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(Stock Exchange Code 9717)

February 6, 2024

(Commencement date of measures for electronic provision: February 1, 2024)

To Shareholders with Voting Rights:

Hidetoshi Muranaka
Representative Director, President and
Executive Officer
JASTEC Co., Ltd.
3-5-23, Takanawa, Minato-ku, Tokyo

**NOTICE OF CONVOCATION OF
THE 53RD ORDINARY 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 53rd Ordinary General Meeting of Shareholders of JASTEC Co., Ltd. (the “Company”) will be held for the purposes as described below.

In convening the meeting, the Company has taken measures for electronic provision and matters subject to measures for electronic provision are posted on the following website.

The Company’s website: <https://www.jastec.co.jp/eng/ir/meeting.html>

In addition to the above, the information is also posted on the website of the Tokyo Stock Exchange (TSE). Please access the following website, search by entering the issue name (company name) or the stock exchange code, then select “Basic information” and “Documents for public inspection/PR information” in that order and review the information.

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

The Company accepts questions from shareholders in advance in writing or via e-mail (info@jastec.co.jp). Matters that attract the keen interest of shareholders will be explained at the meeting, and a video of the proceedings will be posted on the Company’s website on a later date.

Please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to measures for electronic provision, and exercise your voting rights for or against the proposals by an electromagnetic means via the Internet or in writing by mail by 6:00 p.m. Japan time on Monday, February 26, 2024.

- 1. Date and Time:** Tuesday, February 27, 2024 at 10:00 a.m. Japan time
(Reception starts at 9:00 a.m.)
- 2. Venue:** Daigo East banquet hall at Sheraton Miyako Hotel Tokyo
1-1-50, Shirokanedai, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
Matters to be reported: Business Report and Non-consolidated Financial Statements for the 53rd term
(December 1, 2022 - November 30, 2023)

Proposals to be resolved:

- Proposal 1:** Distribution of Surplus
- Proposal 2:** Election of Five Directors Who Are Not Members of the Audit & Supervisory Committee
- Proposal 3:** Election of Two Directors Serving as Audit & Supervisory Committee Members

Proposal 4: Payment of Retirement Bonus to Retiring Director and Final Payment of Retirement Bonuses in Conjunction with Abolishment of Retirement Bonus Program for Directors

- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. If attending the meeting by proxy, the proxy shall be another shareholder of the Company having voting rights. In that case, please note that a document evidencing the proxy's power of representation needs to be submitted.

You are kindly asked to bring this Notice as meeting materials to save resources.

Please note that souvenirs will not be provided at the meeting.

- ◎ Any changes to the matters subject to measures for electronic provision will be posted on the websites described above.
- ◎ The measures described above are subject to change depending on the status of infectious diseases such as COVID-19, government announcements and other conditions.
Shareholders are kindly requested to check updates on the Company's website (<https://www.jastec.co.jp/>) in addition to this Notice.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Distribution of Surplus

The Company determines its dividend policy with a comprehensive view to factors such as the dividend payment ratio as well as maintaining stable dividends corresponding to revenue and profit while keeping internal reserves needed for the future expansion of management base.

The year-end dividend for the 53rd term is proposed as follows by taking into consideration the operating results of the current term and future business development while maintaining stable dividends.

- (1) Type of dividend property
Cash
- (2) Items related to the allocation of dividend property and its total amount
50 yen per common share; total of 859,572,200 yen
- (3) Date the distribution of surplus comes into effect
February 28, 2024

Proposal 2: Election of Five Directors Who Are Not Members of the Audit & Supervisory Committee

The terms of office of all six Directors who are not members of the Audit & Supervisory Committee will expire at the conclusion of this General Meeting.

Accordingly, the election of five Directors who are not members of the Audit & Supervisory Committee is proposed.

The candidates are as follows.

With regard to this Proposal, the Audit & Supervisory Committee has expressed its opinion that there are no matters of note in accordance with the Companies Act regarding the election of Directors who are not members of the Audit & Supervisory Committee.

