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Securities code: 9749
February 26, 2025
(Start date of measures for electronic provision: February 20, 2025)

To Shareholders with Voting Rights:

Satoyasu Sakashita
President & Representative Director
FUJI SOFT INCORPORATED
1-1 Sakuragi-cho, Naka-ku, Yokohama-shi, Kanagawa

NOTICE OF CONVOCATION OF THE 55TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

This is to notify you that the 55th Annual General Meeting of Shareholders of FUJI SOFT INCORPORATED (the "Company") will be held for the purposes as described below.

When convening this General Meeting, the Company takes measures for electronic provision and posts the matters subject to electronic provision on the following website on the Internet as the "Notice of Convocation of the 55th Annual General Meeting of Shareholders."

Company's website https://www.fsi.co.jp/ir/soukai/meeting.html

In addition to the above, the information is also posted on the following website on the Internet.
Please access the Tokyo Stock Exchange website (Listed Company Search) listed below, perform a search by entering the Issue name (company name) "FUJI SOFT" or the securities code "9749," select "Basic information" and "Documents for public inspection/PR information," and view the information.

Tokyo Stock Exchange website https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do

Instead of attending the meeting, you may exercise your voting rights by voting via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders as described hereinafter and exercise your voting rights by no later than 5:30 p.m. on Thursday, March 13, 2025, Japan time, following the "Guidance for Exercising Your Voting Rights" as described on page 3.

1. **Date and Time:** Friday, March 14, 2025 at 3:00 p.m., Japan time (reception starts at 2:00 p.m.)
2. **Place:** FUJISOFT AKIBA HALL, 5F, FUJISOFT Akihabara Building, 3 Kandaneribei-cho, Chiyoda-ku, Tokyo
3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 55th Fiscal Year (January 1, 2024 - December 31, 2024) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 55th Fiscal Year (January 1, 2024 - December 31, 2024)

Proposals to be resolved:

Proposal 1: Election of Twelve (12) Directors
Proposal 2: Election of One (1) Auditor

< Matters Decided upon Convocation >

(1) The following matters are not included in the paper copy to be sent to shareholders according to the provisions of laws and regulations and the Articles of Incorporation of the Company. The Auditors and the Accounting Auditor have audited the documents including the following matters.
- "Development of the System for Ensuring Appropriateness of Operations" in the Business Report
- The "Consolidated Statements of Changes in Net Assets" and the "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- The "Non-consolidated Statements of Changes in Net Assets" and the "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

(2) You can exercise your voting rights by attending the meeting in person, or by voting in writing or via the Internet in advance of the meeting.

(3) If you submit a Voting Rights Exercise Form without indicating your approval or disapproval or abstention for any proposal, your vote for the proposal shall be counted as approval for the proposal.

(4) If you exercise your voting rights in advance via the Internet more than once, only your final vote shall be counted as valid.

(5) If you exercise your voting rights in advance both via the Internet and by submitting a Voting Rights Exercise Form, your votes via the Internet shall be counted as valid.

(6) Please note that if you exercise your voting rights in advance by submitting a Voting Rights Exercise Form or via the Internet and attend the meeting in person, the voting rights you have exercised in advance shall be invalidated.

(7) You may exercise your voting rights by appointing one other shareholder with voting rights of the Company as your proxy. In this case, please note that the proxy must submit to the Company a document certifying authority of representation.

- When you attend the meeting in person on the day of the meeting, we ask that you submit the enclosed Voting Rights Exercise Form at the reception desk.
- If there are any revisions to this notice or matters subject to electronic provision, revisions will be posted on the Company's website and Tokyo Stock Exchange website on the Internet as stated above.
- Notice of resolutions and other information for shareholders will be posted on the Company's website on the Internet as stated above. Please check our website for the latest information.

Guidance for Exercising Your Voting Rights

- If you exercise your voting rights in advance

Voting via the Internet:
Please enter your votes by no later than the voting deadline by following the instructions on the screen after reviewing the "Guidance for Excising Your Voting Rights via the Internet" available in the Japanese version.
Voting deadline: Your votes must be entered by no later than 5:30 p.m., Thursday, March 13, 2025, Japan time.

Voting in writing:
Please return the Voting Rights Exercise Form with your votes by mail.
Voting deadline: The completed form must reach us by 5:30 p.m., Thursday, March 13, 2025, Japan time.

- If you attend the meeting
Attending the meeting in person
When you attend the meeting in person on the day of the meeting, we ask that you bring this notice of convocation and submit the enclosed Voting Rights Exercise Form at the reception desk.
Date and time: Friday, March 14, 2025 at 3:00 p.m., Japan time
Please understand in advance that we do not prepare any souvenirs for attending shareholders.

