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Stock Code: 3924

June 6, 2022

To Our Shareholders:

Yoshiaki Fukushima
President and Representative Director
R&D COMPUTER CO., LTD.
4-13-23 Shibaura, Minato-ku, Tokyo

Notice of the 52nd Annual General Meeting of Shareholders

We are pleased to announce that the 52nd Annual General Meeting of Shareholders of R&D COMPUTER CO., LTD. (the “Company”) will be held as described below.

To prevent the infection and spread of the novel coronavirus disease (COVID-19), the Company requests shareholders to exercise voting rights with a voting form by postal mail as much as possible. Please review the following Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed voting form, and return it so that it will arrive by 6:00 p.m. on Monday, June 27, 2022 (JST).

1. Date and time: Tuesday, June 28, 2022, at 10:00 a.m. (JST)

2. Venue: First Basement, Mita NN Building
4-1-23 Shiba, Minato-ku, Tokyo

3. Purposes:

Items to be reported:

1. The Business Report, Consolidated Financial Statements for the 52nd fiscal year (from April 1, 2021 to March 31, 2022) and results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Financial Statements for the 52nd fiscal year (from April 1, 2021 to March 31, 2022)

Items to be resolved:

- Proposal No. 1** Amendment to the Articles of Incorporation
Proposal No. 2 Election of Seven Directors
Proposal No. 3 Election of One Audit & Supervisory Board Member

- When attending the meeting in person, please submit the enclosed voting form at the reception.
- As the COVID-19 infection has spread, the Company requests you to visit the venue, while considering infection prevention measures such as wearing a mask after checking the infection status on the day of the general meeting of shareholders and your health conditions.
- On the day of the meeting, the Company’s staff will be dressed in more casual attire (cool biz: no jacket or tie). Your understanding will be highly appreciated. The Company asks shareholders to wear casual clothing to attend the meeting.
- Of the documents to be provided with this notice, “Notes to Consolidated Financial Statements” and “Notes to Financial Statements” are posted on the Company’s website on the internet (<https://www.rand.co.jp>) and not described in the documents provided with this Notice of the General Meeting of Shareholders, pursuant to the provisions of laws and regulations as well as Article 14 of the Company’s Articles of Incorporation.

The Consolidated Financial Statements and the Financial Statements that were audited by the Audit & Supervisory Board Members in preparing the audit report and by the Financial Auditor in preparing the accounting audit report include the “Notes to Consolidated Financial Statements” and the “Notes to Financial Statements” in addition to the documents provided with this Notice of the General Meeting of Shareholders.

- If any amendments are made to the Reference Documents for the General Meeting of Shareholders as well as the Business Report, the Financial Statements and the Consolidated Financial Statements, the amended items will be posted on the Company’s website on the internet (<https://www.rand.co.jp>).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Amendment to the Articles of Incorporation

1. Reasons for the Proposal

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. In line with this, the system for providing informational materials for the general meeting of shareholders in electronic format will be introduced. Accordingly, the Company proposes to make the following changes to the Articles of Incorporation.

- (1) Article 14 (Measures, Etc. for Providing Information in Electronic Format), paragraph 1 in proposed amendments is to be newly established as the Company will be obliged to stipulate in the Articles of Incorporation that it will take measures to provide information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 14 (Measures, Etc. for Providing Information in Electronic Format), paragraph 2 in proposed amendments is to be newly established in order to allow the scope of the items described in the paper-based documents to be delivered to shareholders who have requested the delivery of paper-based documents to be limited to the scope specified by the Ministry of Justice Order, among items for which the measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (3) Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation is to be deleted as its provision will be no longer required once the system for providing informational materials for the general meeting of shareholders in electronic format is introduced.
- (4) Supplementary provisions are to be established regarding the effectiveness of the provisions above to be established and deleted. These supplementary provisions are to be deleted after the lapse of a predetermined period of time.

2. Details of the Amendments

The details of the amendments are as follows.

