [New appointment] [Outside] [Independent]	–	–	–

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Takashi Yoshioka (November 16, 1976)  [Reappointment]	<p>April 1999      Joined the Company</p> <p>April 2013      Manager, East Japan Solution Center; Leader, SCM Group</p> <p>October 2014    Executive Officer; Manager, East Japan Solution Center</p> <p>April 2016      Executive Officer; Manager, West Japan Solution Center</p> <p>June 2016      Managing Executive Officer</p> <p>November 2016    Manager, Solution Center</p> <p>April 2017      President and Executive Officer</p> <p>June 2017      President, Representative Director, and Executive Officer</p> <p>June 2019      President and Representative Director</p> <p>March 2023      President and Representative Director, BrainSellers.com Corporation</p> <p>April 2023      Representative Executive Director, CEO &amp; COO (current position)</p>	71,300
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Takashi Yoshioka possesses a high level of insight into the business area to which the Company belongs. He has supervised and led the Group's management as Representative Director of the Company since June 2017, contributing to the enhancement of the Company's corporate value. Based on these achievements, the Company continues to propose his election as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	<p data-bbox="199 705 443 772">Minoru Ishida (December 28, 1962)</p> <p data-bbox="207 817 435 851">[New appointment]</p>	<p data-bbox="470 280 1260 1276"> April 1985      Joined GE Yokogawa Medical Systems Ltd.  (currently GE Healthcare Japan Corporation)  April 2003      Joined the Company  April 2009      Manager, ERP Systems Business Department No.  2  June 2010      Executive Officer  October 2011    Manager, Tokyo Solution Center  April 2013      Managing Executive Officer  October 2014    Executive Manager for Solution Sales  June 2016      President and Representative Director, Okinawa  Tecnos Inc. (current position)  June 2017      Director, the Company  April 2018      In charge of Solution Center  April 2019      In charge of East Japan Division, West Japan  Division, and Sales Alliance Division at Solution  Center  October 2019    In charge of West Japan Division, East Japan  Division No. 1, and Sales Alliance Division  April 2020      In charge of Sales Department  April 2021      In charge of Sales, Procurement, and Alliance  Departments  April 2022      Head of supervision of digital solutions; in charge  of digital solutions  April 2023      Executive Management Officer (in charge of ERP  solutions)  April 2024      Executive Management Officer (supervision of  group company cooperation) (current position)  [Significant concurrent positions]  - President and Representative Director, Okinawa Tecnos Inc.  - Director, Okinawa Software Center K.K. (part-time) </p>	25,300
<p data-bbox="191 1294 758 1321">[Reason for nomination as candidate for Director]</p> <p data-bbox="191 1332 1460 1467">Mr. Minoru Ishida has been involved in the business for many years as head of the sales department and is well-versed in the business area to which the Company belongs, and has contributed to the management of the Company. The Company has determined that these achievements and insight will be utilized in the management of the Company, and therefore proposes his election as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Kiyoshi Kobayashi (August 11, 1964)  [Reappointment]	April 1987      Joined Harima Ceramic Co., Ltd. (currently Krosaki Harima Corporation)	32,000
		April 2001      Transferred to Harima System Create K.K. (currently Cypress Solutions Corporation)	
		November 2007      Joined Kobe Tecnos K.K. (currently the Company)	
		April 2010      Manager, Corporate Planning Office, the Company	
		June 2012      Executive Officer	
		April 2013      Executive Manager for Administration; Manager, Corporate Planning Office	
		January 2014      Leader, Administration Group	
		June 2014      Director (current position)	
		April 2015      In charge of Administration Department	
		June 2016      Director, Okinawa Tecnos Inc.	
		February 2017      Director, Tecnos Global Company K.K.	
		April 2017      Leader, Administration Supervision Group, the Company	
		October 2018      In charge of Administration Department	
		April 2019      In charge of Administration Division	
		January 2020      Audit and Supervisory Board Member, Ack Co., Ltd. (currently the Company)	
April 2020      In charge of Administration Department, the Company			
April 2022      Head of supervision of Business Administration Department; in charge of Business Administration Department			
April 2023      Executive Director (Overall management) and CFO (current position)			
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Kiyoshi Kobayashi possesses a wealth of experience and high level of insight in the corporate divisions including finance and personnel fields and has contributed to the management of the Company. The Company has determined that these achievements and insight will be utilized in the management of the Company, and therefore proposes his election as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Tomoko Ota (September 7, 1969)  [Reappointment]	April 1995      Joined Ministry of Economy, Trade and Industry August 2002    International student at Princeton University, USA July 2004        Returned to Ministry of Economy, Trade and Industry June 2010        Temporarily assigned to Ministry of Foreign Affairs; Counselor, Permanent Mission of Japan to the International Organizations in Geneva July 2013        Returned to Ministry of Economy, Trade and Industry; Head, Office for Trade Remedy Investigations, Trade Control Department, Trade and Economic Cooperation Bureau August 2017     Registered as patent attorney; joined Nakamura & Partners (current position) June 2019        Director, the Company (current position) [Significant concurrent position] - Patent attorney, Nakamura & Partners	-
<p>[Reason for nomination as candidate for Outside Director and outline of the expected role]</p> <p>Although Ms. Tomoko Ota has not been directly involved in corporate management, she possesses a wealth of experience in the Ministry of Economy, Trade and Industry and high level of insight as a patent attorney. As she has provided appropriate advice on overall management of the Company by utilizing her experience and knowledge mentioned above, the Company determined that she will continue to appropriately execute her duties as Outside Director. Therefore, the Company proposes her election as Outside Director, with the expectation that she will continue to fulfill her supervisory function over the Company from such perspective.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	<p style="text-align: center;">Koji Oka (November 1, 1962)</p> <p>[New appointment]</p>	<p>April 1983      Joined Fujitsu Limited</p> <p>June 2007      General Manger, Energy Solutions Business Division</p> <p>June 2016      Head, Social Infrastructure Solutions Business Unit</p> <p>June 2019      Representative Director and COO, Fujitsu Broad Solution &amp; Consulting Inc.</p> <p>April 2020      Representative Director and CEO</p> <p>April 2021      Joined Pro-Ship Incorporated. Assistant to General Manager, Solution Development Division</p> <p>April 2023      General Manager, Solution Development Division 2 (current position)</p> <p>June 2023      Director (current position)</p>	-
<p>[Reason for nomination as candidate for Outside Director and outline of the expected role]</p> <p>Mr. Koji Oka has earned a great deal of knowledge in system solutions centered on social infrastructure over the years, and has worked on various reforms from a management perspective. Based on this wealth of experience and insight, the Company has determined that he will appropriately execute his duties as Outside Director.</p>			



