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Securities code: 3666

June 8, 2023

(Date of commencement of electronic provision measures: June 1, 2023)

To Shareholders with Voting Rights:

Takashi Yoshioka
Representative Executive Director
Tecnos Japan Incorporated
Tokyo Opera City Tower 14F,
3-20-2 Nishishinjuku, Shinjuku-ku,
Tokyo

**NOTICE OF
THE 29TH 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 29th Annual General Meeting of Shareholders of Tecnos Japan Incorporated (the “Company”) will be held as described below.

When convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following website.

The Company’s website:

<https://www.tecnos.co.jp/en/ir/>

The information is also available on the following website.

Tokyo Stock Exchange website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

To view the information, please access the website above, input the name or securities code of the Company, and click “Search,” and then click on “Basic information” and “Documents for public inspection/PR information” in this order.

Taking appropriate measures to prevent COVID-19, we will hold the Meeting. You may exercise your voting rights in writing or via the Internet, etc. in lieu of attending the Meeting. Please review the Reference Documents for the General Meeting of Shareholders in the matters subject to electronic provision measures and indicate your votes for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 6:00 p.m. on Thursday, June 22, 2023, Japan time or exercise your voting rights via the Internet, etc., by the deadline.

1.Date and Time: Friday, June 23, 2023 at 10:00 a.m. Japan time
(The reception desk opens at 9:30 a.m.)

2.Place: Rooms 1 and 2 on 26th floor, Taiyo Life Nihombashi Building,
located at 2-11-2 Nihombashi, Chuo-ku, Tokyo

3.Meeting Agenda:

- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the Company's 29th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the Company's 29th Fiscal Year (April 1, 2022 - March 31, 2023)

Proposal to be resolved:

- Proposal** Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

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- When attending the Meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk.
 - In accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company, the following matters will not be provided in the paper copy to shareholders who made a request for delivery of documents. Accordingly, the paper copy constitutes only part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in preparation of audit reports.
 - "5. System to Ensure Appropriate Business Execution and Its Operational Status" in the Business Report
 - "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
 - Exercising voting rights by Voting Rights Exercise Form may involve the risk of infection when returning the Form or during the vote counting process. You are kindly requested to exercise your voting rights via the Internet, etc. as much as possible when exercising your voting rights in advance.
 - Should the matters subject to electronic provision measures be revised, such revisions will be posted on the respective websites where the matters are posted.

Reference Documents for the General Meeting of Shareholders

Proposal and References

Proposal: Election of Five (5) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors who are not Audit and Supervisory Committee Members will expire at the close of the Meeting. To further strengthen corporate governance, the Company will introduce an independent executive officer system in addition to the existing employed executive officer system. This aims to more clearly separate management and business execution functions of the entire Tecnos group from its monitoring and supervision functions, as well as to speed up and improve the efficiency of business execution. Therefore, Mr. Minoru Ishida and Mr. Takanori Chiba will retire as Directors and will be appointed as Executive officer. Accordingly, the Company proposes the election of five (5) Directors who are not Audit and Supervisory Committee Members.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

No.	Name	Current positions and responsibilities at the Company	Term of office as Director	Attendance rate at meetings of Board of Directors
1	Takashi Yoshioka [Reappointment]	Representative Director and Chief Executive Officer	6 years	100% (14/14)
2	Makoto Yamashita [Reappointment]	Director and Executive Management Officer	9 years	100% (14/14)
3	Kiyoshi Kobayashi [Reappointment]	Director and Executive Management Officer	9 years	100% (14/14)
4	Yasuhiro Horibe [Reappointment] [Outside] [Independent]	Director	5 years	100% (14/14)
5	Tomoko Ota [Reappointment] [Outside] [Independent]	Director	4 years	100% (14/14)