Please note that you cannot exercise your voting rights via the Internet on the day of the meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of Twelve (12) Directors

The terms of office of all twelve (12) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of twelve (12) Directors is proposed.

The candidates for Director are as follows.

No.	Name	Age	Gender	Current positions in the Company	Attendance at the Board of Directors meetings
1	Satoyasu Sakashita (Reappointment)	63	Male	President & Representative Director	100.0% (18/18)
2	Tateyuki Oosako (Reappointment)	49	Male	Director & Senior Executive Operating Officer	100.0% (21/21)
3	Tadashi Tsutsui (Reappointment)	59	Male	Director & Executive Operating Officer	100.0% (21/21)
4	Mari Morimoto (Reappointment)	51	Female	Director & Executive Operating Officer	100.0% (21/21)
5	Masashi Umetsu (Reappointment)	50	Male	Director & Executive Operating Officer	100.0% (21/21)
6	Tateki Oishi (Reappointment) Outside Independent	69	Male	Director	100.0% (21/21)
7	Tomoko Aramaki (Reappointment) Outside Independent	56	Female	Director	95.2% (20/21)
8	Takao Tsuji (Reappointment) Outside Independent	75	Male	Director	100.0% (21/21)
9	Hidetaka Nishina (Reappointment) Outside Independent	45	Male	Director	95.2% (20/21)
10	Hikari Imai (Reappointment) Outside Independent	75	Male	Director	100.0% (21/21)
11	Yuya Shimizu (Reappointment) Outside Independent	53	Male	Director	100.0% (21/21)
12	Shintaro Ishimaru (Reappointment) Outside Independent	71	Male	Director	100.0% (21/21)

(Notes)

1. The age given for the candidates for Director represents their full age as of the conclusion of this General Meeting of Shareholders.
2. The attendance at the Board of Directors meetings indicates the attendance of those meetings held during the previous fiscal year (from January 1, 2024 to December 31, 2024).
3. Mr. Satoyasu Sakashita did not attend Board of Directors meetings that deliberated only proposals related to the tender offer for the Company's shares and subscription rights to shares, as he may be classified as a special interested party. Consequently, the number of the Board of Directors meetings he attended differs from that of other directors.

No.	Name (Date of birth)	Career summary, positions and responsibilities (and significant concurrent positions)	Number of shares of the Company held
1	Satoyasu Sakashita (July 22, 1961) Male [Reappointment]	April 1985 Joined Nomura Computer Systems Co., Ltd. (present Nomura Research Institute, Ltd.) April 2003 General Manager of 2nd Knowledge System Business Department, Nomura Research Institute, Ltd. April 2004 Joined the Company Assistant Director of Outsourcing Business Division May 2005 Deputy Director of IT Business Division June 2005 Director June 2007 Executive Director June 2009 Retired as Director June 2009 Executive Operating Officer June 2010 Executive Director September 2011 Representative Senior Executive Director October 2011 President & Representative Director June 2012 President & Representative Director (to the present) [Reasons for nomination] Mr. Satoyasu Sakashita, after experiencing and participating in the execution of business in various business divisions of the Company, has achieved experience in management as a President & Representative Director since 2011. His experience and knowledge will continue to be indispensable for the management of the Company. Therefore, we nominate him as a candidate for Director.	48,313

No.	Name (Date of birth)	Career summary, positions and responsibilities (and significant concurrent positions)	Number of shares of the Company held
2	Tateyuki Oosako (October 8, 1975) Male [Reappointment]	April 1999 Joined the Company April 2008 General Manager of Solution Service 2, Industrial System Business Department, IT Business Division April 2010 General Manager of Enterprise System Unit, System Development Business Group April 2011 General Manager of Cloud Business Management Group April 2014 General Manager of Information Business Department, Solution Business Division October 2015 Deputy Director of Solution Business Division April 2016 Operating Officer, Deputy Director of Solution Business Division March 2018 Vice President, iDEA Consulting Inc. (unlisted company) (to the present) April 2019 Operating Officer, Director of Solution Business Division April 2021 Executive Operating Officer, Director of Solution Business Division January 2022 Senior Executive Operating Officer, Director of Solution Business Division March 2022 Director & Senior Executive Operating Officer, Assistant of Representative Director in Corporate Management, Director of Solution Business Division April 2022 Director & Senior Executive Operating Officer, Assistant of Representative Director in Corporate Management January 2023 Director & Senior Executive Operating Officer, Assistant of Representative Director in Corporate Management, COO of Automotive Business January 2024 Director & Senior Executive Operating Officer, Assistant of Representative Director in Corporate Management, COO of Automotive Business, COO of Net Solution Business Division January 2025 Director & Senior Executive Operating Officer, Assistant of Representative Director in Corporate Management, COO of Net Solution Business Division (to the present) [Reasons for nomination] Mr. Tateyuki Oosako has a wealth of business experience in the IT system establishment field, the core of the Company's business. His experience and knowledge will be indispensable for the management of the Company to further expand its business in the information service industry. Therefore, we nominate him as a candidate for Director.	11,471

