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Securities Code: 9928

June 10, 2022

To Our Shareholders:

Hiroki Koreeda, Chief Executive Officer, President
MIROKU JYOHO SERVICE CO., LTD.
4-29-1, Yotsuya, Shinjuku-ku, Tokyo

Notice of the 45th Annual General Meeting of Shareholders

We are pleased to announce the 45th Annual General Meeting of Shareholders of Miroku Jyoho Service Co., Ltd. (the “Company”), which will be held as follows.

In order to prevent the spread of COVID-19, we would like to ask our shareholders to exercise their voting rights by Tuesday, June 28, 2022, at 5:00 p.m. (JST) by mail or via the Internet, etc. after reviewing the Reference Documents for the General Meeting of Shareholders described below, and to refrain from attending the Meeting as much as possible.

- 1. Date and Time:** Wednesday, June 29, 2022 at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)
- 2. Venue:** Belle Salle Nishi-shinjuku, Room 1
2nd Floor, 3 Gokan (Wing 3)
Sumitomo Realty & Development Nishi-shinjuku Building
4-15-3, Nishi-shinjuku, Shinjuku-ku, Tokyo

3. Matters to be discussed at the Meeting

Matters to be reported:

1. Business Report for the 45th Business Term (from April 1, 2021 to March 31, 2022), a report on Consolidated Financial Statements, and a report on the results of the audit of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. Report on the Non-consolidated Financial Statements for the 45th Business Term (from April 1, 2021 to March 31, 2022)

Matters to be resolved:

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| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Amendment to the Articles of Incorporation |
| Proposal No. 3 | Election of 11 Directors |
| Proposal No. 4 | Election of Two Substitute Audit & Supervisory Board Members |
| Proposal No. 5 | Revision of Remuneration Amount for Directors |

Notice

1. Of the documents to be attached to this Notice of the 45th Annual General Meeting of Shareholders, the following items are not included in the attachments to this Notice as they are posted on the Company's website on the Internet (<https://www.mjs.co.jp/>) in accordance with statutes and Article 16 of the Company's Articles of Incorporation.
 - (1) Business Report, "Matters Concerning New Share Acquisition Rights, etc. of the Company"
 - (2) Business Report, "Outline of the System for Ensuring the Appropriateness of Business Operations and the Status of Operation of the System"
 - (3) Consolidated Financial Statements, "Consolidated Statement of Changes in Equity"
 - (4) Consolidated Financial Statements, "Notes to Consolidated Financial Statements"
 - (5) Non-consolidated Financial Statements, "Non-consolidated Statement of Changes in Equity"
 - (6) Non-consolidated Financial Statements, "Notes to Non-consolidated Financial Statements"Accordingly, the business report, consolidated financial statements and non-consolidated financial statements included in the attachment to this Notice are part of the business report, consolidated financial statements and non-consolidated financial statements audited by Audit & Supervisory Board Members and Audit & Supervisory Board in preparing their audit report, and part of the consolidated financial statements and non-consolidated financial statements audited by the financial auditor in preparing his/her accounting audit report.
2. Any amendments to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements will be posted on the Company's website (<https://www.mjs.co.jp/>) on the Internet.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company follows the basic policy of paying dividends stably to its shareholders over the long term while giving consideration to a comprehensive range of matters including business performance, strengthening of the financial structure, and future business development.

In line with this policy, the Company proposes to pay an ordinary year-end dividend of ¥40 per share, to which a special dividend of ¥5 per share will be added for the 45th fiscal year as the Company posted an extraordinary profit due to the transfer of all the shares of pring Inc. which is an affiliate accounted for using the equity method. The details are as follows.

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
The Company proposes to pay a dividend of ¥45 per common share of the Company (¥40 of ordinary dividend and ¥5 of special dividend).
In this event, the total dividends will be ¥1,343,625,120.
- (3) Effective date of dividends of surplus
The effective date of dividends will be June 30, 2022.

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reasons for the Amendment

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the General Meeting of Shareholders in electronic format.

- (1) Article 16 (Measures, etc. for Providing Information in Electronic Format), Paragraph (1) of the proposed amendments is to be newly established as the Company will be obliged to stipulate in its Articles of Incorporation that it will take measures for the electronic provision of the information contained in the reference documents for the General Meeting of Shareholders, etc.
- (2) Article 16 (Measures, etc. for Providing Information in Electronic Format), Paragraph (2) of the proposed amendments is to be newly established in order to allow the scope of the matters described in the documents to be delivered to shareholders who have requested document delivery to be limited to the scope specified by Ordinance of the Ministry of Justice, with respect to those matters for which measures for electronic provision of information are to be taken concerning the information contained in the reference documents for the General Meeting of Shareholders, etc.
- (3) Since the provisions of Article 16 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) will no longer be required once the system of electronic provision of informational materials for the General Meeting of Shareholders is introduced, they will be deleted.
- (4) Supplementary provisions are to be established concerning the effectiveness of the above newly introduced and deleted provisions. These supplementary provisions shall be deleted after the effective date.

