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Security code: 9759

(Date sent) June 5, 2023

(Start date of measures for electronic provision) June 1, 2023

To Our Shareholders

NSD CO., LTD.

2-101, Kanda-awajicho, Chiyoda-ku, Tokyo, Japan

Yoshikazu Imajo

President & CEO

NOTICE OF CONVOCATION OF
THE 54th ORDINARY GENERAL MEETING OF
SHAREHOLDERS

We are pleased to notify you that the 54th Ordinary General Meeting of Shareholders will be held as stated below.

Due to the amendment of the Companies Act, we have decided to take measures for electronic provision on the information contained in the Reference for the Ordinary General Meeting of Shareholders, etc. (the items subject to measures for electronic provision) starting from this General Meeting of Shareholders, and we will post them on the Company's website on the Internet, please access the following website to check the details.

The Company's website:

<https://www.nsd.co.jp/ir/oshirase.html> (Full text of measures for electronic provision are available only in Japanese language)

In addition to the above, the items subject to measures for electronic provision are also posted on the Tokyo Stock Exchange (TSE) website. Access the "Listed Company Search" below, enter "NSD" in "Issue name (company name)" or "9759" in "Code" and select "Basic information" and "Documents for public inspection/PR information" in order to view.

"Listed Company Search"

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show> (Full text of measures for electronic provision are available only in Japanese language)

In the event that you exercise your voting rights in writing, or via the Internet, please take a time to examine the "Reference for the Ordinary General Meeting of Shareholders" (pages 5 through 15 of the Japanese original), and exercise your voting rights in accordance with the "Guidance on the Exercise of Voting Rights" (pages 3 through 4 of the Japanese original).

Particulars

1. **Date and Time:** 10:00 a.m., Tuesday, June 27, 2023
(The reception is scheduled to open at 9:00 a.m.)
2. **Place:** sola city Hall (2F) at ochanomizu sola city
4-6 Kandasurugadai, Chiyoda-ku, Tokyo.
3. **Purpose of Meeting:**
Matters to be reported Report on business report, consolidated financial statements, non-consolidated financial statements, and audit results of consolidated financial statements by the independent auditor and the Audit & Supervisory Board for the 54th fiscal year (from April 1, 2022 to March 31, 2023)

Matters to be resolved

- Proposal 1:** Election of Seven (7) Directors
Proposal 2: Election of One (1) Audit & Supervisory Board Member

4. Decisions on the Convocation

The following items among the items subject to measures for electronic provision are not included in the document to be delivered to shareholders who have requested delivery of the document (document stating the items subject to measures for electronic provision) pursuant to the provisions of laws and regulations and Article 15, Paragraph 2 of the Articles of Incorporation of the Company. The documents stating the items subject to measures for electronic provision are a part of the subject documents that were audited by the Audit & Supervisory Board Members and Accounting Auditor in the course of the preparation of their respective Audit Reports.

[Business Report]

Matters Concerning the Current Status of the Group

- Issues to be Addressed
- Changes in Assets and Profit and Loss
- Principal Businesses
- Principal Offices
- Status of Employees
- Status of Principal Lenders

Matters Concerning the Company's Stock

Matters Concerning Stock Acquisition Rights, etc., of the Company

Matters Concerning the Company's Directors and Audit & Supervisory Board Members

- Matters concerning Outside Directors and Outside Audit & Supervisory Board Members

- Matters concerning Directors, Audit & Supervisory Board Members and Officers

Liability Insurance Agreement

Status of Accounting Auditors

Corporate Structure and Policies

[Consolidated Financial Statements]

[Financial Statements]

[Audit Report]

Audit Report on Consolidated Financial Statements

Audit Report on Financial Statements

- In the event of any modifications to the items subject to measures for electronic provision, the Company will post such modifications on the Company's website and the TSE's website.

Reference for the Ordinary General Meeting of Shareholders

Proposals and References

Proposal 1: Election of Seven (7) Directors

The term of all seven (7) Directors will expire at the close of this Ordinary General Meeting of Shareholders. Therefore, the Board proposes that seven (7) Directors, including three (3) Outside Directors, be elected.

The candidates are as follows.

