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Securities code: 7527
December 6, 2022

To Shareholders with Voting Rights:

Haruki Yoshio
President and Representative Director
SystemSoft Co., Ltd.
(Registered Head Office)
1-8-1 Marunouchi, Chiyoda-ku, Tokyo
(Fukuoka Head Office)
1-12-1 Tenjin, Chuo-ku, Fukuoka

**NOTICE OF
THE 41ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 41st Annual General Meeting of Shareholders of SystemSoft Co., Ltd. (the “Company”) will be held as described below.

If you will not attend the meeting, you may exercise your voting rights in writing. Please review the Reference Documents for the General Meeting of Shareholders attached here and indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form, and return it so that it can reach us no later than 6:00 p.m. on Tuesday, December 20, 2022, Japan time.

- 1. Date and Time:** Wednesday, December 21, 2022 at 10:00 a.m. Japan time
2. Place: Conference Room “KUJYAKU”, 3rd Floor, ARK HOTEL ROYAL FUKUOKA TENJIN located at
3-13-20 Tenjin, Chuo-ku, Fukuoka

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, the Consolidated Financial Statements for the Company’s 41st Fiscal Year (October 1, 2021 - September 30, 2022) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 41st Fiscal Year (October 1, 2021 - September 30, 2022)

Proposals to be resolved:

- Proposal 1:** Partial Amendments to the Articles of Incorporation
Proposal 2: Election of Six (6) Directors

- If you attend the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk. In order to conserve paper resources, we kindly ask you to bring this notice with you for your reference.
- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, and the Consolidated Financial Statements require revisions, the revised versions will be posted on the Company’s website at the URL below: The Company’s website: <https://www.systemsoft.co.jp/en/>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) came into effect on September 1, 2022, and the system for electronic provision of materials for general meetings of shareholders has been introduced. Accordingly, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 16, Paragraph 1 provides that information contained in the reference documents for general meetings of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) Article 16 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) will become unnecessary and shall therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the transitional measures, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
Articles 1–15 (Omitted) <u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 16 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u>	Articles 1–15 (Unchanged) (Deleted)

Current Articles of Incorporation	Proposed Amendments
<p>(Newly established)</p> <p>Articles 17–40 (Omitted)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p><u>(Measures for Electronic Provision, Etc.)</u></p> <p><u>Article 16 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> <p>Articles 17–40 (Unchanged)</p> <p><u>Supplementary Provisions</u></p> <p><u>(Transitional Measures Related to Measures for Electronic Provision, Etc.)</u></p> <p><u>Article 1 Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date not later than February 28, 2023.</u></p> <p><u>2. These supplementary provisions shall be deleted on March 1, 2023 or after the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 2: Election of Six (6) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes to elect six (6) Directors.

The candidates for Director are as follows.

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
1	Haruki Yoshio (June 2, 1960)	April 1983 Joined NEC Corporation July 1992 Joined the Company Acting General Manager, Corporate Planning Department (Assistant to President) June 1996 Director and General Manager, Planning Department June 2000 Managing Director, General Manager, Engineering Business Department June 2003 Director, Managing Executive Officer, General Manager, Engineering Business Department April 2005 Director, Managing Executive Officer, General Manager, IT Solution Business Department December 2005 President and CEO December 2006 President, Executive Officer, Representative Director September 2014 Director, Avispa Fukuoka Co., Ltd. (current position) May 2016 Director, S2i Co., Ltd. (current position) October 2016 President, Alliance Technology Co., Ltd. January 2017 Chairman of the Board, the Company April 2017 Director, DigiIT Co., Ltd. (currently SS Technologies Co., Ltd.) (current position) October 2017 Representative Director, Executive Officer and President, the Company October 2020 President and Representative Director, the Company (current position) [Significant concurrent positions] Director, SS Technologies Co., Ltd. Director, S2i Co., Ltd.	6,760

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
2	Kozo Yuki (January 23, 1979)	<p>January 2002 Joined JEF UNITED ICHIHARA CHIBA (J.LEAGUE)</p> <p>June 2008 Joined Sanfrece Hiroshima FC (J.LEAGUE)</p> <p>July 2009 Joined Fortuna Düsseldorf, Bundesliga (Germany)</p> <p>March 2018 Graduated from WASEDA Business School (Graduate School of Business and Finance)</p> <p>March 2018 Joined ecobike Co., Ltd.</p> <p>July 2020 President and CEO, ecobike Co., Ltd. (current position)</p> <p>October 2021 President and CEO, SS Technologies Co., Ltd. (current position)</p> <p>November 2021 General Manager, fabbit Business Headquarters, the Company</p> <p>December 2021 Executive Vice President and Representative Director, the Company (current position)</p> <p>[Significant concurrent position] President and CEO, SS Technologies Co., Ltd.</p>	0
3	Masahiro Ishikawa (May 11, 1969)	<p>December 2000 Joined Apamanshop Network Co., Ltd. (currently APAMAN Co., Ltd.)</p> <p>December 2003 Director, General Manager, PM Business Division, Apamanshop Network Co., Ltd.</p> <p>October 2004 Managing Director, General Manager, AM Business Division, Apamanshop Network Co., Ltd.</p> <p>December 2005 Director, the Company</p> <p>July 2006 Managing Director, Apamanshop Holdings Co., Ltd. (currently APAMAN Co., Ltd.)</p> <p>June 2007 Managing Director, Apamanshop Network Co., Ltd. (currently Apaman Network Co., Ltd.)</p> <p>June 2007 Managing Director, Apamanshop Leasing Co., Ltd. (currently Apaman Property Co., Ltd.)</p> <p>December 2016 Director, the Company (current position)</p> <p>April 2017 Director, DigiIT Co., Ltd. (currently SS Technologies Co., Ltd.)</p> <p>[Significant concurrent positions] -</p>	835,800