2. Details of the Amendments

The details of the amendments are as follows:

(Changes are indicated by an underline.)

Current Articles of Incorporation	Proposed amendments
<p><u>Article 16. (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>When the Company convenes a General Meeting of Shareholders, if it discloses information that is to be stated or indicated in the reference documents of the General Meeting of Shareholders, business report, financial statements and/or consolidated financial statements through the Internet in accordance with the provisions prescribed by the Ordinance of the Ministry of Justice, it may be deemed that the Company has provided this information to shareholders.</u></p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>Article 16. (Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>1. When the Company convenes a General Meeting of Shareholders, it shall take measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. in electronic format.</u></p> <p><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed amendments
(Newly established)	<p data-bbox="810 219 1082 248"><u>(Supplementary Provisions)</u></p> <p data-bbox="810 259 1445 324"><u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <ol style="list-style-type: none"> <li data-bbox="839 340 1449 763">1. <u>The deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) in the pre-amended Articles of Incorporation and the establishment of the new Article 16 (Measures, etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation shall be effective from the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u> <li data-bbox="839 779 1449 949">2. <u>Notwithstanding the provision of the preceding paragraph, Article 16 of the pre-amended Articles of Incorporation shall remain effective regarding any General Meeting of Shareholders held on a date within six months from the Date of Enforcement.</u> <li data-bbox="839 965 1449 1135">3. <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the General Meeting of Shareholders in the preceding paragraph, whichever is later.</u>

Proposal No. 3 Election of 11 Directors

The terms of office of all nine Directors will expire at the conclusion of this General Meeting of Shareholders. In that regard, the Company proposes the election of 11 Directors, increasing the number of Directors by two to enhance the management system and corporate governance.

The candidates for Director are as follows:

Candidate No.	Name	Candidate attributes	Current position and responsibilities in the Company	Attendance at Board of Directors Meetings (FY2021)
1	Nobuhiko Koreeda	Re-election	Representative Director, Chairman and Chairman of the Board of Directors	17/17 times
2	Hiroki Koreeda	Re-election	President and Chief Executive Officer	16/17 times
3	Masanori Suzuki	Re-election	Outside Director	13/13 times
4	Toshimitsu Yui	Re-election	Vice President and Director General Manager of Sales and Marketing Head Office Chief Operating Officer	17/17 times
5	Keishi Terasawa	Re-election	Director and Managing Executive Officer General Manager of Business Administration Department and Chief Manager of President's Office Chief Financial Officer and Chief Information Officer	17/17 times
6	Takahiro Iwama	Re-election	Director and Managing Executive Officer General Manager of Product Development and Customer Support Head Office Chief Technology Officer	17/17 times
7	Toshiharu Okubo	Re-election	Director Acting Chief of MJS Tax and Accounting System Research Institute	17/17 times
8	Shuichi Matsuda	Re-election Outside Independent	Outside Director	17/17 times
9	Hirofumi Gomi	Re-election Outside Independent	Outside Director	16/17 times
10	Takao Kitabata	New election Outside Independent	-	-
11	Takuma Ishiyama	New election Outside Independent	-	-