- Notes:
1. Candidate Mr. Koji Oka is a new candidate.
  2. There are no special interests between each candidate and the Company.
  3. Candidates Ms. Tomoko Ota and Mr. Koji Oka are candidates for Outside Directors as specified in Article 2, Paragraph 3, Item 7 of the Regulations for Enforcement of the Companies Act.  
Ms. Tomoko Ota will have served as Outside Director of the Company for five years at the close of the Meeting.
  4. The Company has designated candidate Ms. Tomoko Ota as Independent Officer in accordance with the rules of the Tokyo Stock Exchange, and reported to the Exchange accordingly. If her election is approved at the Meeting and she assumes the office of Outside Director, the Company intends to continue to designate her as Independent Officer. If the election of candidate Mr. Koji Oka is approved, the Company intends to designate him as Independent Officer in accordance with the rules of the Tokyo Stock Exchange, and report to the Exchange accordingly.
  5. In accordance with the provisions of the Company's Articles of Incorporation, the Company has entered into a liability limitation agreement with candidate Ms. Tomoko Ota that limits liability for damages under Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement shall be the minimum amount set forth by laws and regulations. If she is reelected, the Company intends to continue said liability limitation agreement with her. If the election of candidate Mr. Koji Oka is approved, the Company intends to enter into the same liability limitation agreement with him.
  6. The Company has enrolled in a directors and officers liability insurance policy with the candidates as the insured, and intends to renew the policy in December 2024. An outline of the insurance policy is as stated in "3. Matters Relating to Directors 3-3. Outline of the Directors' and Officers' Liability Insurance" in the Business Report (available in Japanese only). Reappointed candidates have already been included as the insured under the said insurance policy, and continue to be included as the insured if their reelection is approved at the Meeting. New candidates are planned to be included as the insured under the said insurance policy if their election is approved at the Meeting.

**Proposal 2:** Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit and Supervisory Committee Members will expire at the close of the Meeting. Accordingly, the Company proposes the election of three (3) Directors who are Audit and Supervisory Committee Members. The Company has obtained the prior consent of the Audit and Supervisory Committee for the submission of this proposal.