No.	Name	Positions and responsibilities currently held at the Company	Attendance at the meetings of the Board of Directors held in the fiscal year under review
1	Reappointment Male Hidetoshi Muranaka	Representative Director, President and Executive Officer	14/14 (100%)
2	Reappointment Male Toshihiro Kawagoe	Director; Vice President; Quality Management System Officer and Information Security Management Officer	14/14 (100%)
3	Reappointment Male Hideo Gozu	Director; Vice President; Procurement Officer; in charge of System Administration	14/14 (100%)
4	Reappointment Male Takamitsu Tani	Director; Vice President; Chief Marketing Officer/Marketing General Manager I and II	14/14 (100%)
5	Reappointment Male Tatsuya Nobui	Director; Vice President; Chief Product Officer and Product General Manager II	14/14 (100%)

No.	Name (Date of birth)	Career summary, positions, responsibilities, and important concurrent positions	Number of shares of the Company held	Attendance at the meetings of the Board of Directors held in the fiscal year under review
1	Hidetoshi Muranaka (April 25, 1964) [Reappointment] [Male]	<p>April 1988 Joined the Company</p> <p>February 2012 Director; Vice President; Chief Product Officer/Product General Manager IV and System Administration Officer</p> <p>December 2012 Director; Vice President; Chief Product Officer/Product General Manager IV, Recruitment Officer and System Administration Officer</p> <p>December 2013 Director; Vice President; Chief Product Officer/Product General Manager IV and System Administration Officer</p> <p>December 2014 Director; Vice President; Deputy Chief Product Officer/Product General Manager IV and System Administration Officer</p> <p>June 2015 Director; Vice President; Deputy Chief Product Officer/Product General Manager IV</p> <p>December 2015 Director; Vice President; Quality Management System Officer and Information Security Management Officer</p> <p>December 2018 Director; Vice President; Chief Financial Officer and Administration and Human Resources Officer</p> <p>February 2019 Director; Vice President; Chief Financial Officer, Administration and Human Resources Officer and Accounting Officer</p> <p>December 2021 Director; Vice President; Chief Financial Officer, Administration and Human Resources Officer, Accounting Officer and Information Security Management Officer</p> <p>December 2022 Representative Director, President and Executive Officer (to present)</p>	13,600	14/14 (100%)
<p>[Reason for nomination]</p> <p>Mr. Hidetoshi Muranaka engaged in various software development initiatives as a manager, mainly for financial institutions, subsequently being responsible for the software development section, internal information system, and personnel recruitment, as well as management system for quality, environment and information security. He then was responsible for general affairs, human resources, and accounting operations sections, drawing on his management experience in software development and management system administration. Based on his broad experience, he was appointed Representative Director, President and Executive Officer in December 2022. The Company nominates him as a candidate for Director as it expects him to continue to be a management leader of the Company.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and important concurrent positions	Number of shares of the Company held	Attendance at the meetings of the Board of Directors held in the fiscal year under review
2	Toshihiro Kawagoe (February 1, 1964) [Reappointment] [Male]	<p>April 1986 Joined the Company</p> <p>February 2011 Director; Vice President; Deputy Chief Product Officer/Product General Manager II</p> <p>December 2011 Director; Vice President; Deputy Chief Product Officer/Product General Manager V and Technology Officer</p> <p>September 2012 Director; Vice President; Technology Officer</p> <p>December 2012 Director; Vice President; Quality Management System Officer</p> <p>December 2013 Quality Management System Officer</p> <p>August 2015 Production Management Promotion Officer</p> <p>December 2018 Production Management Promotion Officer and Quality Management System Officer</p> <p>December 2020 Operation Reform General Manager and Quality Management System Officer</p> <p>February 2021 Director; Vice President; Operation Reform General Manager and Quality Management System Officer</p> <p>December 2022 Director; Vice President; Quality Management System Officer and Information Security Management Officer (to present)</p>	22,200	14/14 (100%)
<p>[Reason for nomination]</p> <p>After engaging in software development for customers in various industries as a manager of software development, Mr. Toshihiro Kawagoe was responsible for the research on the Company's production management system and for the quality management section of the Company. He is one of the few dozens of certified Capability Maturity Model Integration (CMMI) Instructors in Japan and has profound knowledge of process management and quality management in software development. The Company nominates him as a candidate for Director as it expects him to continue to provide new insight into its software development.</p>				
3	Hideo Gozu (July 9, 1970) [Reappointment] [Male]	<p>April 1993 Joined the Company</p> <p>April 2016 Procurement Officer, Product Project Promotion Officer and System Administration Officer</p> <p>February 2017 Director; Vice President; Procurement Officer, Product Project Promotion Officer and System Administration Officer</p> <p>December 2020 Director; Vice President; Procurement Officer; in charge of System Administration and Product Project Promotion Officer</p> <p>December 2021 Director; Vice President; Procurement Officer; in charge of System Administration</p> <p>December 2022 Director; Vice President; Procurement Officer</p> <p>December 2023 Director; Vice President; Procurement Officer; in charge of System Administration (to present)</p>	7,500	14/14 (100%)
<p>[Reason for nomination]</p> <p>After engaging in development of core financial systems, Mr. Hideo Gozu played a part in software development and sought new contractors and conducted ordering and progress management as the person responsible for procurement of partner companies that can undertake software development. Additionally, he was responsible for human resources allocation and the internal information system section. The Company nominates him as a candidate for Director as it expects him to continue to be responsible for the procurement operations and internal information system sections.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and important concurrent positions	Number of shares of the Company held	Attendance at the meetings of the Board of Directors held in the fiscal year under review	
4	Takamitsu Tani (July 23, 1971) [Reappointment] [Male]	April 1994 December 2008 December 2010 December 2015 February 2017 December 2019 December 2020	Joined the Company Product General Manager VI Deputy Chief Marketing Officer Chief Marketing Officer/Marketing General Manager II Director; Vice President; Chief Marketing Officer/Marketing General Manager II Director; Vice President; Chief Marketing Officer/Marketing General Manager I Director; Vice President; Chief Marketing Officer/Marketing General Manager I and II (to present)	10,600	14/14 (100%)
		[Reason for nomination] While engaging in software development for financial institutions and manufacturers, Mr. Takamitsu Tani participated in the launch of a development base and has contributed to the acquisition of new customers and the expansion of relationships with partner companies. In the marketing section, he has promoted an innovative marketing approach. The Company nominates him as a candidate for Director as it expects him to continue to be responsible for the marketing operations section.			
5	Tatsuya Nobui (February 2, 1976) [Reappointment] [Male]	April 1999 December 2013 December 2021 February 2022 December 2022 December 2023	Joined the Company Product General Manager V Chief Product Officer, Product Project Promotion Officer and Product General Manager V Director; Vice President; in charge of Technology, Education and Recruitment Chief Product Officer, Product Project Promotion Officer and Product General Manager V Director; Vice President; Chief Product Officer and Product General Manager V Director; Vice President; Chief Product Officer and Product General Manager II (to present)	8,100	14/14 (100%)
		[Reason for nomination] Mr. Tatsuya Nobui has engaged in software development for customers in various industries as a manager of software development for mainly core financial systems. Based on his experience as a manager of software development, he became the person responsible for the development section in December 2021. The Company nominates him as a candidate for Director as it expects him to continue to achieve practical improvements and reforms of its production management.			

