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(Security Code 9739)
June 9, 2020

To Shareholders:

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

NOTICE OF THE 54th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially notified that 54th Annual General Meeting of Shareholders (the “Meeting”) of NIPPON SYSTEMWARE CO., LTD. (the “Company”) will be held for the purposes as described below.

Instead of attending the meeting in person, you can exercise your voting rights in advance in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:00 p.m. on Wednesday, June 24, 2020, Japan time.

- 1. Date and Time:** Thursday, June 25, 2020 at 10:00 a.m. Japan time
(reception starts at 9:00 a.m.)
- 2. Place:** B2F Saffron, IVY HALL located at
4-25, Shibuya 4-chome, Shibuya-ku, Tokyo

3. Meeting Agenda:

Matters to be reported: The Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements for the Company’s 54th Fiscal Year (April 1, 2019 - March 31, 2020) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee

Proposals to be resolved:

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

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please also bring this letter of convocation to the meeting with you to save resources.
 - Should the 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: Election of 4 Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all 5 Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of the Meeting. The Company has decided to decrease the number of Directors (excluding Directors who are Audit & Supervisory Committee Members) by 1 for flexible decision making. Accordingly, we propose the election of 4 Directors (excluding Directors who are Audit & Supervisory Committee Members) is proposed.

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

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

List of candidates

No.	Name	Current positions	Attendance at the Board of Directors meetings
1	[Re-election] Shoji Tada	President and Representative Director	7/7
2	[Newly Nominated] Noriyuki Abe	Executive Corporate Officer	—
3	[Re-election] Yuzuru Suka	Executive Corporate Officer and Member of the Board	(after assuming the office of Director) 5/5
4	[Newly Nominated] Daisuke Takemura	Executive Corporate Officer	—

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>	315,520
<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) [Newly Nominated]	<p>April 1987 Joined the Company</p> <p>April 2006 General Manager, System Logic Solution Department No.2, System Logic Technology Division</p> <p>April 2011 General Manager, Device Solutions Division, Product Solutions Group</p> <p>April 2017 Corporate Officer and Deputy Executive General Manager, Product Solutions Group</p> <p>April 2018 Executive Corporate Officer (to present) Executive General Manager, Product Solutions Group (to present)</p> <p>October 2019 Chairman, NSW China Co., Ltd. (to present)</p> <p>[Significant concurrent position] Chairman, NSW China Co., Ltd.</p>	3,900
<p>[Reason for nomination] Mr. Noriyuki Abe assumed the position of Corporate Officer in April 2017 and Executive Corporate Officer in April 2018. He has demonstrated his strong leadership in the Product Solutions Group, which engages in the development of embedded software and devices. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for the position based on his abundant experience and a track record in these business sectors.</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]	<p>April 1987 Joined The Fuji Bank, Limited (presently, Mizuho Bank, Ltd.) (Resigned from the bank in July 2018)</p> <p>July 2008 Branch Manager, Toride Branch</p> <p>May 2010 Deputy General Manager, Corporate Planning Department, Mizuho Information & Research Institute, Inc.</p> <p>January 2015 General Manager, Legal and Compliance Department</p> <p>December 2017 Seconded to the Company</p> <p>August 2018 Corporate Officer General Manager, General Affairs & Human Resources Department</p> <p>April 2019 General Manager, General Affairs & Human Resources Department, in charge of Planning Department</p> <p>June 2019 Executive Corporate Officer and Member of the Board (to present) General Manager, General Affairs & Human Resources Department, in charge of Planning Department and General Accounting Department</p> <p>April 2020 Executive General Manager, Corporate Division (to present) President and Representative Director, NSW WITH CO., LTD. (to present)</p> <p>[Significant concurrent position] President and Representative Director, NSW WITH CO., LTD.</p>	—
<p>[Reason for nomination] Mr. Yuzuru Suka assumed the position of Member of the Board in June 2019. He has demonstrated his strong leadership in the Corporate Division as an administrative division of the Company. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for the position responsible for controlling the overall administration divisions of the Company based on his extensive knowledge in finance, accounting and risk management accumulated through his prior experiences.</p>			
4	Daisuke Takemura (December 26, 1977) [Newly Nominated]	<p>May 2000 Joined K.K. Digital Headquarters (Resigned from the company in August 2001)</p> <p>December 2001 Joined the Company</p> <p>April 2011 General Manager, Cloud Solutions Department, Platform Solutions Division, IT Solutions Group</p> <p>January 2015 General Manager, Business Innovation Division, IT Solutions Group</p> <p>April 2018 Corporate Officer Deputy Executive General Manager, Services Solutions Group and General Manager, Business Innovation Division</p> <p>June 2019 Executive Corporate Officer (to present) Executive General Manager, Services Solutions Group (to present)</p>	700
<p>[Reason for nomination] Mr. Daisuke Takemura assumed the position of Corporate Officer in April 2018 and Executive Corporate Officer in June 2019. He has demonstrated his strong leadership in the Services Solutions Group, which engages in the roll-out of digital solutions and cloud infrastructure services businesses. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for the position based on his extensive experience and a track record in these business sectors.</p>			

(Notes)

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

Proposal 2: Election of 4 Directors who are Audit & Supervisory Committee Members

The terms of office of all 3 Directors who are Audit & Supervisory Committee Members will expire at the conclusion of the Meeting. The Company has decided to increase the number of Directors who are Audit & Supervisory Committee Members by 1 for the purpose of enhancing the function to supervise management. Accordingly, the election of 4 Directors who are Audit & Supervisory Committee Members is proposed.

