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## To Our Shareholders

Securities Code: 2317

June 8, 2022

Kenji Miura  
Representative Director and President  
**Systema Corporation**  
1-2-20 Kaigan, Minato-ku, Tokyo

## Notice of the 40th Ordinary General Meeting of Shareholders

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

You are cordially invited to attend the 40th Ordinary General Meeting of Shareholders of Systema Corporation (the “Company”), which will be held as described below.

**If you do not expect to attend the Meeting, you may exercise your voting rights in writing (by mail) or by electromagnetic means (Internet, etc.). After reviewing the accompanying Reference Documents for the General Meeting of Shareholders, please exercise your voting rights by no later than 6 p.m. on Wednesday, June 22, 2022 (Japan time).**

**Please note that there is a risk of the spread of COVID-19 at the General Meeting of Shareholders where many shareholders gather, and you are therefore encouraged to refrain from attending the Meeting in person regardless of the status of your health.**

1. **Date:** **10 a.m. on Thursday, June 23, 2022**  
(The reception of participants at the meeting will begin at 9:00 a.m.)
2. **Place:** **Large Meeting Room, Head Office of the Company, 14th floor of Shiodome Building**  
1-2-20 Kaigan, Minato-ku, Tokyo (Please refer to the “Location Map” at the end of this Notice.)
3. **Meeting Agenda**  
**Matters to be Reported:**
  1. Reports on the contents of the Business Report and Consolidated Financial Statements for the 40th Fiscal Year (from April 1, 2021 to March 31, 2022), and reports on the Auditing Results of Accounting Auditor and the Audit & Supervisory Board regarding the Consolidated Financial Statements.
  2. Reports on the contents of Non-consolidated Financial Statements for the 40th Fiscal Year (from April 1, 2021 to March 31, 2022)**Matters to be Resolved:**
  - Proposal No. 1:** Partial amendment to the Articles of Incorporation
  - Proposal No. 2:** Election of Nine (9) Directors
4. **Guidance Notices on the Exercise of Voting Rights**  
Please refer to the Guidance Notices on the Exercise of Voting Rights on page 3.
5. **Disclosure through the Internet**  
Of the documents to be submitted for the Notice of the 39th Ordinary General Meeting of Shareholders, the following items are posted on the Company’s website, in accordance with laws, regulations and Article 14 of the Company’s Articles of Incorporation. Therefore, they are not included in this Notice of the 39th Ordinary General Meeting of Shareholders. Accordingly, documents provided with the Notice of the 39th Ordinary General Meeting of Shareholders are part of the documents audited by the Audit & Supervisory Board and the Accounting Auditor when preparing audit reports.
  1. Notes to Consolidated Financial Statements in Consolidated Financial Statements
  2. Notes to Non-consolidated Financial Statements in Non-consolidated Financial Statements

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

If circumstances arise whereby revisions should be made to the contents of the reference documents for the General Meeting of Shareholders, the business report, consolidated financial statements, and non-consolidated financial statements, such notification will be published on the following Company’s website (<https://www.systema.co.jp>).

**The Company’s website (<https://www.systema.co.jp>)**

## Reference Documents for the General Meeting of Shareholders Proposals and References

### Proposal No. 1: Partial amendment to the Articles of Incorporation

#### 1. Reasons for proposal

With the enforcement on September 1, 2022 of the revised provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No.70 of 2019), the Company proposes amending its Articles of Incorporation to prepare for the adoption of a system for the electronic provision of materials for General Meetings of Shareholders, as follows.

- (1) The establishment of a system for providing information on the content of general shareholder meeting materials in electronic format will be required to be specified in articles of incorporation. Accordingly, the establishment of Article 14 (Electronic Provision Measure, etc.), Paragraph 1 is proposed.
- (2) In order to limit the scope of information on documents in writing to the scope determined by the Ministry of Justice ordinance, in the case where shareholders request to receive the delivery of the said documents that describe certain matters among matters which are the content of general shareholder meeting materials in electronic format, the establishment of Article 14 (Electronic Provision Measure, etc.), Paragraph 2 is proposed.
- (3) With the introduction of a system for the electronic provision of materials for General Meetings of Shareholders, Article 14 (Internet Disclosure and De Facto Provision of Reference Documents for General Meeting of Shareholders, etc.) of the current Articles of Incorporation will be unnecessary. Accordingly, the said provisions are proposed to be deleted.
- (4) The establishment of supplementary provisions regarding the effect of the establishment and deletion of the above provisions is proposed. The said supplementary provisions shall be deleted after the expiration of specified periods.