No.	Name (Date of birth)	Career summary, positions and responsibilities (and significant concurrent positions)	Number of shares of the Company held
3	Tadashi Tsutsui (December 16, 1965) Male [Reappointment]	April 1988 Joined the Company April 2009 General Manager of System Department 1, Regional Area Management Division, IT Development Business Group April 2012 General Manager of Business Planning Department, Regional Area Business Division July 2013 Deputy Director of Regional Area Business Division April 2016 Deputy Director of ASI Business Department October 2016 Deputy Director of Administration Division October 2017 General Manager of Administration Reform Supervision Department April 2018 Operating Officer, COO of Corporate Planning and Human Resources April 2019 Operating Officer, COO of Administration Division April 2020 Executive Operating Officer, COO of Administration Division March 2021 Executive Operating Officer, COO of Administration Division and Facility Business March 2022 Director & Executive Operating Officer, COO of Administration Division, COO of Facility Business (to the present) [Reasons for nomination] After serving in various business divisions, Mr. Tadashi Tsutsui has demonstrated his outstanding capacity in promoting management reforms in the Company's Administration Division and contributed to reinforcing the Company's corporate governance and risk compliance system. His experience and knowledge will be indispensable for the management of the Company. Therefore, we nominate him as a candidate for Director.	8,578
4	Mari Morimoto (January 1, 1974) Female [Reappointment]	April 1996 Joined the Company April 2012 General Manager of MS Department, Solution Business Division October 2013 Director of MS Business Department April 2017 Deputy Director of Sales Division April 2018 Operating Officer and Deputy Director of Sales Division June 2019 Outside Director, ACE SECURITIES CO., LTD. (present Tokai Tokyo Securities Co., Ltd.) March 2021 Director & Operating Officer Director of Sales Division August 2021 Director & Operating Officer, Director of Sales Division, COO of L Career Promotion Section January 2024 Director & Operating Officer, COO of Group Company Synergy, COO of L Career Promotion Section March 2024 Member of the Board, Cybernet Systems Co., Ltd. (unlisted company) (to the present) Director, VINX CORP (unlisted company) (to the present) Director, Tosho Computer Systems Co., Ltd. (unlisted company) (to the present) January 2025 Director & Executive Operating Officer, COO of Group Company Synergy, COO of L Career Promotion Section (to the present) [Reasons for nomination] Ms. Mari Morimoto has promoted business as Director of Sales Division after serving in various business divisions and is currently demonstrating her skills as COO of Group Company Synergy. Her experience and knowledge will be indispensable for the management of the Company. Therefore, we nominate her as a candidate for Director.	6,003

No.	Name (Date of birth)	Career summary, positions and responsibilities (and significant concurrent positions)	Number of shares of the Company held
5	Masashi Umetsu (October 23, 1974) Male [Reappointment]	April 1997 Joined the Company April 2013 General Manager of Business Planning Department, Solution Business Division, and General Manager of Business Planning Department, Financial System Business Division October 2013 General Manager of Business Planning Department, Solution Business Division, General Manager of Business Planning Department, Financial System Business Division, and General Manager of MS Business Department October 2015 General Manager of Innovation Promotion Section April 2016 General Manager of Sales Supervision Department, Sales Division March 2017 Auditor, Tosho Computer Systems Co., Ltd. October 2017 General Manager of Sales Planning Department, Sales Division April 2018 General Manager of Corporate Planning Department April 2019 Deputy Director of Administration Reform Supervision Department, and General Manager of Corporate Planning Department April 2020 Operating Officer, COO of Finance and Public Relations March 2022 Director & Operating Officer, COO of Finance and Public Relations April 2022 Director & Operating Officer, COO of Corporate Planning and Finance and Public Relations July 2022 Auditor, FUJISOFT CHINA Corp. (to the present) April 2024 Director & Operating Officer, COO of Corporate Planning and Finance January 2025 Director & Executive Operating Officer, COO of Corporate Planning and Finance (to the present) [Reasons for nomination] After serving in various business divisions, and involved in business planning and sales planning, Mr. Masashi Umetsu has demonstrated excellent skills and knowledge in the Company's Administration Division. His experience and knowledge will be indispensable for the management of the Company to plan and promote management strategies with the aim of expanding the Company's business under the diversifying business environment. Therefore, we nominate him as a candidate for Director.	6,472