If this Proposal is approved as originally proposed, the Company plans to register three out of eight 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	[Re-election] Junji Eto	Member of the Board, Audit & Supervisory Committee Member	7/7 7/7
2	[Re-election] [Outside Director] [Independent Director] Mikio Koyano	Member of the Board, Audit & Supervisory Committee Member	6/7 6/7
3	[Re-election] [Outside Director] [Independent Director] Masayuki Masui	Member of the Board, Audit & Supervisory Committee Member	(after assuming the office of Director) 5/5 5/5
4	[Newly Nominated] [Outside Director] [Independent Director] Naoko Ishii	—	—

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held	
1	Junji Eto (January 10, 1958) [Re-election]	April 1980	Joined NEC Corporation (Resigned from the company in January 2014)	2,400
		April 2004	Supervising Manager, First Governmental Solutions Division, 1st Solutions Sales Operations Unit	
		April 2009	Supervising Manager, First Governmental Solutions Division, Governmental Solutions Operations Unit	
		April 2011	Corporate Officer, the Company	
		April 2014	General Manager, Sales Division, IT Solutions Group	
		April 2016	In charge of sales, IT Solutions Group	
		April 2018	In charge of particular customers, IT Solutions Group	
		April 2018	Corporate Advisor	
		June 2018	Member of the Board, Audit & Supervisory Committee Member (to present)	
[Reason for nomination] Mr. Junji Eto assumed the position of Member of the Board and Audit & Supervisory Committee Member in June 2018. He has broad knowledge of the industry based on his years of business experience and a track record at his previous occupation and at the Company, along with ability to audit appropriately. The Company nominates him as a candidate for Director who is Audit & Supervisory Committee Member as it was judged that he would be well qualified for the position.				
2	Mikio Koyano (June 20, 1961) [Re-election] [Outside Director] [Independent Director]	April 1985	Joined Daiwa Securities Co. Ltd. (Resigned from the company in August 1996)	—
		August 1988	Registered as a certified public accountant	
		September 1996	Representative, Koyano Certified Public Accounting Office (to present)	
		June 2003	Corporate Auditor, the Company	
		June 2008	Member of the Board	
		June 2016	Member of the Board, Audit & Supervisory Committee Member (to present)	
		January 2017	Representative, Koyano Certified Tax Accounting Office (to present)	
		[Significant concurrent positions] Representative, Koyano Certified Public Accounting Office External Auditor, XEBIO HOLDINGS CO., LTD. External Auditor, Victoria Inc. Representative, Koyano Certified Tax Accounting Office		
[Reason for nomination] Although Mr. Mikio Koyano does not have experience in corporate management other than through being an outside officer, the Company nominates him as a candidate for Director who is Audit & Supervisory Committee Member (Outside Director) due to his standpoint independent from the business executives of the Company expecting that the Company's management may continue to benefit from his expertise as a certified public accountant and his experience gained through such career.				

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held	
3	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. Senior General Manager, General Manager, Information System Department, Corporate Administration Division	
		March 2016	Advisor General Manager, Information System Department	
		March 2019	Information System Department (to present)	
		June 2019	Member of the Board, Audit & Supervisory Committee Member, the Company (to present)	
[Reason for nomination] The Company nominates Mr. Masayuki Masui as a candidate for Director who is Audit & Supervisory Committee Member (Outside Director) due to his standpoint independent from the business executives of the Company and his extensive experience and broad insight gained through his carrier including his experience in corporate management in this industry expecting that the Company's management may continue to benefit from his career.				
4	Naoko Ishii (January 11, 1978) [Newly Nominated] [Outside Director] [Independent Director]	October 2004	Registered as an Attorney at Law (Dai-ni 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) (to present)	
		May 2016	Joined ENISHI Law Office Partner (Resigned from the firm in September 2018)	
		October 2018	Joined Sakuradori Law Office Partner (to present)	
		[Significant concurrent positions] Partner, Sakuradori Law Office Auditor, The Open University of Japan (non-standing)		
[Reason for nomination] Although Ms. Naoko Ishii does not have experience in corporate management other than through being an outside officer, the Company nominates her as a candidate for Director who is Audit & Supervisory Committee Member (Outside Director) due to her standpoint independent from the business executives of the Company expecting that the Company's management may benefit from her expertise and experience as a lawyer as well as her ability to see things from an objective perspective taking into account corporate society as a whole including laws and regulations.				

(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 12 years at the conclusion of the Meeting and Member of the Board, Audit & Supervisory Committee Member (Outside Director) is 4 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 as Member of the Board (Outside Director) and Member of the Board, Audit & Supervisory Committee Member (Outside Director) is 1 year 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. If the election of Ms. Naoko Ishii is approved, the Company plans to register her with Tokyo Stock Exchange as Independent Director prescribed by the exchange.

7. Messrs. Mikio Koyano and Masayuki Masui 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. If the election of a new candidate, Ms. Naoko Ishii, is approved, the Company will enter into the same agreement with her.

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

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

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

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

Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
Tomoyuki Kimura (December 22, 1976) [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 (to present) 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) [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] 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.