#### 2. Details of amendments

The details of the amendments are shown below.

(The underlined parts show the change.)

Existing Articles of Incorporation	Proposed amendments
<p>Article 1 to (Omitted) Article 13</p> <p><u>(Internet Disclosure and De Facto Provision of Reference Documents for General Meeting of Shareholders, etc.)</u> Article 14 <u>In conjunction with the convening of a General Meeting of Shareholders, information on matters that should be described or indicated in reference documents for a General Meeting of Shareholders, business reports, financial statements and consolidated financial statements shall be deemed to have been provided to shareholders, if the Company discloses such information by any Internet-based means pursuant to the Ministry of Justice ordinance.</u></p> <p>Article 15 to (Omitted) Article 39</p>	<p>Article 1 to (Unchanged) Article 13</p> <p style="text-align: center;">(Delete)</p> <p><u>(Electronic Provision Measure, etc.)</u> Article 14 <u>Upon convening a General Meeting of Shareholders, the Company shall take the electronic provision measure with respect to information that constitutes the content of reference documents for General Meeting of Shareholders, etc.</u> 2. <u>The Company may omit all or part of information specified in the Ordinance of the Ministry of Justice and provided in an electronic form from documents delivered to shareholders who have requested paper-form documents before the record date of voting rights.</u></p> <p>Article 15 to (Unchanged) Article 39</p>

Existing Articles of Incorporation	Proposed amendments
(New)	<u>Supplementary Provision</u> (Transitional measures for the system for the electronic provision of materials for General Meetings of Shareholders)
(New)	<p><u>Article 1. The amendment of the Article 14 of the Articles of Incorporation shall take effect on September 1, 2022, the date of enforcement of the revised provision in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70, 2019) (hereinafter, the “Enforcement Date”).</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 14 (Internet Disclosure and De Facto Provision of Reference Documents for General Meeting of Shareholders, etc.) of the Articles of Incorporation shall remain in force on a General Meeting of Shareholders to be held within six (6) months from the Enforcement Date.</u></p> <p><u>3. These Supplementary provisions shall be deleted on the date on which six (6) months have elapsed from the Enforcement Date or the date on which three (3) months have elapsed from the date of the General Meeting of Shareholders under the preceding paragraph, whichever is later.</u></p>

**Proposal No. 2: Election of Nine (9) Directors**

The terms of office of all eleven (11) Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. In that regard, the Company proposes the election of nine (9) Directors, decreasing the number of Directors by two (2) to increase the efficiency of the management structure.

The candidates for Directors are as follows:

No.	Name	Positions and responsibilities in the Company	
1	Yoshichika Henmi	Representative Director and Chairman	Reelection
2	Kenji Miura	Representative Director and President	Reelection
3	Makoto Taguchi	Director, General Manager of Business Solution Group	Reelection
4	Hiroyuki Fujii	Director, General Manager of IT Management Business Group	Reelection
5	Shingo Henmi	Director, General Manager of DX Design Group, General Manager of Solution Design Group and in charge of Administrative Group	Reelection
6	Hiroshi Kotani	Senior Corporate Office, General Manager of Finance & Accounting Group	Reelection
7	Yukio Suzuki	Director	Reelection Outside Independent
8	Koichi Ogawa	Director	Reelection Outside Independent
9	Mari Ito	Director	Reelection Outside Independent