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

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Shigeru Kubota (May 14, 1955)  [Reappointment]	April 1979      Joined Nippon Electronics Development Co., Ltd. (currently Keyware Solutions Inc.) April 1985      Transferred to Software Consultant Corporation July 1995        Joined System Software Associates Japan Limited April 1997        Joined Adobe Systems Co., Ltd. June 2000        Joined Nihon Exelon K.K. April 2001        Joined the Company July 2004        Executive Officer June 2009        Director; General Manager, Sales Promotion Division June 2011        President and Representative Director, Okinawa Tecnos Inc. June 2016        Full- time Audit and Supervisory Board Member, the Company June 2020        Director who is an Audit and Supervisory Committee Member (current position)	37,100
[Reason for nomination as candidate for Director] Mr. Shigeru Kubota is well-versed in a wide range of fields of the Company's operations and also has a wealth of experience as President of a subsidiary of the Company. Based on the above, the Company has determined that he is capable of conducting audit, etc. of the business execution of the Company from an objective perspective as Director who is an Audit and Supervisory Committee Member, and therefore proposes his election.			



No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Rintaro Miyoshi (May 4, 1957)  [New appointment]	April 1981      Joined Sony Corporation (currently Sony Group Corporation)	-
		April 2003      General Manager, Corporate Planning Division, Headquarters	
		June 2004      EVP and CFO, Sony Electronics Inc. (United States)	
		September 2010      VP, General Manager, Transformation Management Office, Sony Corporation	
		April 2012      VP, General Manager, Corporate Planning Division, Digital Imaging Business Headquarters	
		April 2014      VP Director and CFO, Sony (China) Limited	
		September 2017      Special Advisor, UKC Holdings Corporation (currently Restar Corporation)	
		October 2017      Group Senior Executive Officer, CFO, in charge of Administrative Divisions	
		June 2018      Director (in charge of Administration), CFO	
		April 2019      Senior Managing Director, Executive Officer	
		April 2020      Representative Director	
		July 2022      Director (Audit and Supervisory Committee Member)	
October 2022      Advisor			
<p>[Reason for nomination as candidate for Outside Director and outline of the expected role]  Mr. Rintaro Miyoshi has a wealth of experience and insight, having held key positions related to corporate planning and CFO at a global electronics company. We believe that he will further strengthen our corporate governance by supervising and auditing our management based on his extensive experience and insight. Therefore, the Company proposes his election as Outside Director, with the expectation that his knowledge will effectively function for further appropriate audits.</p>			

- Notes:
1. Candidate Mr. Rintaro Miyoshi is a new candidate for Director who is an Audit and Supervisory Committee Member.
  2. There are no special interests between each candidate and the Company.
  3. Candidates Mr. Yoshitaka Oshima and Mr. Rintaro Miyoshi are candidates for Outside Directors.  
Mr. Yoshitaka Oshima will have served as Outside Director of the Company for five years and as Outside Director who is an Audit and Supervisory Committee Member for four years at the close of the Meeting.
  4. The Company has designated candidate Mr. Yoshitaka Oshima as Independent Officer in accordance with the rules of the Tokyo Stock Exchange, and reported to the Exchange accordingly. If candidate Mr. Rintaro Miyoshi is elected as originally proposed, he will newly serve as Independent Officer.
  5. In accordance with the provisions of the Company's Articles of Incorporation, the Company has entered into a liability limitation agreement with candidate Mr. Yoshitaka Oshima that limits liability for damages under Article 423, Paragraph 1 of the Companies Act in accordance with the provisions in Article 427, Paragraph 1 of the same act. If his reelection is approved at the Meeting, the Company intends to continue said agreement with him. If the election of Mr. Rintaro Miyoshi is approved, the Company intends to enter into the same liability limitation agreement with him.
  6. The Company has enrolled in a directors and officers liability insurance policy with the candidates for Directors who are Audit and Supervisory Committee Members as the insured, and intends to renew the policy in December 2024. An outline of the insurance policy is as stated in "3. Matters Relating to Directors 3-3. Outline of the Directors' and Officers' Liability Insurance" in the Business Report (available in Japanese only). Reappointed candidates have already been included as the insured under the said insurance policy, and continue to be included as the insured if their reelection is approved at the Meeting. The new candidate is planned to be included as the insured under the said insurance policy if the candidate's election is approved at the Meeting.