Candidate No.	Name	Gender	Position and Responsibility in the Company	Attendance of the meetings of the Board of Directors
1	Yoshikazu Imajo 【Reappointment】	Male	President & CEO	14/15 (93.3%)
2	Hideshi Maekawa 【Reappointment】	Male	Director, Senior Managing Executive Officer Chief General Manager, Corporate Service Division Chief General Manager, Corporate Planning Division In charge of Healthcare Business Division	15/15 (100%)
3	Osamu Yamoto 【Reappointment】	Male	Director, Senior Managing Executive Officer COO	15/15 (100%)
4	Hidetaka Kikawada 【Reappointment】	Male	Director, Managing Executive Officer Head of Advanced Technology Strategic Business Unit In charge of Market Development Business Division In charge of Social Platform Division	11/11 (100%)
5	Atsuhiko Kawamata 【Reappointment】 【Outside】 【Independent】	Male	Outside Director	14/15 (93.3%)
6	Kumiko Jinnouchi 【Reappointment】 【Outside】 【Independent】	Female	Outside Director	15/15 (100%)
7	Toru Takeuchi 【Reappointment】 【Outside】 【Independent】	Male	Outside Director	15/15 (100%)

【Reappointment】 : Candidate for Director to be reappointed

【Outside】 : Candidate for Outside Director

【Independent】 : Independent Officer

(Note)

Since Mr. Hidetaka Kikawada was appointed as a Director at the 53rd Ordinary General Meeting of Shareholders held on June 24, 2022, the number of meetings of the Board of Directors held during his term in office differs from the number for the other Directors.

Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in the Company and Principal Concurrent Positions	Number of shares of the Company Owned
1	Yoshikazu Imajo (October 13, 1961) [Reappointment]	April 1984 Joined NSD CO., LTD. (NSD) April 2001 General Manager, Tokyo Systems Sales Department 4 April 2005 Executive Officer Chief General Manager, Systems Division 1 June 2006 Director & Executive Officer Deputy Chief General Manager, Sales Promotion & Planning Division June 2007 Managing Director & Executive Officer Deputy Chief General Manager, Sales Promotion & Planning Division April 2008 Senior Managing Director Chief General Manager, Sales Promotion & Planning Division April 2009 President & COO Chief General Manager, Sales Promotion & Planning Division April 2011 President & CEO (Present Position)	238,349
Attendance of the meetings of the Board of Directors		14/15 (93.3%)	
[Reasons for the appointment as a candidate for Director] Mr. Yoshikazu Imajo has sufficient experience and a proven track record as the President & CEO of the Company. This, together with his deep insight for management, enables him to continue executing business, making decisions and supervising the activities of management appropriately.			

Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in the Company and Principal Concurrent Positions	Number of shares of the Company Owned
2	Hideshi Maekawa (February 16, 1962) [Reappointment]	April 1982 Joined NSD April 2000 General Manager, Tokyo Systems Sales Department 6 April 2006 Executive Officer Chief General Manager, Corporate Staffs Division June 2006 Director & Executive Officer Chief General Manager, Corporate Staffs Division April 2013 Director & Senior Executive Officer COO, Public & Telecommunication Business Division Senior General Manager, IT Services Business Division April 2014 Managing Director COO, IT Services Business Division April 2016 Senior Managing Director COO, Industrial Business Division June 2017 Director, Senior Managing Executive Officer In Charge of Corporate Administration and Investor Relations Office, Human Resources Department, General Affairs Department April 2018 Director, Senior Managing Executive Officer Chief General Manager, Corporate Staffs Division June 2020 Director, Senior Managing Executive Officer Chief General Manager, Corporate Service Division Chief General Manager, Corporate Planning Division April 2022 Director, Senior Managing Executive Officer Chief General Manager, Corporate Service Division Chief General Manager, Corporate Planning Division In charge of Healthcare Business Division (Present Position)	94,585
Attendance of the meetings of the Board of Directors		15/15 (100%)	
[Reasons for the appointment as a candidate for Director] Mr. Hideshi Maekawa has sufficient experience and a proven track record with respect to the business execution of our corporate service division and system development division. This, together with his insight for management as a Director, enables him to continue executing business, making decisions and supervising the activities of management appropriately.			

Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in the Company and Principal Concurrent Positions	Number of shares of the Company Owned
3	Osamu Yamoto (February 20, 1963) [Reappointment]	April 1987 Joined NSD February 2004 General Manager, Systems Sales Division 5 Department 1 September 2007 Executive Officer Chief General Manager, Systems Division 5 April 2014 Senior Executive Officer COO, Public & Telecommunication Business Division June 2014 Director & Senior Executive Officer COO, Public & Telecommunication Business Division June 2016 Managing Director COO, Public & Telecommunication Business Division Senior General Manager, Business Sales Division June 2017 Director, Managing Executive Officer COO, Public & Telecommunication Business Division Senior General Manager, Business Sales Division April 2018 Director, Senior Managing Executive Officer Chief General Manager, Business Headquarter (Present Position)	63,825
Attendance of the meetings of the Board of Directors		15/15 (100%)	
[Reasons for the appointment as a candidate for Director] Mr. Osamu Yamoto has sufficient experience and a proven track record with respect to the business execution of our system development division and sales division. This, together with his insight for management as a Director, enables him to continue executing business, making decisions and supervising the activities of management appropriately.			

Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in the Company and Principal Concurrent Positions	Number of shares of the Company Owned	
4	Hidetaka Kikawada (May 18, 1973) [Reappointment]	April 1998 April 2011 July 2015 April 2017 April 2018 April 2019 October 2021 June 2022 October 2022	<p>Joined NSD</p> <p>General Manager, Industry & Distribution Systems Business Unit Department 6</p> <p>Chairman & CEO, Chengdu Renbenxindong Technology Ltd.</p> <p>Executive Officer Chief General Manager, Public & Telecommunication Business Division 1</p> <p>Executive Officer Chief General Manager, Advanced Technology Promotion Division</p> <p>President & CEO NSD Advanced Technology Research Institute CO., LTD. (Present Position)</p> <p>Managing Executive Officer Head of Advanced Technology Strategic Business Unit</p> <p>Director, Managing Executive Officer Head of Advanced Technology Strategic Business Unit In charge of Market Development Business Division</p> <p>Director, Managing Executive Officer Head of Advanced Technology Strategic Business Unit In charge of Market Development Business Division In charge of Social Platform Division (Present Position)</p>	20,287
		Attendance of the meetings of the Board of Directors	11/11 (100%)	
<p>[Reasons for the appointment as a candidate for Director]</p> <p>Mr. Hidetaka Kikawada has sufficient experience and a proven track record with respect to the business execution of our system development division, advanced technology strategic business division, as well as our affiliated companies in Japan and abroad. This, together with his insight for management, will enable him to execute business, make decisions and supervising the activities of management appropriately as a Director.</p>				

Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in the Company and Principal Concurrent Positions		Number of shares of the Company Owned
5	Atsuhiro Kawamata (August 14, 1961) [Reappointment] [Candidate for Outside Director] [Independent Officer]	April 1984	Joined Japan Tobacco Inc. (JT)	-
		November 2005	Director, Business Planning Department, Food Business Division	
		July 2008	Senior Vice President, Head of China Division, Tobacco Business Headquarters	
		January 2015	President & CEO, TableMark Holdings Co., Ltd. (Retired in December 2018)	
			President & CEO, TableMark Co., Ltd. (Retired in December 2018)	
		January 2019	Senior Vice President, Head of Food Business, Food Business Planning Division, JT	
		January 2020	Advisor, Food Business (Present Position)	
	June 2020	Outside Director, NSD (Present Position)		
Term of office as Outside Director at the close of this Ordinary General Meeting of Shareholders		Attendance of the meetings of the Board of Directors		
3 years		14/15 (93.3%)		
[Reasons for the appointment as a candidate for Outside Director and outline of roles expected] Mr. Atsuhiro Kawamata has sufficient experience and great insight into management gained in Japan and overseas as a member of management of a manufacturing company, and has high capability for supervision. The Company believes that its corporate governance will be further reinforced with his advice for the Board of Directors and the Governance Committee from an objective, extensive and highly professional viewpoint leveraging his experience and expertise.				
[Supplementary explanations regarding independence] The Company believes that Mr. Atsuhiro Kawamata is suitable to appropriately perform his duty from an independent standpoint as an Outside Director because the Company's group had no business relationship with JT's group companies (including TableMark Co., Ltd.) during the fiscal year ended March 2023.				

Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in the Company and Principal Concurrent Positions		Number of shares of the Company Owned
6	Kumiko Jinnouchi (February 16, 1967) [Reappointment] [Candidate for Outside Director] [Independent Officer]	April 1989	Joined The Sanwa Bank, Limited. (now MUFG Bank, Ltd.) (Retired in June 1995)	1,000
		January 2002	Registered as an attorney-at-law (Dai-ni Tokyo Bar Association)	
		January 2014	Established Jinnouchi Law Offices Representative Attorney-at-law (Present Position)	
		June 2019	Outside Director, NSD (Present Position)	
	Term of office as Outside Director at the close of this Ordinary General Meeting of Shareholders		Attendance of the meetings of the Board of Directors	
4 years		15/15 (100%)		
[Reasons for the appointment as a candidate for Outside Director and outline of roles expected] Ms. Kumiko Jinnouchi has sufficient experience and expertise in overall legal affairs as an attorney-at-law. The Company believes that its corporate governance will be further reinforced with her advice for the Board of Directors and the Governance Committee from an objective, extensive and highly professional viewpoint leveraging her experience and expertise. Ms. Kumiko Jinnouchi has not been involved in corporate management other than as an Outside Director or Outside Audit & Supervisory Board Member, but the Company believes, for the reason above, that she is suitable to appropriately perform her duty as an Outside Director.				
[Supplementary explanations regarding independence] The Company believes that Ms. Kumiko Jinnouchi is suitable to appropriately perform her duty from an independent standpoint as an Outside Director because the Company's group has not concluded an advisory agreement with Jinnouchi Law Offices for which Ms. Kumiko Jinnouchi herself serves as the Representative Attorney-at-law, and had no payment of fees to Jinnouchi Law Offices during the fiscal year ended March 2023.				

Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in the Company and Principal Concurrent Positions	Number of shares of the Company Owned	
7	Toru Takeuchi (January 1, 1959) [Reappointment] [Candidate for Outside Director] [Independent Officer]	April 1981	Joined Nitto Denko Corporation	200
		April 2002	General Manager of Accounting & Finance Department	
		June 2010	Vice President, General Manager of Corporate Accounting Division	
		June 2011	Director, Vice President, General Manager of Corporate Accounting Division	
		June 2014	Director, Senior Vice President, General Manager of Corporate Sector	
		June 2015	Director, Executive Vice President, General Manager of Corporate Strategy Sector	
		June 2018	Director, Senior Executive Vice President (Retired in June 2020)	
		June 2021	Outside Director, NSD (Present Position)	
Term of office as Outside Director at the close of this Ordinary General Meeting of Shareholders		Attendance of the meetings of the Board of Directors		
2 years		15/15 (100%)		
[Reasons for the appointment as a candidate for Outside Director and outline of roles expected] Mr. Toru Takeuchi has sufficient experience and great insight into management gained in Japan and overseas as a member of management of a manufacturing company, and has high capability for supervision. The Company believes that its corporate governance will be further reinforced with his advice for the Board of Directors and the Governance Committee from an objective, extensive and highly professional viewpoint leveraging his experience and expertise.				
[Supplementary explanations regarding independence] The Company believes that Mr. Toru Takeuchi is suitable to appropriately perform his duty from an independent standpoint as an Outside Director because the Company's group had no business relationship with Nitto Denko Corporation's group companies during the fiscal year ended March 2023.				

Notes

1. The candidates have no special interests in the Company.
2. Mr. Atsuhiko Kawamata, Ms. Kumiko Jinnouchi, and Mr. Toru Takeuchi are candidates for Outside Directors. As of the close of this Ordinary General Meeting of Shareholders, Mr. Atsuhiko Kawamata, Ms. Kumiko Jinnouchi, and Mr. Toru Takeuchi will have held their positions as Outside Directors for three (3) years, four (4) years, and two (2) years, respectively.
3. The Company entered into liability limitation agreements with Mr. Atsuhiko Kawamata, Ms. Kumiko Jinnouchi, and Mr. Toru Takeuchi. If election of the candidates is approved at this General Meeting of Shareholders, such agreement will continue to be in effect. The summary of the contents of the agreement is pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company and the maximum amount of potential liability will be set as the statutory amount for such purpose.
4. The Company has entered into Directors, Audit & Supervisory Board Members and Officers Liability Insurance Agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to compensate for damages, expenses arising from litigation, and other losses incurred by the insureds due to their assuming liability for their execution of duties. The insurance premiums are fully borne by the Company. If election of the candidates is approved at this General Meeting of Shareholders, each candidate will be insured under the said insurance agreement. The Company plans to renew the insurance agreement during the term of office of each candidate.
5. The Company has registered Mr. Atsuhiko Kawamata, Ms. Kumiko Jinnouchi, and Mr. Toru Takeuchi as Independent Directors with Tokyo Stock Exchange, Inc.