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Takashi Yoshioka (November 16, 1976) [Reappointment]	<p>April 1999 Joined the Company</p> <p>April 2013 Manager, East Japan Solution Center; Leader, SCM Group</p> <p>October 2014 Executive Officer; Manager, East Japan Solution Center</p> <p>April 2016 Executive Officer; Manager, West Japan Solution Center</p> <p>June 2016 Managing Executive Officer</p> <p>November 2016 Manager, Solution Center</p> <p>April 2017 President and Executive Officer</p> <p>June 2017 President, Representative Director, and Executive Officer</p> <p>June 2019 President and Representative Director</p> <p>March 2023 President and Representative Director, BrainSellers.com Corporation (current position)</p> <p>April 2023 Representative Executive Director, CEO & COO (current position)</p> <p>[Significant concurrent positions] - President and Representative Director, BrainSellers.com Corporation</p>	27,000
<p>[Reason for nomination as candidate for Director] Mr. Takashi Yoshioka possesses a high level of insight into the business area to which the Company belongs. He has supervised and led the Group's management as Representative Director of the Company since June 2017, contributing to the enhancement of the Company's corporate value. Based on these achievements, the Company continues to propose his election as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	<p>Makoto Yamashita (February 10, 1972)</p> <p>[Reappointment]</p>	<p>November 1996 Joined the Company</p> <p>October 2011 Leader, Manufacturing Solution Group, Tokyo Solution Center</p> <p>April 2013 Executive Officer; Vice Manager, Tokyo Solution Center</p> <p>June 2013 Director, Okinawa Tecnos Inc.</p> <p>October 2013 Senior Managing Director, Tecnos Data Science Marketing Co., Ltd. (currently TDSE Inc.)</p> <p>April 2014 President, Executive Officer, and Chief Operating Officer (COO), the Company</p> <p>June 2014 President, Director, and Executive Officer</p> <p>February 2017 Representative Director, Tecnos Global Company K.K.</p> <p>November 2017 CEO, Tecnos Global Company of America, Inc. (current position)</p> <p>June 2018 Director, the Company (current position) CEO, Lirik, Inc. Director, Lirik Infotech Private Limited (current position)</p> <p>July 2018 Director, Lirik Software Services Canada Ltd. (current position)</p> <p>April 2019 In charge of Solution Center, Global Promotion Division, and DX Promotion Division, the Company</p> <p>October 2019 In charge of East Japan Division No. 2 and East Japan Division No. 3</p> <p>April 2020 In charge of Technology Department</p> <p>January 2021 Chairman, Lirik, Inc. (current position)</p> <p>April 2021 In charge of management and operations systems, Solution Center, the Company</p> <p>April 2022 Head of supervision of cloud solutions; in charge of cloud solutions, Solution Center</p> <p>April 2023 Executive Director (Overall management, assistant to the President) (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> - CEO, Tecnos Global Company of America, Inc. - Chairman, Lirik, Inc. - Director, Lirik Infotech Private Limited - Director, Lirik Software Services Canada Ltd. 	132,200
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Makoto Yamashita has contributed to the management of the Company, utilizing his years of experience in the ERP implementation business and extensive global insight. The Company has determined that these achievements and insight will be utilized in the management of the Company, and therefore proposes his election as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Kiyoshi Kobayashi (August 11, 1964) [Reappointment]	April 1987 Joined Harima Ceramic Co., Ltd. (currently Krosaki Harima Corporation) April 2001 Transferred to Harima System Create K.K. (currently Cypress Solutions Corporation) November 2007 Joined Kobe Tecnos K.K. (currently the Company) April 2010 Manager, Corporate Planning Office, the Company June 2012 Executive Officer April 2013 Leader, Administration Group June 2014 Director (current position) April 2015 In charge of Administration Department June 2016 Director, Okinawa Tecnos Inc. February 2017 Director, Tecnos Global Company K.K. April 2017 Leader, Administration Supervision Group, the Company October 2018 In charge of Administration Department April 2019 In charge of Administration Division January 2020 Audit and Supervisory Board Member, Acc Co., Ltd. (currently the Company) April 2020 In charge of Administration Department, the Company April 2022 Head of supervision of Business Administration Department; in charge of Business Administration Department April 2023 Executive Director (Overall management) and CFO (current position)	28,000
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Kiyoshi Kobayashi possesses a wealth of experience and high level of insight in the corporate divisions including finance and personnel fields and has contributed to the management of the Company. The Company has determined that these achievements and insight will be utilized in the management of the Company, and therefore proposes his election as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Yasuhiro Horibe (July 18, 1956) [Reappointment]	April 1981 Joined Mitsubishi Research Institute, Inc. December 2008 Executive Officer; General Manager, Planning and Administration Office, Solutions Business Division January 2011 Joined JDA Software Japan Co., Ltd. April 2017 Joined SAP Japan Co., Ltd. June 2018 Director, the Company (current position) October 2018 Executive Officer; General Manager, Planning and Solution Sales Division, PCI Solutions Inc. December 2019 Representative Director and President December 2020 Managing Director, PCI Holdings, Inc. December 2022 Senior Managing Director and Senior Executive Officer, PCI Holdings, Inc. (current position) Director, leafnet Co., Ltd. (current position) [Significant concurrent positions] - Senior Managing Director and Senior Executive Officer, PCI Holdings, Inc. - Director, leafnet Co., Ltd.	-
		[Reason for nomination as candidate for Outside Director and outline of the expected role] Mr. Yasuhiro Horibe has served as Senior Managing Director and Senior Executive Officer of PCI Holdings, Inc. and has been involved in corporate management himself. He is also well-versed in information systems operations. As he has provided accurate advice on overall management of the Company by utilizing his experience and knowledge mentioned above, the Company determined that he will continue to appropriately execute his duties as Outside Director. Therefore, the Company proposes his election as Outside Director, with the expectation that he will continue to fulfill his supervisory function over the Company from such perspective.	
5	Tomoko Ota (September 7, 1969) [Reappointment]	April 1995 Joined Ministry of Economy, Trade and Industry August 2002 International student at Princeton University, USA July 2004 Returned to Ministry of Economy, Trade and Industry June 2010 Temporarily assigned to Ministry of Foreign Affairs; Counselor, Permanent Mission of Japan to the International Organizations in Geneva July 2013 Returned to Ministry of Economy, Trade and Industry; Head, Office for Trade Remedy Investigations, Trade Control Department, Trade and Economic Cooperation Bureau August 2017 Registered as patent attorney; joined Nakamura & Partners (current position) June 2019 Director, the Company (current position) [Significant concurrent position] - Patent attorney, Nakamura & Partners	-
		[Reason for nomination as candidate for Outside Director and outline of the expected role] Although Ms. Tomoko Ota has not been directly involved in corporate management, she possesses a wealth of experience in the Ministry of Economy, Trade and Industry and high level of insight as a patent attorney. As she has provided appropriate advice on overall management of the Company by utilizing her experience and knowledge mentioned above, the Company determined that she will continue to appropriately execute her duties as Outside Director. Therefore, the Company proposes her election as Outside Director, with the expectation that she will continue to fulfill her supervisory function over the Company from such perspective.	

