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Securities Code: 3040

March 12, 2024

To our shareholders:

Osamu Kamata, President & CEO
Soliton Systems K.K.
2-4-3 Shinjuku, Shinjuku-ku, Tokyo

Notice of the 46th Annual General Meeting of Shareholders

We are pleased to announce the 46th Annual General Meeting of Shareholders of Soliton Systems K.K. (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 46th Annual General Meeting of Shareholders” on the Company’s website. Please access the Company’s website by using the Internet address shown below to review the information.

The Company’s website: <https://www.soliton.co.jp> (in Japanese)

(From the above website, select “Investor Relations,” and then “General Meeting of Shareholders Materials.”)

In addition to posting matters subject to measures for electronic provision on the website listed above, the Company also posts this information on the websites of Tokyo Stock Exchange, Inc. (TSE) and Sumitomo Mitsui Trust Bank, Limited. Please access and review the information by using the Internet addresses and following the procedures shown below.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Enter the issue name (Soliton Systems) or securities code (3040), and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information,” “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting.”

Sumitomo Mitsui Trust Bank’s website (The Portal of Shareholders’ Meeting®):

<https://www.soukai-portal.net> (in Japanese)

Scan the QR code on the enclosed Voting Rights Exercise Form or enter your ID and password.

Exercise of voting rights via the Internet

Please access the dedicated website for exercising voting rights (<https://www.web54.net> (in Japanese) (web voting)) from a PC, smartphone or other device and follow the guide on the screen to enter your vote for each proposal by 5:30 p.m., on Wednesday, March 27, 2024 (JST).

Exercise of voting rights in writing

Please indicate your approval or disapproval of the proposals on the Voting Rights Exercise Form sent together with this Notice of Meeting, and return the form to arrive at the Company no later than 5:30 p.m. on Wednesday, March 27, 2024 (JST).

1. Date and Time Thursday, March 28, 2024, at 10:30 a.m. (JST)

2. Venue 7F Seminar Room, Soliton Systems K.K. Headquarters

2-4-3 Shinjuku, Shinjuku-ku, Tokyo

(Please refer to the “Guide Map to the Shareholders’ Meeting Venue” at the end of the notice (in Japanese only).)

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 46th fiscal year (from January 1, 2023 to December 31, 2023), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 46th fiscal year (from January 1, 2023 to December 31, 2023)

Matter to be resolved

Proposal 1: Election of Four Members of the Board (Excluding Members of the Board Who Are Audit and Supervisory Committee Members)

Proposal 2: Election of Three Members of the Board Who Are Audit and Supervisory Committee Members

Proposal 3: Election of One Substitute Member of the Board Who Is an Audit and Supervisory Committee Member

4. Matters Determined for Convening the General Meeting of Shareholders

- (1) Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 13 of the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents.

Accordingly, the documents that are delivered to shareholders who have made a request for delivery of paper-based documents are part of the documents included in the scope of audits by the Audit and Supervisory Committee Members and the Financial Auditor when they create their respective audit reports.

(i) Notes to Consolidated Financial Statements

(ii) Notes to Non-consolidated Financial Statements

Note: The matters listed above are available in Japanese only.

(i) and (ii) above are included in the Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Financial Auditor and the Audit and Supervisory Committee in preparing the Audit Report.

- (2) If you exercise your voting rights in duplicate both via the Internet and by voting form, the Company will deem your vote via the Internet to be valid. In addition, if you exercise your voting rights more than once via the Internet, the last vote shall be deemed valid.
- (3) If you do not indicate “for” or “against” regarding the proposals on the voting form sent back to us, we will treat it as if you indicated “for” regarding Company proposals and “against” regarding shareholder proposals.

- For those attending the meeting in person, please submit the voting form sent together with this notice at the reception desk at the meeting venue.

- If you exercise your voting rights in duplicate both via the Internet and by voting form, the Company will deem your vote via the Internet to be valid.

If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed valid.

- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the Company’s aforementioned website and the TSE website.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of Four Members of the Board (Excluding Members of the Board Who Are Audit and Supervisory Committee Members)

At the conclusion of this meeting, the terms of office of all of the four Members of the Board (excluding Members of the Board who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire.

Therefore, the Company proposes the election of four Members of the Board.