(Changes are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 14 (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 presented in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>Article 14 (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 shall not be required to state all or some of those items designated by the Ministry of Justice Order 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="799 197 1449 230"><u>(Supplementary Provisions)</u></p> <p data-bbox="799 230 1449 315"><u>Article 1 (Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p>
(Newly established)	<ol style="list-style-type: none"> <li data-bbox="799 315 1449 510">1 <u>The deletion of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation and the establishment of the proposed Article 14 (Measures, Etc. for Providing Information in Electronic Format) shall come into effect on September 1, 2022.</u> <li data-bbox="799 510 1449 705">2 <u>Notwithstanding the provision of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from September 1, 2022.</u> <li data-bbox="799 705 1449 862">3 <u>The provisions in this Article shall be deleted on the date when six months have elapsed from September 1, 2022, or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u>

Proposal No. 2 Election of Seven Directors

The terms of office of all seven Directors will expire at the conclusion of this annual general meeting of shareholders.

Therefore, the Company proposes the election of seven Directors.

The candidates for Director are as follows:

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	Hideo Tamura (January 30, 1939) Reelection	Oct. 1975 Joined the Company President and Representative Director Oct. 2007 Chairman and Representative Director (current position)	264,285
	[Reasons for nomination as candidate for Director] The candidate has extensive experience and track record as a manager and the Company's Representative Director and has played an adequate role of the Board of Directors in supervising the management and business execution. The Company has judged that his experience and discernment gained through his career will be utilized in the Company's management and therefore proposes his reelection as Director.		
2	Yoshiaki Fukushima (May 5, 1969) Reelection	Apr. 1995 Joined Mitsui Toatsu Chemicals, Inc. (currently Mitsui Chemicals, Inc.) Mar. 2010 Temporarily transferred to Mitsui Chemicals (Shanghai) Co., Ltd. General Manager of Electronic Information and Functional Material Sales Division Feb. 2014 Joined the Company Executive Officer and General Manager of Sales Division June 2014 Director and General Manager of Sales Division Apr. 2016 Director and General Manager of Industrial Public Works Division 1 Apr. 2017 Director and General Manager of Industrial Public Works Supervisory Division Apr. 2018 Managing Director June 2018 President and Representative Director (current position)	1,035,750
		[Reasons for nomination as candidate for Director] The candidate has steadily worked on the management issues to contribute to enhancing corporate value as the Company's Representative Director. The Company has judged that his strong leadership continues to be expected and therefore proposes his reelection as Director.	