Reelection: Candidates for Directors to be reappointed

Outside: Candidates for Outside Directors

Independent: Independent Directors as defined by the Tokyo Stock Exchange

<p style="text-align: center;">No. 1</p> <p style="text-align: center;"><b>Yoshichika Henmi</b></p> <p style="text-align: center;"><b>Reelection</b></p> <p><b>Birth date:</b> March 24, 1956</p> <p><b>Number of the Company's shares owned:</b> 0 shares</p> <p><b>Number of years as a Director:</b> 39 years</p> <p><b>Attendance at meetings of the Board of Directors:</b> 12/12 meetings</p>	<p><b>Career summary, positions and responsibilities at the Company</b></p> <p>April 1974    Joined Nitto Boseki Co., Ltd.  April 1979    Joined Sun System Inc.  March 1983    Established Hemmi Engineering Co., Ltd. (currently the Company).  Representative Director and President  December 2007    Special Advisor to Catena Corporation  June 2008    Director and Chairman, Catena Corporation  January 2009    Representative Director and Chairman, the Company  April 2010    Representative Director and President, the Company  April 2016    Representative Director and Chairman, the Company (present)</p> <p><b>Reasons for nomination as a candidate for Director</b></p> <p>Mr. Yoshichika Hemmi is the founder of the Company, and as a Representative Director of the Company, he has been leading the management of the Company for many years and contributing to the enhancement of its corporate value. Currently, as Representative Director and Chairman, he oversees the Company and the Group, and based on his extensive experience and achievements, he directs the development of management policies and strategies and exercises strong leadership in the execution of management plans that embody these policies and strategies. Because he is an individual who is necessary for the enhancement of the corporate value of the Company, we propose that he continue to be elected as a Director.</p>
<p style="text-align: center;">No. 2</p> <p style="text-align: center;"><b>Kenji Miura</b></p> <p style="text-align: center;"><b>Reelection</b></p> <p><b>Birth date:</b> February 5, 1968</p> <p><b>Number of the Company's shares owned:</b> 2,916,200 shares</p> <p><b>Number of years as a Director:</b> 21 years</p> <p><b>Attendance at meetings of the Board of Directors:</b> 12/12 meetings</p>	<p><b>Career summary, positions and responsibilities at the Company</b></p> <p>April 1988    Joined Toshiba Engineering Corporation  April 1991    Joined PRIME Co., Ltd.  May 1995    Joined the Company  January 2001    Director, General Manager of Engineering Division, the Company  November 2002    Director, General Manager of Business Promotion Group and Sales Division, the Company  November 2003    Director, Executive Vice President, the Company  December 2004    Representative Director, Executive Vice President, the Company  June 2007    Director, Catena Corporation  January 2009    Representative Director and President, the Company  April 2010    Representative Director, Executive Vice President overseeing management and in charge of Air Cloud Promotion Group and Osaka Branch, the Company  July 2010    Representative Director, Executive Vice President overseeing management and in charge of Osaka Branch, IT Service Business Group and Solution Sales Group, the Company  April 2011    Representative Director, Executive Vice President overseeing management and in charge of IT Management Business Group and Solution Sales Group, the Company  April 2013    Representative Director, Executive Vice President overseeing management and in charge of IT Management Business Group, Solution Sales Group, and Finance and Infrastructure System Group, the Company  October 2014    Representative Director, Executive Vice President overseeing management and in charge of Framework Design Group, IT Management Business Group and Solution Sales Group, the Company  June 2015    Representative Director, Executive Vice President overseeing management, the Company  April 2016    Representative Director and President, the Company (present)</p> <p><b>Reasons for nomination as a candidate for Director</b></p> <p>After engaging in the system development business for many years since he joined the Company, Mr. Kenji Miura has been leading the four main businesses that are now the main pillars of the Company's business as Executive Vice President. Since April 2016, he has been overseeing business execution as the Representative Director and President and has built a successful track record by steadily working on various management issues that contribute to the promotion of the medium-term management plan and the enhancement of the corporate value. Because he is an individual who is necessary for the enhancement of the corporate value of the Company, we propose that he continue to be elected as a Director.</p>