Nomination of the candidates for Member of the Board has passed through the deliberation process by the Nomination and Compensation Committee of which a majority of the members are independent outside Members of the Board. In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal. The candidates for Member of the Board are as follows:

Candidate No.	Name Date of birth	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Nobuo Kamata November 13, 1940	Apr. 1972 Researcher of Applied Physics and Electromagnetic Property Laboratory, Tokyo Institute of Technology Sept. 1973 Joined Intel Japan K.K. (currently Intel K.K.) Mar. 1979 Founded the Company, President & CEO Dec. 1982 Part-Time Lecturer of Kyushu Institute of Technology Jan. 2024 Representative Director and Chair of the Company (current position) (Significant concurrent positions outside the Company) Director of Zen-Noboks, LLC Chairman of CHINA HQ Soliton Network Systems Co. Ltd.	385,000
<p>Reasons for nomination The Company has nominated Nobuo Kamata as a candidate for Member of the Board again, because he has promoted management strategies through his strong leadership as President & CEO since its foundation and the Company judges he will continue to contribute to its sustained development.</p>			
2	Osamu Kamata May 30, 1970	Apr. 1994 Joined Oracle Corporation Japan Dec. 2008 Senior Director of Oracle Direct Technical Service Department June 2018 Senior Director of Oracle Digital Solution Division 1 Mar. 2019 Part-Time Member of the Board of the Company Mar. 2021 Joined the Company, Member of the Board General Manager of IT Security Sales Division Apr. 2022 General Manager of IT Security Business Unit (current position) Jan. 2024 President & CEO (current position)	70,000
<p>Reasons for nomination The reasons for nominating Osamu Kamata as a candidate for Member of the Board are that he has been engaged in IT business for many years and has extensive experience, achievements and discernment, and therefore the Company expects him to offer opinions on its business management. Judging that he will continue to promote the Company's business management and contribute to its sustained development, the Company has nominated him as a candidate for Member of the Board again.</p>			

Candidate No.	Name Date of birth	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Noboru Nakatani January 29, 1969	<p>July 2007 Assistant Director of the Financial and High Tech Crime Unit, INTERPOL (International Criminal Police Organization)</p> <p>Sept. 2008 Director of Information Systems and Technology, INTERPOL</p> <p>Apr. 2012 Executive Director of INTERPOL Global Complex for Innovation (IGCI)</p> <p>Apr. 2019 EVP and Corporate Officer of Yahoo Japan Corporation</p> <p>June 2019 Executive Director of Information Technology Federation of Japan (current position)</p> <p>July 2019 Director of Japan Cybercrime Control Center (current position)</p> <p>Oct. 2019 Corporate Officer of Z Holdings Corporation</p> <p>June 2020 Outside Director of LAC Co., Ltd. (current position)</p> <p>Oct. 2020 Managing Corporate Officer of Z Holdings Corporation</p> <p>Mar. 2023 Outside Member of the Board of the Company (current position)</p> <p>Oct. 2023 Executive Corporate Officer and CTSO of LY Corporation (current position)</p> <p>Nov. 2023 Outside Director of Graffer, Inc. (current position)</p> <p>(Significant concurrent positions outside the Company) Executive Corporate Officer CTSO, LY Corporation Outside Director of LAC Co., Ltd. Outside Director of Graffer, Inc.</p>	-
<p>Reasons for nomination and expected role</p> <p>The Company has nominated Noboru Nakatani as a candidate for outside Member of the Board because of his extensive international experience in combating cyber crime while in law enforcement and his management judgment based on trends in cutting-edge technologies, and therefore the Company expects that he will utilize such knowledge to supervise and advise the Members of the Board in the execution of their duties.</p>			

Candidate No.	Name Date of birth	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Ikuo Misumi October 9, 1962	<p>June 2005 Director of Security Center, Information-technology Promotion Agency, Japan</p> <p>June 2007 Director of Information Security Policy Office, Commerce and Information Policy Bureau, Ministry of Economy, Trade and Industry</p> <p>July 2009 Director of Security Export Licensing Division, Trade Control Department, Trade and Economic Cooperation Bureau</p> <p>June 2012 Counsellor of Cabinet Secretariat (National center of Incident readiness and Strategy for Cybersecurity (NISC), etc.)</p> <p>June 2016 Councillor of Cabinet Secretariat (Deputy Director-General of NISC)</p> <p>Aug. 2018 Deputy Director-General for Cybersecurity and Information Technology, Ministry of Economy, Trade and Industry</p> <p>Nov. 2020 Vice President of Association for Technological Excellence Promoting Innovative Advances (Tokyo)</p> <p>Sept. 2021 Security Strategist of Digital Agency (part-time) (current position)</p> <p>Apr. 2022 Dean and Professor of School of Information and Telecommunication Engineering, Tokai University (current position)</p> <p>Mar. 2023 Outside Member of the Board of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Dean and Professor of School of Information and Telecommunication Engineering, Tokai University</p>	—
<p>Reasons for nomination and expected role</p> <p>The Company has nominated Ikuo Misumi as a candidate for outside Member of the Board because of his extensive knowledge of the Japanese government's cyber security policies over the years and the Company expects that he will utilize such knowledge to supervise and advise the Members of the Board on the execution of their duties from a professional perspective.</p> <p>Ikuo Misumi has never been involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an outside Member of the Board based on the above reasons.</p>			