(Reference) Diversity of Directors

The expertise and experience possessed by Directors of the Company are as follows:

No.	Name	Current positions and responsibilities at the Company	Expertise							
			Management	Industry	HR	Finance	Sales	Legal	International	Control
1	Takashi Yoshioka	Representative Executive Director Executive function	◎	○	○					
2	Minoru Ishida	Director and Executive Management Officer Executive function		○			◎			
3	Kiyoshi Kobayashi	Director and Executive Management Officer Executive function			○	◎				○
4	Tomoko Ota	Outside Director Supervisory function, Independent Director						◎	○	
5	Koji Oka	Outside Director Supervisory function, Independent Director	○	◎	○					
	Shigeru Kubota	Director and Audit and Supervisory Committee Member Supervisory function, audit function					◎		○	○
	Yoshitaka Oshima	Outside Director and Audit and Supervisory Committee Member Supervisory function, audit function, Independent Director	○			◎				○
	Rintaro Miyoshi	Outside Director and Audit and Supervisory Committee Member Supervisory function, audit function, Independent Director			○	○			◎	○

Main skill: ◎

Subskill: ○

Management: corporate management, management strategy

Industry: ICT, industry knowledge

HR: personnel and labor affairs, human resource development

Finance: finance, accounting, capital policy

Sales: sales, marketing

Legal: legal affairs, government

International: overseas experience, global business

Control: internal control, risk management, governance

**Proposal 3:** Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee Member

To prepare for any situation in which the number of Directors who are Audit and Supervisory Committee Members falls below the number prescribed by laws and regulations, the Company proposes the election of one (1) Substitute Director who is an Audit and Supervisory Committee Member.

The effectiveness of the election based on this proposal; however, can be revoked by the resolution of the Board of Directors, with the consent of the Audit and Supervisory Committee, provided that such cancellation is made prior to the assumption of office. In addition, the Company has obtained the consent of the Audit and Supervisory Committee for this proposal.

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

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
<p style="text-align: center;">Koji Oka (November 1, 1962)</p> <p>[New appointment]</p>	April 1983    Joined Fujitsu Limited	-
	June 2007    General Manger, Energy Solutions Business Division	
	June 2016    Head, Social Infrastructure Solutions Business Unit	
	June 2019    Representative Director and COO, Fujitsu Broad Solution & Consulting Inc.	
	April 2020    Representative Director and CEO	
	April 2021    Joined Pro-Ship Incorporated. Assistant to General Manager, Solution Development Division	
	April 2023    General Manager, Solution Development Division 2 (current position)	
June 2023    Director (current position)	<p>[Reason for nomination as candidate for Outside Director and outline of the expected role]</p> <p>Mr. Koji Oka has earned a great deal of knowledge in system solutions centered on social infrastructure over the years, and has worked on various reforms from a management perspective. Based on this wealth of experience and insight, the Company has determined that he will appropriately execute his duties as Outside Director.</p>	

Notes: 1. There are no special interests between the candidate and the Company.

Mr. Koji Oka will assume the office of Director who is not an Audit and Supervisory Committee Member if Proposal 1 is approved as originally proposed; however, in the event that the number of Directors who are Audit and Supervisory Committee Members falls below the number prescribed by laws and regulations, he will resign as Director who is not an Audit and Supervisory Committee Member and assume the office of Director who is an Audit and Supervisory Committee Member.

2. Mr. Koji Oka is a candidate for Substitute Outside Director who is an Audit and Supervisory Committee Member. He satisfies the requirements for Independent Officer in accordance with the rules of the Tokyo Stock Exchange. The Company intends to report him as Independent Officer to the Exchange accordingly, if he assumes the office of Outside Director who is an Audit and Supervisory Committee Member.
3. Mr. Koji Oka has served as Director of Pro-Ship Incorporated. and has abundant experience and insight as a manager. Accordingly, the Company expects that he will provide appropriate advice on overall management of the Company as Outside Director of the Company. The Company believes that he will appropriately execute his duties as Outside Director, and therefore proposes his election as Substitute Outside Director who is an Audit and Supervisory Committee Member.
4. If Mr. Koji Oka assumes the office of Director who is an Audit and Supervisory Committee Member, the Company intends to newly enter into a liability limitation agreement with him that limits liability for damages under Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of the Company's Articles of Incorporation. The limit of liability for damages under the agreement shall be the minimum amount set forth by laws and regulations.
5. The Company has enrolled in a directors and officers liability insurance policy stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The said insurance policy shall cover damages and expenses to be borne by the insured. An outline of the insurance policy is as stated in "3. Matters Relating to Directors 3-3. Outline of the Directors' and Officers' Liability Insurance" in the Business Report (available in Japanese only). If Mr. Koji Oka assumes the office of Outside Director who is an Audit and Supervisory Committee Member, he will be included as the insured under the said insurance policy.