New election: Candidate for Director to be newly appointed

Re-election: Candidate for Director to be reappointed

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
1	Nobuhiko Koreeda (September 11, 1937) [Re-election]	Nov. 1977	Established the Company, Director	1,036,633
		Nov. 1980	Representative Director and President	
Dec. 1988	Director of N.K. Kosan Limited (currently NK Holdings Co., Ltd.) (current position)			
June 1992	Representative Director, Chairman and President of the Company			
June 2004	Representative Director, Chairman, President and Chief Executive Officer			
Apr. 2005	Representative Director, Chairman and Chief Executive Officer			
Apr. 2015	Representative Director, Chairman and Chairman of the Board of Directors (current position)			
[Reasons for nomination as a candidate for Director] Mr. Nobuhiko Koreeda has consistently managed the Company since its establishment and possesses excellent management skills. We request his continued appointment as a Director to utilize his wealth of experience and achievements to strengthen the Company's management and the decision-making and supervisory functions of the Board of Directors.				
2	Hiroki Koreeda (February 24, 1964) [Re-election]	Mar. 1991	Director of NK. Kikaku Co., Ltd. (currently NK Holdings Co., Ltd.) (current position)	286,043
		June 1994	Director of the Company	
Apr. 1997	Representative Director of Voicemail Co., Ltd. (currently Newphoriacretes Co., Ltd.)			
June 1999	Managing Director of the Company			
May 2001	Senior Managing Director			
Dec. 2002	Representative Director of NTC Co., Ltd.			
Apr. 2003	Vice President and Director of the Company			
June 2004	Representative Director, Vice President and Chief Operating Officer			
Apr. 2005	Representative Director, President, and Chief Operating Officer			
Apr. 2015	Representative Director, President and Chief Executive Officer (current position)			
Apr. 2020	Representative Director of Bizocean Co., Ltd.			
[Reasons for nomination as a candidate for Director] Mr. Hiroki Koreeda has been in charge of the Company's management for many years and possesses knowledge of overall business management and strong business execution skills. We request his continued appointment as a Director to utilize his wealth of experience and achievements to strengthen the Company's management and the decision-making and supervisory functions of the Board of Directors.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Masanori Suzuki (October 9, 1954) [Re-election]	<p>Apr. 1978 Joined Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)</p> <p>July 2008 Director-General of Industrial Science and Technology Policy and Environment Bureau, Ministry of Economy, Trade and Industry</p> <p>July 2010 Director-General of Manufacturing Industries Bureau</p> <p>Aug. 2011 Commissioner of Small and Medium Enterprise Agency</p> <p>June 2013 Retired from Ministry of Economy, Trade and Industry</p> <p>Oct. 2013 Advisor of JGC Corporation (currently JGC Holdings Corporation)</p> <p>July 2014 Director, Executive Officer, and Acting General Manager of Sales Department of JGC Corporation (currently JGC Holdings Corporation)</p> <p>Sept. 2014 Director of MJS M&A Partners Co., Ltd.</p> <p>Sept. 2016 Director, Senior Executive Officer, and Acting Chief of the Global Strategy Office of JGC JAPAN CORPORATION (current JGC Holdings Corporation)</p> <p>June 2018 Director of NAGANO KEIKI CO., LTD. (current position)</p> <p>Oct. 2019 Director and Senior Executive Officer of JGC Holdings Corporation</p> <p>Oct. 2020 Director of United Semiconductor Japan Co., Ltd. (current position)</p> <p>Apr. 2021 Director of JGC Holdings Corporation</p> <p>May 2021 Chairman of the Board of MJS M&A Partners Co., Ltd. (current position)</p> <p>June 2021 Director of the Company (current position)</p>	0
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Masanori Suzuki has a wealth of experience and achievements as a former Commissioner of the Small and Medium Enterprise Agency, considerable knowledge of business strategy, and experience with corporate rehabilitation and new business development as Director of other companies. We request his continued appointment as a full-time Director in order to utilize the above to strengthen the management of the Company and the decision-making and supervisory functions of the Board of Directors further.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Toshimitsu Yui (June 14, 1959) [Re-election]	<p>Apr. 1989 Head of Kyoto Branch, Kansai Business Division, Sales Management Department of the Company</p> <p>June 1998 Director and Head of Tokyo Chuo Branch, Sales and Marketing Head Office</p> <p>Oct. 1999 Director and General Manager of Sales and Marketing Head Office</p> <p>Apr. 2000 Managing Director and General Manager of Sales and Marketing Head Office</p> <p>Apr. 2004 Director, Managing Executive Officer, and Deputy General Manager of Sales and Marketing Head Office</p> <p>Apr. 2005 Managing Executive Officer and General Manager of Business Administration Department</p> <p>Apr. 2006 Managing Executive Officer and General Manager of Sales and Marketing Head Office</p> <p>June 2008 Director, Managing Executive Officer, and General Manager of Sales and Marketing Head Office</p> <p>Apr. 2009 Director, Managing Executive Officer, and General Manager of Accounting Firm Channel and Package Business Department</p> <p>June 2012 Managing Director and General Manager of Accounting Firm Channel and Package Business Department</p> <p>Apr. 2014 Managing Director and General Manager of Sales and Marketing Head Office</p> <p>Sept. 2014 Representative Director of MJS M&A Partners Co., Ltd.</p> <p>Apr. 2015 Managing Director, General Manager of Sales and Marketing Head Office, and Chief Marketing Officer of the Company</p> <p>Apr. 2016 Senior Managing Director, General Manager of Sales and Marketing Head Office, and Chief Marketing Officer</p> <p>Apr. 2022 Vice President and Director, General Manager of Sales and Marketing Head Office Chief Operating Officer (current position)</p>	10,500