No.	Name (Date of birth)	Career summary, positions and responsibilities (and significant concurrent positions)	Number of shares of the Company held
6	Tateki Oishi (November 30, 1955) Male [Reappointment] [Outside] [Independent]	April 1979 Joined CASIO COMPUTER CO., LTD. June 2002 Operating Officer and Deputy Director of Communications Department, CASIO COMPUTER CO., LTD. April 2004 President & Representative Director, CASIO Hitachi Mobile Communications Co., Ltd. June 2010 Director & Senior Executive Operating Officer, NEC CASIO Mobile Communications, Ltd. June 2015 Outside Director, Cyber Com Co., Ltd. Outside Director, VINX CORP March 2019 Outside Director (to the present) [Reasons for nomination and expected roles] Mr. Tateki Oishi has a wealth of business experience related to the industry and a wide range of knowledge in ICT. He has appropriately supervised and advised the Company in its business operations from a business perspective based on his deep understanding of the Company's business and his high level of knowledge of management issues in promoting strategies for product services, etc. As a member of the Nomination Committee, he has contributed to improving the corporate value of the Company by working on the appointment of the management team and the consideration of succession planning, and is expected to appropriately perform his duties as an Outside Director of the Company. Therefore, we nominate him as a candidate for Outside Director.	1,800

No.	Name (Date of birth)	Career summary, positions and responsibilities (and significant concurrent positions)	Number of shares of the Company held
7	Tomoko Aramaki (November 7, 1968) Female [Reappointment] [Outside] [Independent]	October 1991 Joined Century Audit Corporation March 1995 Registered as Certified Public Accountant July 1999 Seconded to Regional Financial Cooperation Division, Trade Policy Bureau, Ministry of International Trade and Industry May 2002 Joined IBM Japan, Ltd. February 2006 Director, Aramaki CPA Office (to the present) April 2006 Registered as Certified Tax Accountant June 2008 Audit & Supervisory Board Member, PARIS MIKI HOLDINGS Inc. June 2015 Director, in charge of Investor Relations, PARIS MIKI HOLDINGS Inc. December 2015 Audit & Supervisory Board Member, SACOS CORPORATION April 2018 Member of Outside Expert Committee, Organization for Postal Savings, Postal Life Insurance and Post Office Network (to the present) June 2018 Outside Audit & Supervisory Board Member, EXEO Group, Inc. March 2022 Outside Director (to the present) January 2023 Information and Communications Council Member, Ministry of Internal Affairs and Communications (to the present) Telecommunications Business Policy Committee Member, Information and Communications Council (to the present) Postal Services Policy Committee Member, Information and Communications Council (to the present) June 2023 Outside Director, EXEO Group, Inc. (to the present) Outside Director (Audit & Supervisory Committee Member), TRE HOLDINGS CORPORATION (to the present) June 2024 Outside Director (Audit & Supervisory Committee Member), Astellas Pharma Inc. (to the present) [Reasons for nomination and expected roles] Ms. Tomoko Aramaki has expertise and a wealth of business experience as a Certified Public Accountant and a Certified Tax Accountant, as well as deep insight into corporate management gained through serving numerous positions as an auditor and a director at listed companies. She has appropriately supervised and advised the Company in its business operations from her unique perspective with a thorough knowledge of corporate finance/accounting. As a member of the Remuneration Committee, she has worked on enhancing stock compensation and incentives for the management team, and as a member of the Special Committee, she has been deeply involved in the consideration of various measures to improve the corporate value and secure or enhance the common interests of shareholders from an independent standpoint, which has contributed to improving the corporate value of the Company, and is expected to appropriately perform her duties as an Outside Director of the Company. Therefore, we nominate her as a candidate for Outside Director.	0