(Notes)

1. Candidates for Directors who are not members of the Audit & Supervisory Committee are determined at the Board of Directors by comprehensively taking into account such factors as an ability to carry out duties they are in charge of, in addition to their ability and knowledge to offer advice and proposals regarding overall business.
2. The Company has entered into a directors and officers liability insurance agreement with an insurance company. The insurance covers compensation for damages and litigation costs to be borne by the insured persons in the event of claims made against them. Each candidate shall be included in insured persons of the aforementioned insurance policy. The Company plans to renew the insurance policy with the same content at the time of next renewal.
3. There are no special interests between the candidates for Directors who are not members of the Audit & Supervisory Committee and the Company.

Proposal 3: Election of Two Directors Serving as Audit & Supervisory Committee Members

The terms of office of two Directors serving as Audit & Supervisory Committee Members will expire at the conclusion of this General Meeting.

Accordingly, the election of two Directors serving as Audit & Supervisory Committee Members is proposed. The Audit & Supervisory Committee has agreed to this Proposal.

The candidates are as follows.

No.	Name	Years in office as an Audit & Supervisory Committee Member	Attendance at the meetings of the Audit & Supervisory Committee held in the fiscal year under review	Attendance at the meetings of the Board of Directors held in the fiscal year under review
1	Reappointment Outside Independent Male Minoru Matsumoto	8 years	14/14 (100%)	14/14 (100%)
2	Reappointment Outside Independent Male Shinichiro Shimizu	2 years	14/14 (100%)	14/14 (100%)