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Toshimitsu Yui has been involved in the operations of the Company's sales sector for many years and has a wealth of experience and achievements in this area. We request his continued appointment as a Director in order to utilize the above to strengthen the management of the Company and the decision-making and supervisory functions of the Board of Directors.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Keishi Terasawa (September 27, 1959) [Re-election]	<p>May 2001 Section Chief of Finance Group and Information Management Group of Administration Department of the Company</p> <p>Apr. 2002 Section Chief of Development Business Management Group of Development Department</p> <p>Apr. 2005 Manager of Business Administration Division of Business Administration Department</p> <p>Apr. 2009 Head of President's Office and Manager of Corporate Planning Group and Corporate Planning and Control Team</p> <p>June 2014 Deputy Chief Manager of President's Office and Manager of the Corporate Planning Group</p> <p>Apr. 2015 Managing Executive Officer, General Manager of Business Administration Department and Chief Financial Officer</p> <p>Apr. 2016 Managing Executive Officer, General Manager of Business Administration Department, Manager of Personnel & General Affairs Division, Chief Manager of President's Office, and Chief Financial Officer</p> <p>June 2016 Director, Managing Executive Officer, General Manager of Business Administration Department, Chief Manager of President's Office, and Chief Financial Officer</p> <p>Oct. 2017 Director, Managing Executive Officer, General Manager of Business Administration Department, Manager of Personnel & General Affairs Division, Chief Manager of President's Office, and Chief Financial Officer</p> <p>Apr. 2018 Director, Managing Executive Officer, General Manager of Business Administration Department, Manager of Information Systems Division, Chief Manager of President's Office, Chief Financial Officer, and Chief Information Officer</p> <p>Jan. 2019 Representative Director of MJS Finance & Technology Co., Ltd. (current position)</p> <p>Apr. 2020 Director, Managing Executive Officer, General Manager of Business Administration Department, Chief Manager of President's Office, Chief Financial Officer, and Chief Information Officer of the Company (current position)</p>	18,462
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Keishi Terasawa has extensive experience in the Company's business administration and development sectors and has considerable knowledge of business management in general and systems. We request his continued appointment as a Director in order to utilize the above to strengthen the management of the Company and the decision-making and supervisory functions of the Board of Directors.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Takahiro Iwama (August 24, 1966) [Re-election]	<p>July 2015 Executive Officer belongs to Product Development and Customer Support Head Office of the Company</p> <p>Apr. 2016 Executive Officer, Deputy General Manager of Product Development and Customer Support Head Office, and Manager of Cloud Product Development Division</p> <p>Apr. 2017 Managing Executive Officer, General Manager of Product Development and Customer Support Head Office, and Chief Technology Officer in charge of Bizsky Business Division</p> <p>Apr. 2018 Managing Executive Officer, General Manager of Product Development and Customer Support Head Office, and Chief Technology Officer in charge of R&D Center</p> <p>June 2018 Director, Managing Executive Officer, General Manager of Product Development and Customer Support Head Office, and Chief Technology Officer in charge of R&D Center</p> <p>Apr. 2019 Director, Managing Executive Officer, General Manager of Product Development and Customer Support Head Office, and Chief Technology Officer</p> <p>May 2019 Director, Managing Executive Officer, General Manager of Product Development and Customer Support Head Office, Head of Support Center, and Chief Technology Officer</p> <p>Oct. 2019 Director, Managing Executive Officer, General Manager of Product Development and Customer Support Head Office, and Chief Technology Officer (current position)</p>	1,896
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Takahiro Iwama has highly specialized knowledge as a certified public accountant and tax accountant and extensive experience in systems development, risk management, and auditing. We request his continued appointment as a Director in order to utilize the above to strengthen the management of the Company and the decision-making and supervisory functions of the Board of Directors.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Toshiharu Okubo (December 18, 1955) [Re-election]	<p>Apr. 1992 Manager of CS Division of Development Department of the Company</p> <p>Oct. 1996 Manger of Development Management Division of Development Department</p> <p>June 1999 Director and Deputy General Manager of Planning and Development Department (in charge of development)</p> <p>Apr. 2002 Executive Officer and Manager of Corporate Management Systems Business Division, Sales and Marketing Head Office</p> <p>Apr. 2004 Executive Officer and Manager of Accounting Office Channel Business Division, Sales and Marketing Head Office</p> <p>Apr. 2006 Managing Executive Officer and General Manager of Marketing Department</p> <p>Apr. 2007 Managing Executive Officer and General Manager of Development & Support Department</p> <p>June 2008 Director, Managing Executive Officer, and General Manager of Development & Support Department</p> <p>Apr. 2009 Director, Managing Executive Officer, and General Manager of Solution Business Department</p> <p>June 2012 Managing Director and General Manager of Solution Business Department</p> <p>Apr. 2014 Managing Director and General Manager of Development Department</p> <p>Apr. 2015 Director of the Company and Acting Chief of MJS Tax and Accounting System Research Institute (current position)</p>	10,000
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Toshiharu Okubo has been involved in the operations of the Company's development sector for many years and also served as Acting Chief of MJS Tax and Accounting System Research Institute, a think tank of the Company, and has a wealth of knowledge and experience in systems development, finance, accounting, tax, and commercial law. We request his continued appointment as a Director in order to utilize the above to strengthen the management of the Company and the decision-making and supervisory functions of the Board of Directors.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
8	Shuichi Matsuda (October 1, 1943) [Re-election] [Outside] [Independent officer]	Apr. 1991 Professor of Systems Science Institute, Waseda University (currently Institute for Business and Finance, Waseda University) Apr. 1998 Professor of Waseda Business School (Graduate School of Business and Finance) (Global Management), Waseda University June 2005 Director of the Company (current position) Apr. 2007 Professor of Graduate School of Commerce, Waseda University (in charge of the MOT Program in the business-related areas) Apr. 2012 Professor Emeritus of Waseda University (current position)	19,800