No.	Name (Date of birth)	Career summary, positions and responsibilities (and significant concurrent positions)	Number of shares of the Company held
8	Takao Tsuji (September 28, 1949) Male [Reappointment] [Outside] [Independent]	April 1973 Joined Nissho Iwai Corporation (present Sojitz Corporation) June 1999 Director, NISSHO ELECTRONICS CORPORATION (present Sojitz Tech-Innovation Co., Ltd.) March 2000 Outside Director, Fusion Communications Corp. (present Rakuten Communications Corp.) June 2001 Managing Director, NISSHO ELECTRONICS CORPORATION (present Sojitz Tech-Innovation Co., Ltd.) June 2002 Representative Director and President, NISSHO ELECTRONICS CORPORATION June 2009 Director and Chairman, NISSHO ELECTRONICS CORPORATION September 2009 Final Selection Committee Member, Public Application for Universe Open Laboratory, Japan Aerospace Exploration Agency (JAXA) July 2010 Advisor, Machine Division, Sojitz Corporation June 2013 External Director of the Board, JVCKENWOOD Corporation May 2014 Representative Director of the Board, President, Chief Operating Officer (COO), Chief Innovation Officer (CIO), and Chief Risk Officer (CRO), JVCKENWOOD Corporation June 2016 Representative Director of the Board, President, and Chief Executive Officer (CEO), JVCKENWOOD Corporation April 2018 Representative Director of the Board, Chairman of the Board, and Chief Executive Officer (CEO), JVCKENWOOD Corporation April 2019 Representative Director of the Board and Chairman of the Board, JVCKENWOOD Corporation June 2019 Outside Director, Dexerials Corporation July 2021 Special Advisor, JVCKENWOOD Corporation December 2021 Chairman, Machine & Metal Industry Subcommittee, The Yokohama Chamber of Commerce and Industry June 2022 Outside Director, FEED ONE CO., LTD. (to the present) June 2022 Outside Director (Audit & Supervisory Committee Member), SNT Corporation (to the present) June 2022 Outside Director, TACHIBANA ELETECH CO., LTD. (to the present) December 2022 Outside Director (to the present) [Reasons for nomination and expected roles] Mr. Takao Tsuji has experience as a Representative Director and President of listed companies over 10 years in the aggregate, and assumed office as outside director at multiple listed companies. On the basis of his high level of knowledge and experience in management, he has appropriately supervised and advised the Company in its business operations from his unique perspective as a person with outstanding corporate management experience. As the Chairman of the Nomination Committee, he has worked on the appointment of the management team and the consideration of succession planning, and as a member of the Special Committee, he has been deeply involved in the consideration of various measures to improve the corporate value and secure or enhance the common interests of shareholders from an independent standpoint, which has contributed to improving the corporate value of the Company, and is expected to appropriately perform his duties as an Outside Director of the Company. Therefore, we nominate him as a candidate for Outside Director.	300

No.	Name (Date of birth)	Career summary, positions and responsibilities (and significant concurrent positions)	Number of shares of the Company held
9	Hidetaka Nishina (March 25, 1979) Male [Reappointment] [Outside] [Independent]	October 2002 Registered as attorney-at-law April 2003 Operations Department, Bank of Japan May 2006 Counsellor Office, Civil Affairs Bureau, Ministry of Justice January 2011 Partner attorney-at-law, Nakamura, Tsunoda & Matsumoto (to the present) June 2013 Outside Auditor, INES Corporation April 2014 Committee Member, JBA TIBOR Oversight Committee, Ippan Shadan Hojin (or General Incorporated Association) JBA TIBOR Administration March 2017 Outside Auditor, Nippon Aqua Co., Ltd. June 2017 Outside Director, KITAMURA Co., Ltd. March 2019 Outside Auditor, Vario Secure Inc. April 2019 Outside Director, KITAMURA HOLDINGS Co., Ltd. (unlisted company) June 2021 Outside Director (Audit and supervisory committee member), KITAMURA HOLDINGS Co., Ltd. (unlisted company) (to the present) November 2022 Outside Director (Audit and Supervisory Committee Member), Vario Secure Inc. December 2022 Outside Director (to the present) March 2023 Outside Director (Audit and Supervisory Committee Member), Nippon Aqua Co., Ltd. (to the present) January 2025 Outside Auditor, MESCIUS inc. (unlisted company) (to the present) [Reasons for nomination and expected roles] Mr. Hidetaka Nishina has a wide range of insights and experience as an attorney-at-law. On the basis of his experience of participating in corporate management as an outside officer at multiple listed companies, he has appropriately supervised and advised the Company in its business operations from his insight based on his deep experience in legal affairs and the latest corporate governance of listed companies. As the Chairman of the Governance Committee, he has worked to strengthen the governance of the Company, and as a member of the Special Committee, he has been deeply involved in the consideration of various measures to improve the corporate value and secure or enhance the common interests of shareholders from an independent standpoint, which has contributed to improving the corporate value of the Company, and is expected to appropriately perform his duties as an Outside Director of the Company. Therefore, we nominate him as a candidate for Outside Director.	900