No.	Name (Date of birth)	Career summary, positions, responsibilities, and important concurrent positions	Number of shares of the Company held	Attendance at the meetings of the Board of Directors held in the fiscal year under review
1	Minoru Matsumoto (February 16, 1957) [Reappointment] [Outside] [Independent] [Male]	<p>October 1983 Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>October 2013 Opened Minoru Matsumoto CPA Office Head</p> <p>June 2014 Outside Corporate Auditor of SANSHIN ELECTRONICS, CO., LTD.</p> <p>February 2015 Outside Corporate Auditor of the Company</p> <p>June 2015 Outside Director of Foster Electric Company, Limited (to present)</p> <p>February 2016 Director serving as Audit & Supervisory Committee Member of the Company (to present)</p> <p>March 2021 Outside Audit & Supervisory Board Member, Toyo Ink SC Holdings Co., Ltd. (currently artience Co., Ltd.)</p> <p>March 2022 Outside Director and Audit & Supervisory Committee Member (to present)</p> <p>October 2022 Representative Partner of Terada Accounting Tax Corporation (to present)</p>	0	14/14 (100%)
<p>[Reason for nomination and expected roles]</p> <p>With considerable knowledge regarding finance and accounting as a Certified Public Accountant, Mr. Minoru Matsumoto has held important positions as an Outside Corporate Auditor and Outside Director at other companies and also conducted his duties properly at the Company as Outside Corporate Auditor and Director serving as Audit & Supervisory Committee Member. The Company nominates him as a candidate for Outside Director as it continues to expect him to contribute to its management, audit, etc., based on his accumulated knowledge.</p> <p>Number of years after assuming office of Outside Director serving as Audit & Supervisory Committee Member: Eight years (at the conclusion of this General Meeting)</p>				
2	Shinichiro Shimizu (August 7, 1976) [Reappointment] [Outside] [Independent] [Male]	<p>April 2000 Joined the Training and Research Institute for Court Officials</p> <p>October 2001 Public prosecutor of the Tokyo District Public Prosecutors Office</p> <p>April 2009 Special Investigation Department of the Nagoya District Public Prosecutors Office</p> <p>April 2012 Securities and Exchange Surveillance Commission of the Financial Services Agency</p> <p>July 2015 Special Investigation Department of the Tokyo District Public Prosecutors Office</p> <p>August 2018 Registered as an attorney</p> <p>August 2018 Seconded to the Listed Company Compliance and Listing Examination of the Japan Exchange Regulation</p> <p>August 2020 Atsumi & Sakai</p> <p>February 2022 Director serving as Audit & Supervisory Committee Member of the Company (to present)</p> <p>December 2022 Partner of Atsumi & Sakai (to present)</p>	0	14/14 (100%)
<p>[Reason for nomination and expected roles]</p> <p>Mr. Shinichiro Shimizu has considerable knowledge regarding laws and is familiar with the system of securities exchanges, etc. as he was a public prosecutor and is an attorney. The Company nominates him as a candidate for Outside Director as it continues to expect him to contribute to its management, audit, etc. in the formulation of a governance code, responses to revisions of the Companies Act, etc. in the future.</p> <p>Number of years after assuming office of Outside Director serving as Audit & Supervisory Committee Member: Two years (at the conclusion of this General Meeting)</p>				

(Notes)

1. There are no special interests between the candidates for Directors serving as Audit & Supervisory Committee Members and the Company. Mr. Minoru Matsumoto belonged to the Accounting Auditor, Deloitte Touche Tohmatsu LLC, and worked as a Certified Public Accountant until September 2012. However, during that time, Mr. Minoru Matsumoto was not engaged in the audit of the Company. In addition, the Company has a business relationship regarding legal services with Atsumi & Sakai of which Mr. Shinichiro Shimizu is a partner. However, the transaction amount is less than 0.1% of net sales of the said office or the Company.
2. Messrs. Minoru Matsumoto and Shinichiro Shimizu are candidates for Outside Directors. The Company has submitted a notification of the appointment of Messrs. Minoru Matsumoto and Shinichiro Shimizu as Independent Directors in

accordance with the stipulations of the Tokyo Stock Exchange.

3. Overview of limited liability agreement

The Company has entered into agreements with Messrs. Minoru Matsumoto and Shinichiro Shimizu in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by Article 425, Paragraph 1 of the Companies Act. In the event that Messrs. Minoru Matsumoto and Shinichiro Shimizu are appointed, the Company plans to enter into the same agreement with them.

4. The Company has entered into a directors and officers liability insurance agreement with an insurance company. The insurance covers compensation for damages to be borne by the insured persons. The candidates shall be included in insured persons of the aforementioned insurance policy. The Company plans to renew the insurance policy with the same content at the time of next renewal.