<p>[Reasons for nomination as a candidate for Outside Director and summary of expected roles]</p> <p>Mr. Shuichi Matsuda has extensive insight and knowledge in the field of accounting as an academic expert and certified public accountant, as well as many years of experience in supporting the growth of venture and small and medium-sized companies. We expect that he will utilize his wealth of knowledge and experience for the management of the Company and we request his continued appointment as an Outside Director. He will have been in office as an Outside Director of the Company for 17 years at the conclusion of this General Meeting of Shareholders. Although he has never been involved in corporate management in any way other than being an outside officer, for the reasons stated above, we believe that he will be able to appropriately perform his duties as an Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
9	Hirofumi Gomi (May 13, 1949) [Re-election] [Outside] [Independent officer]	<p>Apr. 1972 Entered former Ministry of Finance</p> <p>July 1996 Director of Research Division, Banking Bureau, former Ministry of Finance</p> <p>June 1998 Director-General of the Inspection Department, Financial Supervisory Agency</p> <p>July 2000 Secretary-General of the Securities and Exchange Surveillance Commission, Financial Services Agency</p> <p>July 2001 Director-General of the Inspection Bureau, Financial Services Agency</p> <p>July 2002 Director-General of the Supervisory Bureau, Financial Services Agency</p> <p>July 2004 Commissioner of Financial Services Agency</p> <p>July 2007 Left Financial Services Agency</p> <p>Oct. 2007 Counselor of Nishimura & Asahi</p> <p>Oct. 2009 CEO, PricewaterhouseCoopers Research Institute (Japan) Co., Ltd.</p> <p>Nov. 2009 Special Guest Professor at Aoyama Gakuin University (current position)</p> <p>June 2011 Audit & Supervisory Board Member of the Company</p> <p>Jan. 2014 Advisor of Nishimura & Asahi</p> <p>Sept. 2014 Audit & Supervisory Board Member of MJS M&A Partners Co., Ltd. (current position)</p> <p>Feb. 2015 Senior Advisor of Boston Consulting Group</p> <p>June 2016 Director of the Company (current position)</p> <p>May 2018 Audit & Supervisory Board Member of MJS Finance & Technology Co., Ltd.</p> <p>May 2020 Director of MJS Finance & Technology Co., Ltd. (current position)</p> <p>June 2020 Outside Director of The Fukushima Bank, Ltd.</p> <p>Feb. 2022 Chairman of the Board, Shinsei Bank, Limited (current position)</p>	0
<p>[Reasons for nomination as a candidate for Outside Director and summary of expected roles]</p> <p>Mr. Hirofumi Gomi has a wealth of experience and achievements as a former Commissioner of the Financial Services Agency, considerable knowledge of business strategy and corporate rehabilitation, and experience with business management as a director of other companies. We expect that he will utilize the above for the management of the Company and we request his continued appointment as an Outside Director. He will have been in office as an Outside Director of the Company for six years at the conclusion of this General Meeting of Shareholders.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
10	Takao Kitabata (January 10, 1950) [New election] [Outside] [Independent officer]	<p>Apr. 1972 Joined Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)</p> <p>June 2004 Director-General of Economic and Industrial Policy Bureau, Ministry of Economy, Trade and Industry</p> <p>July 2006 Vice-Minister of Economy, Trade and Industry</p> <p>July 2008 Retired from Ministry of Economy, Trade and Industry</p> <p>June 2010 Independent Director of Kobe Steel, Ltd. (current position) Outside Audit & Supervisory Board Member of Marubeni Corporation</p> <p>June 2013 Outside Director of Marubeni Corporation (current position)</p> <p>June 2014 Outside Director of SEIREN CO., LTD. (current position) Outside Director of Zeon Corporation (current position)</p> <p>Apr. 2020 Director and President of Kaishi Professional University (current position)</p>	0
<p>[Reasons for nomination as a candidate for Outside Director and summary of expected roles]</p> <p>Mr. Takao Kitabata has extensive insight and a wealth of knowledge as he held various important positions in government service for many years, including Vice-Minister of Economy, Trade and Industry, and has been engaged in fostering highly skilled personnel as Director and President of the university after his retirement. We expect that he will utilize the above for the management of the Company and we newly request his appointment as an Outside Director. In addition, if he is elected, the Company plans for him to be involved in selecting candidates for the Company's officers and deciding their remuneration, etc. from an objective and neutral standpoint as a member of the Nominating Advisory Committee and the Remuneration Advisory Committee. Although he has never been involved in corporate management in any way other than being an outside officer, for the reasons stated above, we believe that he will be able to appropriately perform his duties as an Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
11	Takuma Ishiyama (February 17, 1947) [New election] [Outside] [Independent officer]	<p>Apr. 1986 Professor of Faculty of Law, Dokkyo University</p> <p>Apr. 1991 Professor of School of Commerce, Waseda University</p> <p>July 2003 Counselor of MJS Tax and Accounting System Research Institute (current position)</p> <p>Apr. 2004 Professor of Graduate School of law, Nihon University</p> <p>June 2010 Outside Director of Oki Electric Industry. Co., Ltd.</p> <p>June 2015 Director of Yoshida Hideo Memorial Foundation (current position)</p> <p>Apr. 2017 Visiting Professor of Graduate School of Law, Nihon University</p> <p>Apr. 2018 Professor of Ohara Graduate School of Accounting (current position)</p> <p>Sept. 2020 President of Life Underwriting Academy (current position)</p> <p>Apr. 2021 President of Ohara Graduate School of Accounting (current position)</p>	0
<p>[Reasons for nomination as a candidate for Outside Director and summary of expected roles]</p> <p>Mr. Takuma Ishiyama has extensive insight and knowledge as a person with relevant expertise and a lawyer, and is engaged in fostering professionals in the fields of law, accounting and insurance as President of the graduate school. We expect that he will utilize his wealth of knowledge and experience for the management of the Company and we newly request his appointment as an Outside Director. In addition, if he is elected, the Company plans for him to be involved in selecting candidates for the Company's officers and deciding their remuneration, etc. from an objective and neutral standpoint as a member of the Nominating Advisory Committee and the Remuneration Advisory Committee. Although he has never been involved in corporate management in any way other than being an outside officer, for the reasons stated above, we believe that he will be able to appropriately perform his duties as an Outside Director.</p>			