- Notes:
- Osamu Kamata is a relative of the second degree of kinship of Nobuo Kamata, Representative Director and Chair of the Company.
 - There is no special interest between any of the four candidates and the Company.
 - Noboru Nakatani and Ikuo Misumi are candidates for outside Member of the Board.
 - Currently, Noboru Nakatani and Ikuo Misumi are the Company's outside Members of the Board. At the conclusion of this meeting, their numbers of years in office as outside Members of the Board will have been one year.
 - The Company has entered into a directors and officers liability insurance policy (D&O insurance) as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers damages and litigation expenses to be borne by the insured if claims for the damages are made, within the payment limit of ¥500 million. If each candidate is elected and assumes office as Members of the Board, every such Member of the Board will be included as an insured in the insurance policy.
In addition, when this insurance policy is renewed, the Company plans to renew the policy with the same terms.
 - The Company reported Ikuo Misumi as an independent officer as stipulated by Tokyo Stock Exchange, Inc. If he is reelected, the Company will continue to designate him as an independent officer.

Proposal 2: Election of Three Members of the Board Who Are Audit and Supervisory Committee Members

At the conclusion of this meeting, the terms of office of all of the three Members of the Board who are Audit and Supervisory Committee Members will expire. Based on the deliberation result of the Nomination and Compensation Committee, the Company proposes the election of three Members of the Board who are Audit and Supervisory Committee Members (including one new member) again.

Regarding this Proposal, the Company obtained the consent of the Audit and Supervisory Committee.

The candidates for Member of the Board who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name Date of birth	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Nobuo Takatoku October 16, 1959	Apr. 1983 Joined Showa Audit Corporation (currently Ernst & Young ShinNihon LLC) Jan. 1988 Joined Shimbashi Audit Corporation (currently PKF Hibiki Audit Corporation) June 1993 Founded TAKATOKU Certified Public Accountant office, CEO (current position) June 1997 Outside Audit & Supervisory Board Member of the Company (retired in June 2011) June 2012 Outside Audit & Supervisory Board Member (retired in March 2016) Mar. 2020 Outside Member of the Board (Audit and Supervisory Committee Member) (current position) (Significant concurrent positions outside the Company) CEO of TAKATOKU Certified Public Accountant office	1,200
<p>Overview of reasons for nomination and expected role The Company has nominated Nobuo Takatoku as a candidate for outside Member of the Board and judges he will appropriately fulfill his duties as an outside Member of the Board, because the Company expects him to enhance corporate governance by supervising management of the Company from an expert perspective based on his qualification as a certified public accountant and his appropriate finance and accounting knowledge and providing advice on overall management from his experience including his long-year management of a certified public accountant office, although he has never been involved directly in the management of a company.</p>			

Candidate No.	Name Date of birth	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Osamu Nakamura December 1, 1959	<p>Apr. 1997 Special Lecturer of Faculty of Environment and Information Studies, Keio University</p> <p>Apr. 2000 Assistant Professor of Faculty of Environment and Information Studies</p> <p>Apr. 2006 Professor of Faculty of Environment and Information Studies (current position)</p> <p>June 2010 Outside Director of NANO OPT Media, Inc. (current position)</p> <p>June 2011 Outside Director of Internet Research Institute, Inc. (current position)</p> <p>Dec. 2015 Provisional Audit & Supervisory Board Member of the Company</p> <p>Mar. 2016 Outside Member of the Board (retired in March 2020)</p> <p>Mar. 2020 Outside Member of the Board (Audit and Supervisory Committee Member) (current position)</p> <p>(Significant concurrent positions outside the Company) Professor of Faculty of Environment and Information Studies, Keio University Outside Director of NANO OPT Media, Inc. Outside Director of Internet Research Institute, Inc.</p>	-
<p>Overview of reasons for nomination and expected role</p> <p>The Company has nominated Osamu Nakamura as a candidate for outside Member of the Board and judges he will appropriately fulfill his duties as an outside Member of the Board, because he is familiar with the industry as a university professor and therefore the Company expects him to provide guidance and opinions on business management of the Company by utilizing his extensive experience and deep discernment.</p>			