<p style="text-align: center;">No. 3</p> <p style="text-align: center;"><b>Makoto Taguchi</b></p> <p style="text-align: center;"><b>Reelection</b></p> <p><b>Birth date:</b> January 14, 1972</p> <p><b>Number of the Company's shares owned:</b> 35,600 shares</p> <p><b>Number of years as a Director:</b> 6 years</p> <p><b>Attendance at meetings of the Board of Directors:</b> 11/12 meetings</p>	<p><b>Career summary, positions and responsibilities at the Company</b></p> <p>April 1992      Joined Catena Corporation</p> <p>April 2002      Manager, Shinjuku Office, First Sales Division, Sales Group, Catena Corporation</p> <p>April 2004      General Manager, First Sales Division, System Products Business Group, Catena Corporation</p> <p>April 2008      Assistant General Manager, System Products Business Group and General Manager, First East Japan Sales Division, Catena Corporation</p> <p>April 2009      Assistant General Manager, Solutions Sales Group and General Manager, First Sales Division, Catena Corporation</p> <p>April 2010      General Manager overseeing sales in Solution Sales Group and General Manager of First Sales Division, the Company</p> <p>August 2010    General Manager of Solution Sales Group, the Company</p> <p>April 2013      Corporate Officer, General Manager of Solution Sales Group, the Company</p> <p>June 2015      Senior Corporate Officer, General Manager of Solution Sales Group, the Company</p> <p>June 2016      Director and Senior Corporate Officer, General Manager of Solution Sales Group, the Company</p> <p>April 2021      Director and Senior Corporate Officer, General Manager of Business Solution Group, the Company</p> <p>July 2021      Director, General Manager of Business Solution Group, the Company (present)</p> <p><b>Reasons for nomination as a candidate for Director</b></p> <p>Mr. Makoto Taguchi has engaged in sales of IT equipment and others since joining the Company and overseen the Solution Sales Division since 2010 as the General Manager and has extensive experience and a successful track record. Since June 2016, he has served as a Director and contributed significantly to the expansion of business. Because he is an individual who is necessary for the enhancement of the corporate value of the Company, we propose that he continue to be elected as a Director.</p>
<p style="text-align: center;">No. 4</p> <p style="text-align: center;"><b>Hiroyuki Fujii</b></p> <p style="text-align: center;"><b>Reelection</b></p> <p><b>Birth date:</b> April 25, 1969</p> <p><b>Number of the Company's shares owned:</b> 19,700 shares</p> <p><b>Number of years as a Director:</b> 4 years</p> <p><b>Attendance at meetings of the Board of Directors:</b> 12/12 meetings</p>	<p><b>Career summary, positions and responsibilities at the Company</b></p> <p>April 1991      Joined Catena Corporation</p> <p>July 2001      Manager of Tachikawa Office, System Equipment Sales Division, Catena Corporation</p> <p>January 2003    General Manager of Human Wear Business Division, Catena Corporation</p> <p>October 2006    General Manager of OAPC Business Division, Catena Corporation</p> <p>April 2008      General Manager of IT Management Business Division, Catena Corporation</p> <p>April 2010      General Manager of IT Management Business Division, the Company</p> <p>April 2015      Corporate Officer, General Manager of IT Management Business Group, the Company</p> <p>June 2015      Senior Corporate Officer, General Manager of IT Management Business Group, the Company</p> <p>June 2018      Director and Senior Corporate Officer, General Manager of IT Management Business Group, the Company</p> <p>July 2021      Director, General Manager of IT Management Business Group, the Company (present)</p> <p><b>(Important concurrent positions)</b></p> <p>Representative Director, Senior Managing Director, ProVision Inc.</p> <p><b>Reasons for nomination as a candidate for Director</b></p> <p>Mr. Hiroyuki Fujii has engaged mainly in the IT service business since joining the Company and has overseen the IT Service Division since 2015 as the General Manager. He has extensive experience and a successful track record. Since June 2018, he has served as a Director and contributed significantly to the expansion of business. Because he is an individual who is necessary for the enhancement of the corporate value of the Company, we propose that he continue to be elected as a Director.</p>