- (Notes)
1. Shinsei Bank, Limited, where Hirofumi Gomi concurrently serves as Chairman of the Board, is a shareholder in the Company, holding 1.0% of the total number of issued shares of the Company (excluding treasury shares). However, this will not affect his ability to perform his duties as an Outside Director of the Company. Furthermore, although the Company has a business alliance relationship with that company, the Company has determined that, in light of the scale and nature of the transactions with that company, the transactions are immaterial and will not influence the judgment of shareholders and investors.
 2. There is no special interest between any other candidates and the Company.
 3. Shuichi Matsuda, Hirofumi Gomi, Takao Kitabata and Takuma Ishiyama are candidates for Outside Director.
 4. In October 2017, Kobe Steel, Ltd. and its group companies, where Takao Kitabata serves as an Independent Director, announced that they had committed inappropriate acts, such as falsifying inspection results, with respect to products that did not meet official standards or customer specifications. In March 2019, they were convicted of violating the Unfair Competition Prevention Act in connection with part of the relevant acts. Although he was unaware of this fact until the issue was brought to light, as an Outside Director, he had been always making recommendations and pointing out issues concerning the ideal form of a company or from the viewpoint of compliance. After the occurrence of the above fact, he expressed various opinions at the company's Board of Directors meeting regarding the appropriateness and validity of the investigation method as well as the investigation of the cause and verification of safety, and also contributed to the formulation of measures to prevent recurrence as a member of the Quality Governance Restructuring Committee of the company. Since June 2018, he has served as the chairman of the company's Board of Directors and has been appropriately monitoring various initiatives and fulfilling his responsibilities at the Board of Directors by receiving regular reports and making suggestions regarding efforts to restore trust in the company, including the implementation of measures to prevent recurrence, governance reforms at the company, and employee awareness reform. We have confirmed that the company's preventive measures have been implemented sequentially and are progressing as planned through the company's published materials, etc.
 5. Limited liability agreement with candidates for Outside Director
With respect to the liability for damages stipulated in Article 423, Paragraph (1) of the Companies Act, the Company has entered into an agreement (limited liability agreement) with Shuichi Matsuda and Hirofumi Gomi, which limits their liability for damages if the requirements stipulated in laws and regulations are met, and the maximum amount of liability for damages under such agreement is the minimum liability amount provided in laws and regulations. If the reappointment