Proposal 2: Election of One (1) Audit & Supervisory Board Member

The term of Audit & Supervisory Board Member, Mr. Norio Hashizume, will expire at the close of this General Meeting of Shareholders. Therefore, the Board proposes that one (1) Audit & Supervisory Board Member be elected. This proposal has already gained the consent of the Audit & Supervisory Board.

The candidate is as follows.

Name (Date of Birth)	Resume, Position and Responsibility in the Company and Principal Concurrent Positions	Number of shares of the Company Owned
Chieko Nishiura (March 1, 1984) [New appointment] [Candidate for Outside Audit & Supervisory Board Member] [Independent Officer]	December 2006 Joined ShinNihon LLC (now Ernst & Young ShinNihon LLC) (Retired in September 2014) December 2009 Registered as a certified public accountant September 2014 Established Nishiura certified public accountant office (Present Position) June 2016 Of Counsel, S&N Partners LAW AND ACCOUNTING OFFICE (Present Position)	-
[Reasons for the appointment as a candidate for Outside Audit & Supervisory Board Member] Ms. Chieko Nishiura has sufficient experience and expertise in overall accounting as a certified public accountant. The Company believes that its corporate governance will be further reinforced with her advice for the Board of Directors and the Audit & Supervisory Board from an objective, extensive and highly professional viewpoint leveraging her experience and expertise. Ms. Chieko Nishiura has not been involved in corporate management other than as an Outside Director or Outside Audit & Supervisory Board Member, but the Company believes, for the reason above, that she is suitable to appropriately perform her duty as an Outside Audit & Supervisory Board Member.		
[Supplementary explanations regarding independence] The Company believes that Ms. Chieko Nishiura is suitable to appropriately perform her duty from an independent standpoint as an Outside Audit & Supervisory Board Member because the Company's group has not concluded an advisory agreement with Nishiura certified public accountant office for which Ms. Chieko Nishiura herself serves as the Chief, and had no payment of fees to Nishiura certified public accountant office during the fiscal year ended March 2023.		

Notes

- Ms. Chieko Nishiura is a candidate for an Outside Audit & Supervisory Board Member. She has no special interests in the Company.
- If election of Ms. Chieko Nishiura is approved at this General Meeting of Shareholders, the Company will enter into a liability limitation agreement with her. The summary of the contents of the agreement is pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company and the maximum amount of potential liability will be set as the statutory amount for such purpose.
- The Company has entered into Directors, Audit & Supervisory Board Members and Officers Liability Insurance Agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to compensate for damages, expenses arising from litigation, and other losses incurred by the insureds due to their assuming liability for their execution of duties. The insurance premiums are fully borne by the Company. If election of Ms. Chieko Nishiura is approved at this General Meeting of Shareholders, she will be insured under the said insurance agreement.
The Company plans to renew the insurance agreement during her term of office.

4. If election of Ms. Chieko Nishiura is approved at this General Meeting of Shareholders, the Company will register her as an Independent Audit & Supervisory Board Member with Tokyo Stock Exchange, Inc.

END

(Reference) Expected Expertise as the Members of the Board of Directors

The followings are the expected expertise as the members of the Board of Directors.

	Name	Corporate Management	IT	Legal & compliance	Finance & Accounting	Global Business
Directors	Yoshikazu Imajo	○	○	○	○	○
	Hideshi Maekawa	○	○	○	○	○
	Osamu Yamoto	○	○			
	Hidetaka Kikawada	○	○			○
	Atsuhiko Kawamata	○		○	○	○
	Kumiko Jinnouchi	○		○	○	
	Toru Takeuchi	○		○	○	○
Audit & Supervisory Board Members	Kiyoshi Kondo	○		○	○	
	Kunio Kawa	○		○	○	
	Chieko Nishiura			○	○	

*The table above does not represent all of the knowledge and experience held by each person.