<p style="text-align: center;">No. 5</p> <p style="text-align: center;"><b>Shingo Henmi</b></p> <p style="text-align: center;"><b>Reelection</b></p> <p><b>Birth date:</b> May 26, 1980</p> <p><b>Number of the Company's shares owned:</b> 9,200 shares</p> <p><b>Number of years as a Director:</b> 1 year</p> <p><b>Attendance at meetings of the Board of Directors:</b> 9/9 meetings</p>	<p><b>Career summary, positions and responsibilities at the Company</b></p> <p>April 2003      Joined P.R.O Co., Ltd.</p> <p>April 2012      Joined the Company</p> <p>April 2013      General Manager of Cloud Business Division, the Company</p> <p>June 2015      Corporate Officer, General Manager of Product Innovation Business Division, SHINKITAI Group, the Company</p> <p>April 2017      Senior Corporate Officer, General Manager of SHINKITAI Group and General Manager overseeing sales in Solution Design Group, the Company</p> <p>October 2017   Senior Corporate Officer, General Manager of SHINKITAI Group and General Manager of Solution Design Group, the Company</p> <p>June 2018      Director and Senior Corporate Officer, General Manager of SHINKITAI Group and General Manager of Solution Design Group, the Company</p> <p>June 2020      Senior Corporate Officer, General Manager of SHINKITAI Group and General Manager of Solution Design Group, the Company</p> <p>June 2021      Senior Corporate Officer, General Manager of DX Design Group and General Manager of Solution Design Group, the Company</p> <p>July 2021      Director, General Manager of DX Design Group and General Manager of Solution Design Group, the Company</p> <p>April 2022      Director, General Manager of DX Design Group, General Manager of Solution Design Group and in charge of Administrative Group, the Company (present)</p> <p><b>Reasons for nomination as a candidate for Director</b></p> <p>Mr. Makoto Taguchi has engaged in sales of IT equipment and others since joining the Company and overseen the Solution Sales Division since 2010 as the General Manager and has extensive experience and a successful track record. Since June 2016, he has served as a Director and contributed significantly to the expansion of business. Because he is an individual who is necessary for the enhancement of the corporate value of the Company, we propose that he continue to be elected as a Director.</p>
<p style="text-align: center;">No. 6</p> <p style="text-align: center;"><b>Hiroshi Kotani</b></p> <p style="text-align: center;"><b>Reelection</b></p> <p><b>Birth date:</b> December 27, 1968</p> <p><b>Number of the Company's shares owned:</b> 65,700 shares</p> <p><b>Number of years as a Director:</b> 1 year</p> <p><b>Attendance at meetings of the Board of Directors:</b> 9/9 meetings</p>	<p><b>Career summary, positions and responsibilities at the Company</b></p> <p>July 1992      Joined Matsushita Toshio Tax Accountant Office</p> <p>June 1996      Joined Koyo Automobile Sales Co., Ltd.</p> <p>March 1997      Joined ABLE Real Estate Inc. (currently ABLE Inc.)</p> <p>September 2001   Joined the Company</p> <p>September 2005   General Manager of Finance &amp; Accounting Division, the Company</p> <p>April 2015      Corporate Officer, General Manager of Finance &amp; Accounting Division, the Company</p> <p>June 2015      Senior Corporate Officer, General Manager of Finance &amp; Accounting Group, the Company</p> <p>June 2021      Director and Senior Corporate Officer, General Manager of Finance &amp; Accounting Group, the Company</p> <p>July 2021      Director, General Manager of Finance &amp; Accounting Group, the Company (present)</p> <p><b>Reasons for nomination as a candidate for Director</b></p> <p>Mr. Hiroshi Kotani has engaged in finance and accounting operations since joining the Company and overseen the Finance &amp; Accounting Group since 2015 as the General Manager. Because he has extensive experience and a successful track record in finance and accounting and is an individual who is necessary for the enhancement of the corporate value of the Company, we propose his election as a Director.</p>