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
4	Koji Omura (June 29, 1965)	<p>October 1998 Organized the Apamanshop Study Group (voluntary study group) as a key member</p> <p>October 1999 Established Apamanshop Network Co., Ltd. (currently APAMAN Co., Ltd.) President & CEO, Apamanshop Network Co., Ltd. (current position)</p> <p>September 2005 President and CEO, Apamanshop Leasing Co., Ltd. (currently Apaman Property Co., Ltd.)</p> <p>December 2005 Chairman of the Board, the Company</p> <p>July 2006 Chairman and CEO, Apamanshop Network Co., Ltd. (currently Apaman Network Co., Ltd.)</p> <p>January 2013 Director, the Company (current position)</p> <p>December 2018 Chairman of the Board, Apaman Network Co., Ltd. (current position)</p> <p>[Significant concurrent positions] President & CEO, APAMAN Co., Ltd. Chairman of the Board, Apaman Network Co., Ltd.</p>	0
5	Yujiro Takahashi (April 29, 1950)	<p>August 1978 Joined Tatsumi Legal Institute</p> <p>April 1990 Registered as an Attorney-at-law</p> <p>December 1991 Representative Attorney-at-law, Yujiro Takahashi Law Office (current position)</p> <p>December 2014 Outside Director, the Company (current position)</p> <p>December 2016 Outside Director, Apamanshop Holdings, Co., Ltd. (currently APAMAN Co., Ltd.) (current position)</p> <p>March 2017 Outside Audit & Supervisory Board Member, AppBank Inc.</p> <p>September 2017 Supervisory Board Member, Poly Plus Investment Corporation (currently Medical Asset Investment Corporation)</p> <p>[Significant concurrent positions] Representative Attorney-at-law, Yujiro Takahashi Law Office Outside Director, APAMAN Co., Ltd.</p>	13,930

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
6	Masaaki Asako (November 4, 1944)	<p>November 1972 Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>March 1981 Registered as a Certified Public Accountant</p> <p>July 1988 Employee, Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>December 2009 Left Tohmatsu & Co.</p> <p>January 2010 Worked at Self-Regulation Division, The Japanese Institute of Certified Public Accountants</p> <p>August 2013 Left the Japanese Institute of Certified Public Accountants</p> <p>June 2014 Outside Audit & Supervisory Board Member, Saibo.Co., Ltd.</p> <p>December 2015 Outside Director, the Company (current position)</p> <p>September 2017 Supervisory Board Member, Poly Plus Investment Corporation (currently Medical Asset Investment Corporation)</p> <p>[Significant concurrent positions]</p> <p>-</p>	0

- Notes:
1. Mr. Koji Omura concurrently serves as Director of Apaman Network Co., Ltd., with which the Company has a business relationship including the sale of products and license agreements.
 2. There are no special interests between the other candidates and the Company.
 3. Mr. Yujiro Takahashi and Mr. Masaaki Asako are candidates for Outside Director.
 4. Reasons for the nomination as candidates for Outside Director and outline of expected roles:
 Mr. Yujiro Takahashi has a wealth of experience and expertise as an attorney-at-law as well as a strong determination to comply with laws and regulations, although he has never been directly involved in corporate management. Considering that he can make useful comments on management from an objective standpoint, the Company proposes to elect him as Outside Director.
 Mr. Masaaki Asako has many years of experience and a broad range of insights as a certified public accountant, although he has never been directly involved in corporate management. Considering that he can make useful comments on management from an objective standpoint, the Company proposes to elect him as Outside Director.
 5. Mr. Yujiro Takahashi will have served as Outside Director of the Company for eight (8) years at the conclusion of this Annual General Meeting of Shareholders.
 Mr. Masaaki Asako will have served as Outside Director of the Company for seven (7) years at the conclusion of this Annual General Meeting of Shareholders.
 6. Mr. Yujiro Takahashi and Mr. Masaaki Asako, candidates for Outside Director, have no plans to receive a large amount of money or other assets (excluding remuneration, etc. for Director or similar positions) from the Company or specified associated companies of the Company, and did not receive any in the past two years.
 7. In accordance with provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Yujiro Takahashi and Mr. Masaaki Asako to limit their liability for damages under Article 423, Paragraph 1 of said Act. The maximum amount of liability for damages under said agreement is the amount stipulated by laws and

regulations. If the reelection of Mr. Yujiro Takahashi and Mr. Masaaki Asako is approved, the Company will continue said agreement with them.

8. The Company has registered Mr. Yujiro Takahashi and Mr. Masaaki Asako as independent directors with the Tokyo Stock Exchange. If their reelection is approved at this Annual General Meeting of Shareholders, the Company will continue to register them as independent directors.
9. The Company has entered into a directors and officers liability insurance agreement. If the election of the candidates is approved, they will be insured by said insurance agreement. The content of said insurance agreement is outlined in “(4) Outline of the Directors and Officers Liability Insurance Agreement” in “4. Matters regarding the Company’s Officers” in the Business Report (available in Japanese only). The Company will renew said insurance agreement during the terms of office of the Directors mentioned in this proposal.