<Reference> Skill Matrix

Composition of officers (expected after the conclusion this General Meeting)

Name of Director	Positions held at the Company (planned)		Corporate management	Manufacturing/Technology/R&D	Marketing/Sales	Finance/M&A	Human resources/Labor/Personnel development	Legal affairs/Risk management	ESG/Sustainability	Global
Hidetoshi Muranaka	Representative Director, President and Executive Officer	Reappointment Male	●	●		●	●	●	●	
Toshihiro Kawagoe	Director, Vice President	Reappointment Male	●	●					●	●
Hideo Gozu	Director, Vice President	Reappointment Male	●	●						
Takamitsu Tani	Director, Vice President	Reappointment Male	●	●	●					
Tatsuya Nobui	Director, Vice President	Reappointment Male	●	●			●			
Tetsuya Obata	Outside Director (Audit & Supervisory Committee Member)	Outside Independent Male	●			●		●		
Minoru Matsumoto	Outside Director (Audit & Supervisory Committee Member)	Reappointment Outside Independent Male	●			●		●		●
Shinichiro Shimizu	Outside Director (Audit & Supervisory Committee Member)	Reappointment Outside Independent Male				●		●		
Hanae Nakaya	Outside Director (Audit & Supervisory Committee Member)	Outside Independent Female	●			●		●		

Proposal 4: Payment of Retirement Bonus to Retiring Director and Final Payment of Retirement Bonuses in Conjunction with Abolishment of Retirement Bonus Program for Directors

Upon the conclusion of this General Meeting, Mr. Shigeru Kamiyama will retire as Director who is not a member of the Audit & Supervisory Committee due to expiration of his term of office. The Company proposes the payment of retirement bonus within an appropriate range for his service while in office, in line with specified standards of the Company.

The reason why the Company believes that Mr. Shigeru Kamiyama deserves the payment of retirement bonus is that he contributed to the Company over 50 years serving as Representative Director, President and CEO and Chairman of the Company as the founder of the Company. The Company requests that specific amount, timing and method of payment, etc. be delegated to the Board of Directors.

With regard to this Proposal, the Audit & Supervisory Committee has expressed its opinion that there are no matters of note in accordance with the Companies Act regarding the remuneration for Directors who are not members of the Audit & Supervisory Committee.

The career summary of the retiring Director is as follows.

Name	Career summary	
Shigeru Kamiyama	July 1971	Founded JASTEC Co., Ltd.
	February 2010	Representative Director, President and CEO
	December 2023	Chairman Director (to present)

At the Board of Directors meeting held on December 26, 2023, the Company resolved to abolish the retirement bonus program for Directors who are not members of the Audit & Supervisory Committee and Directors serving as Audit & Supervisory Committee Members upon the conclusion of this General Meeting as part of reviewing the officer remuneration system.

Accordingly, the Company proposes the final payment of retirement bonuses in conjunction with abolishment of retirement bonus program for Directors to Messrs. Hidetoshi Muranaka, Toshihiro Kawagoe, Hideo Gozu, Takamitsu Tani, Tatsuya Nobui, Minoru Matsumoto, and Shinichiro Shimizu, who are planned to be reappointed subject to approval of the Proposal 2: Election of Five Directors Who Are Not Members of the Audit & Supervisory Committee and the Proposal 3: Election of Two Directors Serving as Audit & Supervisory Committee Members as originally proposed, and Mr. Tetsuya Obata and Ms. Hanae Nakaya, who are currently in office as Directors serving as Audit & Supervisory Committee Members, within an appropriate range in line with specified standards of the Company, as compensation for their services during their tenures until the conclusion of this General Meeting.

The Company proposes that timing of payment be upon retirement. The Company requests that specific amounts, methods of payment, etc., for Directors who are not members of the Audit & Supervisory Committee and Directors serving as Audit & Supervisory Committee Members be delegated to the Board of Directors and Directors serving as Audit & Supervisory Committee Members, respectively.

The Company's policy for determining the details of remuneration of individual Directors is in line with the policy for determining remuneration of Directors set forth by the Board of Directors of the Company as stated on page 29 of this Notice (in Japanese only).

The career summaries of Directors who are not members of the Audit & Supervisory Committee and Directors serving as Audit & Supervisory Committee Members, to whom the final payment of retirement bonuses shall be made, are as follows.

Name	Career summary
Hidetoshi Muranaka	February 2012 Director December 2022 Representative Director, President and CEO (to present)
Toshihiro Kawagoe	February 2021 Director (to present)
Hideo Gozu	February 2017 Director (to present)
Takamitsu Tani	February 2017 Director (to present)
Tatsuya Nobui	February 2022 Director (to present)
Minoru Matsumoto	February 2016 Director serving as Audit & Supervisory Committee Member (to present)
Shinichiro Shimizu	February 2022 Director serving as Audit & Supervisory Committee Member (to present)
Tetsuya Obata	February 2023 Director serving as Audit & Supervisory Committee Member (to present)
Hanae Nakaya	February 2023 Director serving as Audit & Supervisory Committee Member (to present)