<p style="text-align: center;">No. 7</p> <p style="text-align: center;"><b>Yukio Suzuki</b></p> <p style="text-align: center;"><b>Reelection</b></p> <p style="text-align: center;"><b>Outside</b></p> <p style="text-align: center;"><b>Independent</b></p> <p><b>Birth date:</b> June 3, 1950</p> <p><b>Number of the Company's shares owned:</b> 0 shares</p> <p><b>Number of years as a Director:</b> 10 years</p> <p><b>Attendance at meetings of the Board of Directors:</b> 12/12 meetings</p>	<p><b>Career summary, positions and responsibilities at the Company</b></p> <p>April 1975      Joined Nomura Research Institute, Ltd.</p> <p>June 1996      Director, General Manager of Corporate Research Department, Nomura Research Institute, Ltd.</p> <p>June 1997      Director of Financial &amp; Economic Research Center, Nomura Securities Co., Ltd.</p> <p>June 1999      Senior Managing Director, General Manager of Research Department, Nomura Asset Management Co., Ltd.</p> <p>June 2000      Senior Corporate Managing Director, General Manager of Research Department, Nomura Asset Management Co., Ltd.</p> <p>June 2005      Director, Nomura Holdings, Inc. (Director specially assigned to audit)</p> <p>April 2007      Chairman, the Securities Analysts Association of Japan</p> <p>July 2010      Established Belle Investment Research of Japan Inc., Representative Director (present)</p> <p>June 2012      Outside Director, the Company (present)</p> <p>May 2015      Outside Director, Ichigo Group Holdings Co., Ltd. (currently Ichigo Inc.) (present)</p> <p>March 2018      Outside Audit &amp; Supervisory Board Member, WILLs Inc. (present)</p> <p>June 2018      Outside Audit &amp; Supervisory Board Member, XNET Corporation</p> <p>June 2021      Outside Director, XNET Corporation, [Audit &amp; Supervisory Board Member] (present)</p> <p><b>(Important concurrent positions)</b></p> <p>Representative Director, Belle Investment Research of Japan Inc.</p> <p>Outside Director, Ichigo Inc.</p> <p>Outside Audit &amp; Supervisory Board Member, WILLs Inc.</p> <p>Outside Director, XNET Corporation, [Audit &amp; Supervisory Board Member]</p> <p><b>Reasons for nomination as a candidate for Outside Director and expected roles, etc.</b></p> <p>Mr. Yukio Suzuki has extensive experience and broad insight as a corporate manager cultivated over many years at a securities company and in other roles, in addition to expert financial and economic knowledge as a securities analyst. The Company receives accurate advice from him to mainly ensure the appropriateness and reasonableness of decisions made by the Board of Directors. We expect that the Company will continue to receive appropriate advice on the Company's management from an independent standpoint and that he will contribute to the enhancement of its corporate value. Thus, we propose that he continue to be elected as an Outside Director.</p>
<p style="text-align: center;">No. 8</p> <p style="text-align: center;"><b>Koichi Ogawa</b></p> <p style="text-align: center;"><b>Reelection</b></p> <p style="text-align: center;"><b>Outside</b></p> <p style="text-align: center;"><b>Independent</b></p> <p><b>Birth date:</b> December 2, 1951</p> <p><b>Number of the Company's shares owned:</b> 0 shares</p> <p><b>Number of years as a Director:</b> 9 years</p> <p><b>Attendance at meetings of the Board of Directors:</b> 12/12 meetings</p>	<p><b>Career summary, positions and responsibilities at the Company</b></p> <p>April 1975      Joined The Fuji Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>May 1997      Manager of Roppongi Branch, The Fuji Bank, Ltd.</p> <p>May 1999      Manager of Okayama Branch, The Fuji Bank, Ltd.</p> <p>June 2001      Manager of Yokohama-Ekimae Branch, The Fuji Bank, Ltd.</p> <p>April 2002      Manager of Yokohama-Ekimae Branch, Mizuho Bank, Ltd.</p> <p>July 2004      Chief Auditor, Business Audit Department, Mizuho Bank, Ltd.</p> <p>May 2006      Senior Corporate Officer, Mizuho Staff Co., Ltd.</p> <p>September 2007      Managing Director, Mizuho Staff Co., Ltd.</p> <p>June 2012      Outside Audit &amp; Supervisory Board Member, KEYENCE CORPORATION</p> <p>June 2012      Outside Auditor, JK Holdings Co., Ltd.</p> <p>June 2013      Outside Director, the Company (present)</p> <p><b>Reasons for nomination as a candidate for Outside Director and expected roles, etc.</b></p> <p>Mr. Koichi Ogawa has extensive experience and broad insight cultivated for many years at financial institutions, and we receive useful advice from him mainly from the perspective of internal control and compliance. We expect that the Company will continue to receive appropriate advice on the Company's management from an independent standpoint and that he will contribute to the enhancement of its corporate value. Thus, we propose that he continue to be elected as an Outside Director.</p>



No. 9	<b>Career summary, positions and responsibilities at the Company</b> October 2001 Registered as an attorney-at-law and joined Anderson Mori & Tomotsune January 2008 Worked for Finnegan, Henderson, Farabow, Garrett & Dunner in the United States March 2008 Registered as an attorney-at-law in the United States (New York State) January 2011 Partner, Anderson Mori & Tomotsune (currently Anderson Mori & Tomotsune LPC) (present) June 2021 Outside Director, the Company (present) <b>(Important concurrent positions)</b> Partner, Anderson Mori & Tomotsune LPC  <b>Reasons for nomination as a candidate for Outside Director and expected roles, etc.</b> As an attorney-at-law, Ms. Mari Ito has expertise in corporate legal affairs in Japan and overseas. Although Ms. Ito has never been involved in company management except as an Outside Officer, she is expected to provide appropriate advice on the Company's management from an independent standpoint, using her extensive experience and insight accumulated over many years, and will thereby contribute to enhancing the transparency and soundness of the Company's management. We have therefore decided that she is qualified to be an Outside Director and propose her continued election as an Outside Director.
<b>Mari Ito</b>	
<b>Reelection</b>	
<b>Outside</b>	
<b>Independent</b>	
<b>Birth date:</b> November 23, 1976 <b>Number of the Company's shares owned:</b> 0 shares <b>Number of years as a Director:</b> 1 year <b>Attendance at meetings of the Board of Directors:</b> 9/9 meetings	