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	Keiichi Yamamura (November 5, 1957) Reelection	<p>Apr. 1980 Joined Fujitsu Limited</p> <p>Apr. 2008 Director of Fujitsu Nagano Systems Engineering Limited</p> <p>Apr. 2012 Corporate Executive Officer and EVP of IT Solutions Unit of Fujitsu Systems East Limited (currently Fujitsu Limited)</p> <p>Apr. 2014 Corporate Executive Officer and Head of IT Solutions Unit</p> <p>Apr. 2016 Head of IT Solutions Unit of Eastern Japan BG of GSI Business Unit of Fujitsu Limited</p> <p>Apr. 2017 Head of IT Systems Unit of Global Delivery Group</p> <p>Apr. 2018 Joined the Company</p> <p>June 2018 Managing Director and General Manager of Administration Division</p> <p>Apr. 2019 Managing Director</p> <p>June 2020 Director and Managing Executive Officer (current position)</p>	1,500
<p>[Reasons for nomination as candidate for Director]</p> <p>The candidate has extensive experience and track record on the management and business execution of Fujitsu Limited and its group. The Company has judged that his extensive experience and deep discernment gained through his career will be utilized in the Company's management and therefore proposes his reelection as Director.</p>			
4	Isao Hironaga (September 20, 1970) Reelection	<p>Apr. 1995 Joined the Company</p> <p>Oct. 2007 General Manager of Service Business Department 1</p> <p>Apr. 2008 General Manager of Business Department 1</p> <p>Apr. 2010 General Manager of Industrial Public Works Supervisory Department 1</p> <p>Apr. 2011 Executive Officer and General Manager of Industrial Public Works Division</p> <p>Apr. 2012 Executive Officer and General Manager of Business Innovation Division</p> <p>June 2012 Director, Executive Officer and General Manager of Business Innovation Division (current position)</p>	39,495
<p>[Reasons for nomination as candidate for Director]</p> <p>The candidate has long had business execution experience mainly in the industrial IT solutions business field and promoted the launch of the Company's new businesses by serving as General Manager of the cloud area as well as the solution development area. The Company has judged that his experience and discernment gained through his career will be utilized in the Company's management and therefore proposes his reelection as 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	
5	Fumitoshi Okuno (January 5, 1971) Reelection	Apr. 1994	Joined Green House Foods Co., Ltd.	2,821
		May 2006	Joined Club iT Corporation (currently Broadmedia Corporation)	
		Feb. 2009	Joined the Company	
		Apr. 2009	General Manager of Accounting and Finance Department of Administration Division	
		Apr. 2015	Executive Officer and General Manager of Corporate Administration Supervisory Department of Administration Division	
		Apr. 2019	Executive Officer and General Manager of Corporate Administration Division	
		June 2019	Director, Executive Officer and General Manager of Corporate Administration Division (current position)	
[Reasons for nomination as candidate for Director] The candidate has overseen the Company's accounting and financial strategy, and has extensive experience and track record on accounting and finance. He has promoted an initial public offering, management control, reinforcement of governance and others as the Company's Executive Officer since April 2015. The Company has judged that he will continue to contribute to enhancing the Company's corporate value and therefore proposes his reelection as Director.				
6	Ichiro Akita (June 2, 1966) Reelection Outside	July 2001	First elected as a the Tokyo Metropolitan Assembly member	-
		July 2005	Elected as a the Tokyo Metropolitan Assembly member for a second term	
		Oct. 2006	Chair of the Public Enterprise committee	
		Apr. 2007	Chair of the Urban Development committee	
		July 2013	Elected as a the Tokyo Metropolitan Assembly member for a third term	
		Aug. 2013	Executive Acting Secretary-General of Tokyo Togikai Jiminto	
		Oct. 2014	Chair of the Police/Fire Fighting committee	
		Mar. 2015	Director of Special Committee on Measures to Promote Olympic & Paralympic Games	
		June 2015	Outside Director of the Company (current position)	
		July 2017	Elected as a Tokyo Metropolitan Assembly member for a fourth term	
		Aug. 2017	Secretary-General of Tokyo Togikai Jiminto	
[Reasons for nomination as candidate for outside Director and outline of expected roles] The candidate has never been directly involved in the management of a company; however, he has deep discernment based on his extensive experience gained as a Tokyo Metropolitan Assembly member. The Company expects that he will properly play a role in supporting the Company's overall management as well as monitoring and supervising the management as outside Director based on the discernment, and therefore proposes his reelection as outside Director. If Mr. Akita is elected, he is expected to be involved in the selection of candidates for the Company's officers and determination of remuneration for officers from an objective and neutral perspective as a voluntary Nomination and Remuneration Advisory Committee member.				

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	Shinichi Kozu (July 6, 1949) Reelection Outside	<p>Apr. 1980 Registered as a certified public tax accountant</p> <p>July 1980 Established Shinichi Kozu Certified Public Tax Accountant Office, Director</p> <p>Sept. 1992 Audit & Supervisory Board Member of the Company</p> <p>June 2005 Vice President of the Tokyo Certified Public Tax Accountants' Association</p> <p>July 2005 Executive Director of the Japan Federation of Certified Public Tax Accountants' Associations</p> <p>June 2006 Outside Audit & Supervisory Board Member of TOEI COMPANY, LTD. (current position)</p> <p>Jan. 2010 Established KMG TAX Accountant's Co., Ltd. (currently KOZU YAMADA TAX Accountant's Co., Ltd.), representative member (current position)</p> <p>June 2011 President of the Tokyo Certified Public Tax Accountants' Association</p> <p>July 2011 Vice President of the Japan Federation of Certified Public Tax Accountants' Associations</p> <p>July 2015 President of the Japan Federation of Certified Public Tax Accountants' Associations (current position)</p> <p>June 2016 Outside Director of the Company (current position)</p>	450
<p>[Reasons for nomination as candidate for outside Director and outline of expected roles]</p> <p>The candidate has extensive experience and specialized knowledge related to corporate accounting and tax matters as a certified public tax accountant. He once served as an Audit and Supervisory Board Member of the Company and is well-versed in the Company's business activities through auditing. The Company expects that his extensive knowledge and experience will be utilized for reinforcing the decision-making and judgement of the business execution in the Company's corporate operations, and therefore proposes his reelection as outside Director. If Mr. Koza is elected, he is expected to be involved in the selection of candidates for the Company's officers and determination of remuneration for officers from an objective and neutral perspective as a voluntary Nomination and Remuneration Advisory Committee member.</p>			