No.	Name (Date of birth)	Career summary, positions and responsibilities (and significant concurrent positions)	Number of shares of the Company held
10	Hikari Imai (July 23, 1949) Male [Reappointment] [Outside] [Independent]	April 1974 Joined Yamaichi Securities Co., Ltd. January 1986 Joined Morgan Stanley Japan Securities (present Mitsubishi UFJ Morgan Stanley Securities) April 1993 Joined Merrill Lynch Securities Co., Ltd. January 1999 Deputy Chairman, Merrill Lynch Japan Securities Co., Ltd. (present BofA Securities Japan Co., Ltd.) November 2007 Director and Executive Vice President, RECOF Corporation April 2008 Representative Director and President, RECOF Corporation July 2010 Advisor, Ebara Foods Industry, Inc. April 2012 Outside Director, Olympus Corporation June 2015 Outside Director, CYBERDYNE, INC. June 2016 Director (Outsider), PACIFIC METALS CO., LTD. (to the present) December 2016 Director and Chairman, 3DOM Inc. (present 3DOM Alliance Inc.) January 2019 Outside Director, GPSS Holdings, Inc. (unlisted company) (to the present) November 2019 Outside Director (Audit & Supervisory Board Member), SHIMACHU CO., LTD. December 2022 Outside Director (to the present) [Reasons for nomination and expected roles] Mr. Hikari Imai has extensive experience in investment banking services and deep knowledge in capital markets. On the basis of his experience of participating in corporate management as an Outside Director of multiple listed companies, he has appropriately supervised and advised the Company in its business operations. As the Chairman of the Remuneration Committee, he has worked on enhancing stock compensation and incentives for the management team, and as the Chairman of the Special Committee, he has been deeply involved in the consideration of various measures to improve the corporate value and secure or enhance the common interests of shareholders from an independent standpoint, which has contributed to improving the corporate value of the Company, and is expected to appropriately perform his duties as an Outside Director of the Company. Therefore, we nominate him as a candidate for Outside Director.	0

No.	Name (Date of birth)	Career summary, positions and responsibilities (and significant concurrent positions)	Number of shares of the Company held
11	Yuya Shimizu (November 8, 1971) Male [Reappointment] [Outside] [Independent]	April 1994 Joined Tokyo Branch, Goldman Sachs Japan, Co., Ltd. May 2000 Joined MOORE STRATEGIC VALUE PARTNERS, LLC September 2003 Joined AC Capital, Inc. March 2004 Joined Asuka Asset Management Co., Ltd. (present Aizawa Asset Management Co., Ltd.) August 2005 Joined Jarmin Capital Co., Ltd. October 2007 Joined Dalton Investments Group February 2010 Representative Director, Dalton Advisory KK March 2011 Outside Director, SunTelephone Co., Ltd. January 2015 Founded OTS Capital Management Limited (Hong Kong) Cofounder & Senior Portfolio Manager, OTS Capital Management Limited January 2016 Founded Hibiki Path Advisors Pte. Ltd. Representative Director & Chief Investment Officer, Hibiki Path Advisors Pte. Ltd. (to the present) December 2022 Outside Director (to the present) * Hibiki Path Advisors Pte. Ltd., at which Mr. Yuya Shimizu serves as Representative, has concluded discretionary investment management agreements with HIBIKI PATH AOBA FUND holding 0.12% of the Company's stock as of December 31, 2024. [Reasons for nomination and expected roles] Mr. Yuya Shimizu has engaged in a wide range of investment services for many years. On the basis of his extensive experience and deep knowledge in investment management services and capital markets, he has appropriately supervised and advised the Company in its business operations from the unique perspective of a representative of a fund that is also a shareholder of the Company. As a member of the Remuneration Committee, he has worked on enhancing stock compensation and incentives for the management team, and as a member of the Special Committee, he has been deeply involved in the consideration of various measures to improve the corporate value and ensure or enhance the common interests of shareholders from an independent standpoint, which has contributed to improving the corporate value of the Company, and is expected to appropriately perform his duties as an Outside Director of the Company. Therefore, we nominate him as a candidate for Outside Director.	0

No.	Name (Date of birth)	Career summary, positions and responsibilities (and significant concurrent positions)	Number of shares of the Company held
12	Shintaro Ishimaru (January 15, 1954) Male [Reappointment] [Outside] [Independent]	April 1976 Joined Dai-Ichi Kangyo Bank, Ltd. (present Mizuho Bank, Ltd.) February 1998 President & CEO, DKB Data Services (NY) August 2003 General Manager of Taipei Branch, Mizuho Corporate Bank, Ltd. (present Mizuho Bank, Ltd.) Chairman, The Japanese Chamber of Commerce & Industry Taipei June 2006 Executive Officer, ITOCHU Corporation October 2006 General Manager of IT Planning Division, ITOCHU Corporation April 2009 Managing Executive Officer & Executive Vice President of Financial Business, Real Estate, Insurance Business, & Logistic Company, ITOCHU Corporation April 2011 Assistant to Officer in charge of Specific Services, ITOCHU Corporation May 2011 CIO & Assistant to Officer in charge of Specific Services, ITOCHU Corporation April 2012 CIO & Executive Vice President of General Products & Realty and ICT Company, ITOCHU Corporation June 2013 Audit & Supervisory Board Member, ITOCHU Techno-Solutions Corporation July 2019 Delegated Outside Advisor in charge of IT strategy of General Products & Realty Company, ITOCHU Corporation December 2022 Outside Director (to the present) [Reasons for nomination and expected roles] Mr. Shintaro Ishimaru has experience taking part in management as Chief Information Officer (CIO) of a listed company. On the basis of his deep knowledge in the industry in which the Company operates, he has appropriately supervised and advised the Company in its business operations from a unique perspective based on his deep insight into systems development and extensive knowledge of the industry. As a member of the Nomination Committee, he has worked on the appointment of the management team and the consideration of succession planning, and as a member of the Special Committee, he has been deeply involved in the consideration of various measures to improve the corporate value and secure or enhance the common interests of shareholders from an independent standpoint, which has contributed to improving the corporate value of the Company, and is expected to appropriately perform his duties as an Outside Director of the Company. Therefore, we nominate him as a candidate for Outside Director.	0