- Notes: 1. Mr. Hiroyuki Fujii, a candidate for Director, concurrently serves as the Representative Director and Senior Managing Director of ProVision Inc., and the Company has a business relationship of outsourcing with ProVision Inc.
2. There are no special interests between the Company and other candidates for Directors.
3. Mr. Yukio Suzuki, Mr. Koichi Ogawa and Ms. Mari Ito are candidates for Outside Directors.
4. An overview of the content of an agreement limiting liability with Outside Directors is as follows.  
The Company stipulates in its Articles of Incorporation that the Company may enter into agreements with Outside Directors to limit their liability for damages to the Company to a certain extent so that the Company will be able to recruit talented personnel as Outside Directors. With this, the Company has entered into an agreement limiting liability with the following content with Mr. Yukio Suzuki, Mr. Koichi Ogawa and Ms. Mari Ito as candidates for Outside Directors. If Mr. Yukio Suzuki, Mr. Koichi Ogawa and Ms. Mari Ito are reelected as proposed, the Company intends to continue the agreement.
- In cases where Outside Directors are liable for damages to the Company due to negligence of their duties, they shall be liable up to the minimum liability amount provided for in Article 425, Paragraph 1 of the Companies Act.
  - The above limitation of liability shall be accepted only when the Outside Director has performed his or her duties, which caused the liability, in good faith and without gross negligence.
5. The Company has decided to enter into a directors and officers liability insurance agreement under Article 430-3, Paragraph 1 of the Companies Act with an insurance company, so that an insurance company's insurance will cover the damages and court costs, etc. that the insured is required to pay resulting from a claim for damages due to an act (including inaction) the insured performed based on his or her position as a Director, etc. of the Company. However, there are certain exemptions in the agreement. For example, damages will not be covered if the damage is caused by an act the insured performed while recognizing that it will violate laws and regulations. The candidates will be included in the insured under this insurance policy. The Company also intends to renew the policy with the same content at next renewal.
6. The Company has filed a report with the Tokyo Stock Exchange naming Mr. Yukio Suzuki, Mr. Koichi Ogawa and Ms. Mari Ito as independent Directors pursuant to the regulations of the Tokyo Stock Exchange. If they are reelected as proposed, the Company intends to continue to make them independent Directors.

Skills matrix

No.	Name	Position and area they are in charge of	Corporate management	Technologies and R&D	Sales and marketing	IT and digital technology	ESG and sustainability	Personnel affairs, labor, and human resource development	Legal affairs and risk management	Finance, accounting, and tax affairs
1	Yoshichika Henmi	Representative Director and Chairman Overall management	●	●	●	●	●	●	●	
2	Kenji Miura	Representative Director and President Overall management	●	●	●	●	●	●	●	
3	Makoto Taguchi	Director General Manager of the Business Solution Group	●		●	●		●		
4	Hiroyuki Fujii	Director General Manager of the IT Management Business Group	●		●	●		●		
5	Shingo Henmi	Director General Manager of DX Design Group, General Manager of Solution Design Group and in charge of Administrative Group	●	●	●	●		●	●	
6	Hiroshi Kotani	Director General Manager of Finance & Accounting Group	●						●	●
7	Yukio Suzuki	Outside Director	●			●	●		●	●
8	Koichi Ogawa	Outside Director	●		●			●	●	●
9	Mari Ito	Outside Director							●	
10	Toru Hishida	Full-time Outside Audit & Supervisory Board Member							●	●
11	Yoshihiro Nakamura	Outside Audit & Supervisory Board Member							●	
12	Hiroshi Adagawa	Outside Audit & Supervisory Board Member								●
13	Nobushige Tokuono	Outside Audit & Supervisory Board Member								●

Note: The above skills matrix does not show all of the knowledge and experience of the Directors and Audit & Supervisory Board Members.