Notes: 1. There are no special interests between each candidate and the Company.

2. Candidates Mr. Yasuhiro Horibe and Ms. Tomoko Ota are candidates for Outside Directors as specified in Article 2, Paragraph 3, Item 7 of the Regulations for Enforcement of the Companies Act.

Mr. Yasuhiro Horibe and Ms. Tomoko Ota will have served as Outside Director of the Company for five years and four years, respectively, at the close of the Meeting.

3. The Company has designated candidates Mr. Yasuhiro Horibe and Ms. Tomoko Ota as Independent Officers in accordance with the rules of the Tokyo Stock Exchange, and reported to the Exchange accordingly.
4. In accordance with the provisions of the Company's Articles of Incorporation, the Company has entered into a liability limitation agreement with candidates Mr. Yasuhiro Horibe and Ms. Tomoko Ota that limits liability for damages under Article 423, Paragraph 1 of the Companies Act in accordance with the provisions in Article 427, Paragraph 1 of the same act. If their reelection is approved at the Meeting, the Company intends to continue said agreement with each of them.

The limit of liability for damages under the agreement shall be the minimum amount set forth by laws and regulations.

5. The Company has enrolled in a directors and officers liability insurance policy with the candidates as the insured, and intends to renew the policy in December 2023. An outline of the insurance policy is as stated in "3. Matters Relating to Directors 3-3. Outline of the Directors' and Officers' Liability Insurance" in the Business Report (available in Japanese only). If election of each candidate is approved at the Meeting, he/she will be included as an insured under said policy.

(Reference) Diversity of Directors

The expertise and experience possessed by Directors of the Company are as follows:

No.	Name	Current positions and responsibilities at the Company	Expertise							
			Management	Industry	HR	Finance	Sales	Legal	International	Control
1	Takashi Yoshioka	Representative Director and Chief Executive Officer Executive function	◎	○	○					
2	Makoto Yamashita	Director and Executive Management Officer Executive function		◎					○	
3	Kiyoshi Kobayashi	Director and Executive Management Officer Executive function			○	◎				○
4	Yasuhiro Horibe	Outside Director Supervisory function, Independent Director	○	◎				○		
5	Tomoko Ota	Outside Director Supervisory function, Independent Director						◎	○	
	Shigeru Kubota	Director and Audit and Supervisory Committee Member Supervisory function, audit function						◎	○	○
	Masato Mori	Outside Director and Audit and Supervisory Committee Member Supervisory function, audit function, Independent Director				○			○	◎
	Yoshitaka Oshima	Outside Director and Audit and Supervisory Committee Member Supervisory function, audit function, Independent Director	○			◎				○

Main skill: ◎

Subskill: ○

Management: corporate management, management strategy

Finance: finance, accounting, capital policy

International: overseas experience, global business

Industry: ICT, industry knowledge

Sales: sales, marketing

Control: internal control, risk management, governance

HR: personnel and labor affairs, human resource development

Legal: legal affairs, government