of Shuichi Matsuda and Hirofumi Gomi is approved, the Company will retain the limited liability agreement with them. If the appointment of Takao Kitabata and Takuma Ishiyama is approved, the Company will enter into a limited liability agreement with them under the same terms and conditions.

6. Summary of contents of directors and officers liability insurance policy

The Company has concluded a directors and officers liability insurance policy with insurance companies as stipulated in Article 430-3, Paragraph (1) of the Companies Act, and a summary of the details of such insurance contracts is provided on page 20 of the Business Report. If the reappointment of each Director candidate is approved, each Director candidate will continue to be insured under the relevant insurance policy. If the appointment of Takao Kitabata and Takuma Ishiyama is approved, they will be insured under the relevant insurance policy.

The policy is scheduled to be renewed under the same terms and conditions at the next renewal.

7. Independence of outside officers

The Company has registered Shuichi Matsuda and Hirofumi Gomi as independent officers pursuant to the rules of the Tokyo Stock Exchange. If their reappointment is approved, the Company will continue to appoint them as independent officers. Takao Kitabata and Takuma Ishiyama meet the requirements for independent officer stipulated by the Tokyo Stock Exchange, and if their appointment is approved, the Company intends to register them as independent officers with the Exchange.

<Reference> Skill Matrix (after the candidates are appointed as proposed in this General Meeting of Shareholders)

The Board of Directors of the Company has defined “Support for mid-sized companies, smaller enterprises and small business operators,” “Marketing/IT/Consulting sales (existing business areas)” and “Creation of new businesses” as important areas for ensuring the implementation of “Vision 2025 Medium-Term Management Plan” and the continuous improvement of our corporate value, and “Corporate management/Business strategy,” “Finance/Accounting/Taxation” and “Legal affairs/Risk management/Compliance” as important areas in terms of corporate management.

Based on the above, three areas and one area of skills that the Company particularly expects of the Directors and the Audit & Supervisory Board Members, respectively, are selected.

The Company believes that we have elected a team of Directors and Audit & Supervisory Board Members possessing a fine balance of necessary skills to enable evolution of the existing ERP business/innovative business models and innovation in new businesses.

This skill matrix does not present all of the skills of the Directors and Audit & Supervisory Board Members. Please refer to [Reasons for nomination as a candidate for Director] described in the career summaries and others between pages 7 and 16.

Name	Position in the Company	Corporate management/ Business strategy	Finance/Accounting/Taxation	Support for mid-sized companies, smaller enterprises and small business operators	Marketing/IT/Consulting sales	Creation of new businesses	Legal affairs/Risk management/Compliance
Nobuhiko Koreeda	Director	●		●			●
Hiroki Koreeda	Director	●			●	●	
Masanori Suzuki	Director	●		●		●	
Toshimitsu Yui	Director	●		●	●		
Keishi Terasawa	Director	●	●				●
Takahiro Iwama	Director		●		●	●	
Toshiharu Okubo	Director	●		●	●		
Shuichi Matsuda	Outside Director	●	●	●			
Hirofumi Gomi	Outside Director	●	●				●
Takao Kitabata	Outside Director			●		●	●
Takuma Ishiyama	Outside Director	●	●				●
Hiroshi Makino	Audit & Supervisory Board Member						●
Nobuaki Usui	Outside Audit & Supervisory Board Member		●				
Keiichi Tadaki	Outside Audit & Supervisory Board Member						●

Proposal No. 4 Election of Two Substitute Audit & Supervisory Board Members

In preparation for the event of a shortage in the number of Audit & Supervisory Board Members between the closure of this General Meeting of Shareholders and the beginning of the next Annual General Meeting of Shareholders, the Company proposes the election of two substitute Audit & Supervisory Board Members in advance.

The Company proposes the election of the candidate Toshiki Goto as a substitute for full-time Audit & Supervisory Board Member, Hiroshi Makino, and the candidate Hiroyoshi Ofuchi as a substitute for Outside Audit & Supervisory Board Member, Nobuaki Usui, and Outside Audit & Supervisory Board Member, Keiichi Tadaki.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for substitute Audit & Supervisory Board Member are as follows:

Candidate No.	Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Toshiki Goto (April 2, 1956)	<p>Sept. 1985 Head of Kumamoto Branch Office of Sales and Marketing Head Office of the Company</p> <p>Apr. 1992 Head of Tokyo No. 2 Branch Office, Sales and Marketing Head Office</p> <p>Apr. 2000 Head of Sapporo Branch Office, Sales and Marketing Head Office</p> <p>Apr. 2002 General Manager of Purchasing Department</p> <p>Apr. 2004 Manager of Youth Wear Business Division, Sales and Marketing Head Office</p> <p>Apr. 2007 Head in the President's Office</p> <p>Apr. 2014 Assistant Chief District Manager of the Tokyo Metropolitan District, Sales and Marketing Head Office</p> <p>Apr. 2020 Investigator of Internal Audit Office (current position)</p>	0
<p>[Reasons for nomination as a candidate for substitute Audit & Supervisory Board Member]</p> <p>Mr. Toshiki Goto has long been involved in the operations of the Company's sales and administrative sectors and has a wealth of experience and achievements. To utilize the above to strengthen the Company's auditing system if he assumes office as an Audit & Supervisory Board Member, we request his election as a substitute Audit & Supervisory Board Member.</p>			

Candidate No.	Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Hiroyoshi Ofuchi (January 21, 1944)	<p>Apr. 1981 Litigation Section of Office of Rulings and Legal Affairs, Direct Tax Department, National Tax Agency</p> <p>July 1986 Special Officer for Lawsuits of Office of Rulings and Legal Affairs, Direct Tax Department, National Tax Agency</p> <p>Apr. 1987 Part-time Lecturer (Tax Law) of Meiji Gakuin University</p> <p>July 1990 Special Examiner of Large Enterprise Examination Department No. 1, Tokyo Regional Taxation Bureau</p> <p>July 1992 Professor of National Tax College</p> <p>Apr. 1995 Professor of Faculty of Commerce, Chuo University</p> <p>Nov. 2003 Counselor of MJS Tax and Accounting System Research Institute (current position)</p> <p>Apr. 2014 Professor Emeritus of Chuo University (current position)</p> <p>June 2015 Registered as a tax accountant</p> <p>Nov. 2021 Chairman of Sozei Soshou Gakkai (current position)</p>	0
<p>[Reasons for nomination as a candidate for substitute Outside Audit & Supervisory Board Member]</p> <p>Mr. Hiroyoshi Ofuchi has a wealth of experience in the National Tax Agency and Tokyo Regional Taxation Bureau and deep insight into tax affairs as an academic expert and tax accountant. To utilize the above to strengthen the Company's auditing system if he assumes office as an Audit & Supervisory Board Member, we request his election as a substitute Outside Audit & Supervisory Board Member. Although he has never been involved in corporate management, for the reasons stated above, we believe that he will be able to appropriately perform his duties as an Outside Audit & Supervisory Board Member.</p>			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. Hiroyoshi Ofuchi is a candidate for substitute Outside Audit & Supervisory Board Member.
 3. Limited liability agreement with candidates for substitute Outside Audit & Supervisory Board Members
With respect to the liability for damages stipulated in Article 423, Paragraph (1) of the Companies Act, if Hiroyoshi Ofuchi assumes office as an Audit & Supervisory Board Member, the Company plans to enter into an agreement (limited liability agreement) with him that limits his liability for damages if the requirements stipulated by laws and regulations are met. The maximum amount of liability for damages under such agreement is the minimum liability amount stipulated by laws and regulations.
 4. Summary of directors and officers liability insurance policy
The Company has concluded a directors and officers liability insurance policy with insurance companies as stipulated in Article 430-3, Paragraph (1) of the Companies Act, and a summary of the details of such insurance contract is provided on page 20 of the Business Report. If Toshiki Goto or Hiroyoshi Ofuchi is appointed as an Audit & Supervisory Board Member, each of them will be insured under such insurance policy.
 5. Hiroyoshi Ofuchi meets the requirements for independent officer stipulated by the Tokyo Stock Exchange, and if his appointment is approved, the Company intends to register him as an independent officer with the Exchange.

Proposal No. 5 Revision of Remuneration Amount for Directors

It was resolved at the 37th Annual General Meeting of Shareholders, held on June 27, 2014, that the maximum amount of remuneration to be paid to the Directors shall be not more than ¥390 million per year (however, the portion of employee salaries for the Directors is not included), and it has been adopted until today.

This time, in order to enhance the management system and the system for corporate governance further, the Company proposes to revise the remuneration amount for Directors from the current amount to not more than ¥450 million per year (of which, up to ¥80 million shall be allocated for the Outside Directors per year), taking into account various circumstances including an increase in the number of Directors by two (of whom, one will be an Outside Director), on the condition that Proposal No. 3 is approved and adopted. The portion of employee salaries for the Directors shall not be included in the remuneration amount for the Directors as before.

While comprehensively considering the scale of the Company's business, the officer remuneration system and level of remuneration, the current number of officers, future trends and other factors, the Company deems this proposal to be appropriate as it has been decided by the Board of Directors following deliberation by the Remuneration Advisory Committee.

If Proposal No. 3 is approved and adopted as proposed, the number of Directors shall be 11 (of whom, four will be Outside Directors).