(Notes)

1. Figures for the “Number of shares of the Company held” are as of December 31, 2024.
2. There are no special interests between any of the candidates for Director and the Company other than those stated in the text.
3. Mr. Tateki Oishi will have served as Outside Director of the Company for six (6) years at the conclusion of this General Meeting of Shareholders.
4. Ms. Tomoko Aramaki will have served as Outside Director of the Company for three (3) years at the conclusion of this General Meeting of Shareholders.
5. Mr. Takao Tsuji, Mr. Hidetaka Nishina, Mr. Hikari Imai, Mr. Yuya Shimizu and Mr. Shintaro Ishimaru will have served as Outside Director of the Company for two (2) years and three (3) months at the conclusion of this General Meeting of Shareholders.
6. When the Company nominates the candidates for Director, the Nomination Committee, the majority of which is composed of Independent Outside Directors, deliberates in advance on the nomination pursuant to the Standard for Personnel Affairs of Officers.
7. The Company makes it a rule to nominate persons who can supervise and advise the Company from outside and impartial perspectives and who have high-level insight and a wealth of knowledge and experience in their particular areas, in addition to following the standards for independence of independent officers set forth in the regulations of the Tokyo Stock Exchange, as the standards for independence of an Outside Director.
8. Mr. Tateki Oishi, Ms. Tomoko Aramaki, Mr. Takao Tsuji, Mr. Hidetaka Nishina, Mr. Hikari Imai, Mr. Yuya Shimizu and Mr. Shintaro Ishimaru are the candidates for Outside Director. If they assume office as Outside Directors, they will become independent officers pursuant to the provisions of the Tokyo Stock Exchange.
9. The Company has entered into liability limitation agreements with Mr. Tateki Oishi, Ms. Tomoko Aramaki, Mr. Takao Tsuji, Mr. Hidetaka Nishina, Mr. Hikari Imai, Mr. Yuya Shimizu and Mr. Shintaro Ishimaru and will renew the agreements if their re-election is approved. The maximum liability limit under each agreement is 10 million yen or the amount provided by laws and regulations, whichever is greater, on the condition that they have respectively conducted their duties in good faith and without gross negligence.
10. The Company has entered into a directors and officers liability insurance (D & O Insurance) agreement stipulated in Article 430-3, Paragraph 1 of the Companies Act with all Directors as the insured to ensure that officers can fully perform their expected roles in the course of their duties and to allow the Company to obtain superior talent. If this proposal is approved as originally proposed and each candidate is appointed as Director, they will be the insured under the said insurance agreement. The said insurance agreement covers damage caused as a result of the insured Directors and officers assuming responsibilities regarding the execution of their duties or receiving claims pertaining to the pursuit of such responsibilities. Provided, however, that there are certain exemptions; for example, damage caused as a result of any conduct committed while knowing that the conduct is in violation of laws and regulations will not be covered. The insurance premiums, including those on riders, are fully borne by the Company and no substantial insurance premium is borne by the insured. The said insurance agreement provides for a deductible amount and damage up to the deductible amount shall not be covered. Also, the Company plans to renew the insurance agreement with the same terms and conditions at the time of the next renewal.
11. Director candidate Mari Morimoto’s name on the family registry is Mari Ishibashi.

Proposal 2: Election of One (1) Auditor

The terms of office of Auditor, Mr. Hiroyuki Kimura, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of one (1) Auditor is proposed.

This proposal has been approved by the Board of Auditors.

The candidate for Auditor is as follows.