- Notes:
- Candidate Shinichi Koza is a representative member of KOZU YAMADA TAX Accountant's Co., Ltd. The Company has entered into a tax consulting agreement with the aforementioned corporation and has a business with it. There is no special interest between each of other candidates and the Company.
 - KOZU YAMADA TAX Accountant's Co., Ltd. for which Shinichi Koza serves as the representative and the Company have entered into a tax consulting agreement and are engaged in a business relationship; however, as the transaction amount is insignificant, there are no matters that might affect the independence of an outside officer between the Company and KOZU YAMADA TAX Accountant's Co., Ltd. The Company has therefore judged that he is appropriate for an independent officer.
 - Of the candidates for Director, Ichiro Akita and Shinichi Koza are candidates for outside Director. The Company has submitted notification to the Tokyo Stock Exchange that they have been designated as independent officers as provided for by the aforementioned exchange. If their election is approved, the Company plans to continue to designate them as independent officers.
 - Ichiro Akita is currently an outside Director of the Company, and at the conclusion of this annual general meeting of shareholders, his tenure as outside Director will have been seven years.
 - Shinichi Koza is currently an outside Director of the Company, and at the conclusion of this annual general meeting of shareholders, his tenure as outside Director will have been six years.
 - The Company has, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, entered into agreements with Ichiro Akita and Shinichi Koza to limit their liability for damages under Article 423, paragraph (1) of the same Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount stipulated by laws and regulations. If the reelection of Ichiro Akita and Shinichi Koza is approved, the Company plans to renew the aforementioned agreements with them.
 - The Company has entered into a directors and officers liability insurance policy with an insurance company. An outline of the insurance policy is as described on page 25 of the Business Report (available in Japanese only). If the election of

candidates for Director is approved, they will be included as the insured in the policy. The Company plans to renew the policy with the same terms at the next renewal.

Proposal No. 3 Election of One Audit & Supervisory Board Member

In order to strengthen the audit system, the Company proposes to newly elect one Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
<p style="text-align: center;">Yasuo Ishikawa (October 15, 1956)</p> <p style="text-align: center;">New election</p>	Apr. 1979 Joined Hitachi, Ltd.	3,000
	Apr. 2005 General Manager in charge of All Japan Financial System Head Office for Information and Communication Group	
	Oct. 2006 General Manager of Business Strategy Division in Financial System Sales Control Head Office for Information and Communication Group	
	Apr. 2009 General Manager of Financial Solution Sales Head Division of Hitachi Software Engineering Co., Ltd.	
	Apr. 2013 Executive Officer and Deputy General Manager of Sales Control Division of Hitachi Solutions, Ltd.	
	Apr. 2015 Executive Officer and General Manager of Sales Control Division of Hitachi Solutions Create, Ltd.	
	Apr. 2016 Joined the Company Executive Officer and General Manager of Sales Division	
	Apr. 2020 General Manager of Human Resource Administration Division	
Apr. 2022 General Manager and Chief of Human Resource Development Center of Corporate Administration Division		

[Reasons for nomination as candidate for Audit & Supervisory Board Member]

The candidate has extensive experience and broad discernment related to finance system development and sales measures at Hitachi, Ltd. and its group. After joining the Company, he was General Manager of the Sales Division as Executive Officer and gained experience in organizational operation and management supervision as General Manager of the Human Resource Administration Division. Accordingly, the Company has judged that he will appropriately fulfill his duties as an Audit & Supervisory Board Member and therefore proposes his election as Audit & Supervisory Board Member.

- Notes:
1. There is no special interest between the candidate and the Company.
 2. The number of the Company's shares owned by candidate is the current number of shares held as of the end of the fiscal year under review (March 31, 2022).
 3. If the election of Yasuo Ishikawa is approved, pursuant to Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages as provided for in Article 423, paragraph (1) of the Companies Act. Based on this agreement, liability for damages will be limited to the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 4. The Company has entered into a directors and officers liability insurance policy with an insurance company. An outline of the insurance policy is as described on page 25 of the Business Report (Japanese only). If the election of candidate for Audit & Supervisory Board Member is approved, he will be included as the insured in the policy. The Company plans to renew the policy with the same terms at the next renewal.