Name	Age	Gender	Current positions in the Company	Attendance at the Board of Directors meetings	Attendance at the Board of Auditors meetings
Hiroyuki Kimura (Reappointment)	64	Male	Standing Auditor	100.0% (21/21)	100.0% (18/18)

(Note) The age given for the candidate for Auditor represents his full age as of the conclusion of this General Meeting of Shareholders.

Name (Date of birth)	Career summary, positions and responsibilities (and significant concurrent positions)	Number of shares of the Company held
Hiroyuki Kimura (August 23, 1960) Male [Reappointment]	March 1986 Joined Memorex Japan Ltd. January 1996 Joined the Company April 2008 Director of Solution Business Division October 2009 General Manager of Solution Unit, Solution Business Group April 2010 Operating Officer and Head of Solution Business Group April 2012 Operating Officer and Deputy Director of Product Service Business Division January 2014 Operating Officer and Director of Facility Business Department April 2018 Executive Operating Officer and Director of Facility Business Department April 2020 Executive Operating Officer, COO of Facility Business March 2021 Standing Auditor (to the present) [Reasons for nomination] Mr. Hiroyuki Kimura, who assumed office of Auditor in March 2021 after serving in various business divisions of the Company, has a wealth of operational experience and experience as an auditor. He is expected to appropriately perform his duties as an Auditor of the Company utilizing these experience and insight. Therefore, we nominate him as a candidate for Auditor.	10,800

(Notes)

1. The Figure for the "Number of shares of the Company held" is as of December 31, 2024.
2. There are no special interests between the candidate for Auditor and the Company.
3. The Company has entered into a liability limitation agreement with Mr. Hiroyuki Kimura and will renew the agreement if his re-election is approved. The maximum liability limit under the agreement is the minimum amount provided by laws and regulations, on the condition that he has conducted his duties in good faith and without gross negligence.
4. The Company has entered into a directors and officers liability insurance (D & O Insurance) agreement stipulated in Article 430-3, Paragraph 1 of the Companies Act with all Auditors as the insured to ensure that officers can fully perform their expected roles in the course of their duties and to allow the Company to obtain superior talent. If this proposal is approved as originally proposed and the candidate is appointed as Auditor, he will be the insured under the said insurance agreement. The said insurance agreement covers damage caused as a result of the insured Directors and officers assuming responsibilities regarding the execution of their duties or receiving claims pertaining to the pursuit of such responsibilities. Provided, however, that there are certain exemptions; for example, damage caused as a result of any conduct committed while knowing that the conduct is in violation of laws and regulations will not be covered. The insurance premiums, including those on riders, are fully borne by the Company and no substantial insurance premium is borne by the insured. The said insurance agreement provides for a deductible amount and damage up to the deductible amount shall not be covered. Also, the Company plans to renew the insurance agreement with the same terms and conditions at the time of the next renewal.

In order to achieve sustainable growth and enhance corporate value over the medium to long term, the Board of Directors of the Company is composed of Directors and Auditors who are well versed in corporate management, business administration, industry knowledge, sales, finance/accounting, legal affairs, capital market, etc., taking into consideration the balance of the Board of Directors as a whole in terms of diversity and size. The following is a matrix of skills held by Directors and Auditors.

◎ Area of particular expertise

Position	Name	Corporate management	Business administration	Human resources	IT system development	Product services	New businesses	Sales	Finance / Accounting	Legal affairs	Capital market
President & Representative Director	Satoyasu Sakashita	◎	○	○	◎	◎	○	○	○	○	
Director & Senior Executive Operating Officer	Tateyuki Oosako	○	○	○	◎	◎	○	○			
Director & Executive Operating Officer	Tadashi Tsutsui	○	◎	◎	○			○		○	
Director & Executive Operating Officer	Mari Morimoto	○				○	○	◎			
Director & Executive Operating Officer	Masashi Umetsu	○	◎		○			○	○		
Outside Director	Tateki Oishi	○	○		○	◎	◎				
Outside Director	Tomoko Aramaki	○	○						◎		○
Outside Director	Takao Tsuji	◎	◎	○		○	◎	○	○	○	○
Outside Director	Hidetaka Nishina	○	○						○	◎	
Outside Director	Hikari Imai	○	○	○					◎	○	◎
Outside Director	Yuya Shimizu	○							◎		◎
Outside Director	Shintaro Ishimaru	○	○	○	◎	◎	○	○	○		
Standing Auditor	Hiroyuki Kimura	○	○		○	○	○	○	○	○	
Outside Auditor	Yukako Oshimi		○							◎	
Outside Auditor	Hiroshi Hirano		○						◎		

(Note) Positions will be officially determined at meetings of the Board of Directors and the Board of Auditors after Proposal 1 “Election of Twelve (12) Directors” and Proposal 2 “Election of One (1) Auditor” are approved as originally proposed.