Candidate No.	Name Date of birth	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Hisao Iizuka February 18, 1948 (New election)	<p>July 1999 Director of NTT Communications Corporation</p> <p>July 2002 Managing Director</p> <p>June 2005 Representative Director and President of NTT Learning Systems Corporation</p> <p>June 2007 Representative Director and President of NEC BIGLOBE, Ltd.</p> <p>Apr. 2011 Chair of Telecom-ISAC Japan (currently ICT-ISAC)</p> <p>Oct. 2011 Executive Vice President of Tokyo Institute of Technology</p> <p>Director of Tokyo Tech Museum and Archives</p> <p>Apr. 2013 Visiting Professor of Tokyo Institute of Technology</p> <p>July 2013 Vice President of Gurunavi, Inc.</p> <p>Apr. 2014 President of Japanese Federation of Argentinian Tango (current position)</p> <p>Dec. 2019 Director in charge of general affairs of Quantum ICT Forum (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>President of Japanese Federation of Argentinian Tango</p> <p>Director in charge of general affairs of Quantum ICT Forum</p>	–
<p>Overview of reasons for nomination and expected role</p> <p>The Company has nominated Hisao Iizuka as a candidate for outside Member of the Board and judges he will appropriately fulfill his duties as an outside Member of the Board, because he has served as representatives of multiple companies and organizations mainly in the same information communications industry as that of the Company and therefore the Company judges and expects him to be committed to enhancing corporate governance by utilizing his experience for providing guidance and advice.</p>			

- Notes:
- There is no special interest between any of the three candidates and the Company.
 - Nobuo Takatoku, Osamu Nakamura and Hisao Iizuka are candidates for outside Member of the Board.
 - Currently, Nobuo Takatoku and Osamu Nakamura are the Company's outside Members of the Board who are Audit and Supervisory Committee Members. At the conclusion of this meeting, their numbers of years in office as outside Members of the Board who are Audit and Supervisory Committee Members will have been four years.
On March 24, 2020, the Company changed its governance structure from a Company with Company Auditor(s) to a Company with an Audit and Supervisory Committee. As of the change, Osamu Nakamura was an outside Member of the Board. As of the change, his number of years in office as an outside Member of the Board was four years.
 - Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Nobuo Takatoku and Osamu Nakamura to limit their liability for damages under Article 423, paragraph (1) of the Act to the minimum liability amount specified in Article 425, paragraph (1) of the Act. If reelection of Nobuo Takatoku and Osamu Nakamura is approved, the Company plans to renew the agreement with them. If election of Hisao Iizuka is approved, the Company plans to enter into a limited liability agreement with the same terms.
 - The Company has entered into a directors and officers liability insurance policy (D&O insurance) as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers damages and litigation expenses to be borne by the insured if claims for the damages are made, within the payment limit of ¥500 million. If each candidate is elected and assumes office as Members of the Board, every such Member of the Board will be included as an insured in the insurance policy.
In addition, when this insurance policy is renewed, the Company plans to renew the policy with the same terms.
 - Nobuo Takatoku and Osamu Nakamura meet independence requirements as stipulated by Tokyo Stock Exchange, Inc., and the Company has reported them as independent officers to the aforementioned exchange. If they are reelected, the Company will continue to designate them as independent officers. Furthermore, the Company will designate Hisao Iizuka, the new candidate, as an independent officer if his election is approved.

[Reference]

Expertise and Experience of Candidates for Member of the Board and Members of the Board (Audit and Supervisory Committee Members)

(Skill Matrix)

Name	Corporate management	Sales planning	Technology & development	Internationality	Risk management	Financial & accounting
Nobuo Kamata	●	●	●	●		
Osamu Kamata		●	●		●	
Noboru Nakatani (Outside)			●	●	●	
Ikuo Misumi (Outside)			●		●	
Nobuo Takatoku (Outside)					●	●
Osamu Nakamura (Outside)	●	●	●	●		
Hisao Iizuka (Outside)	●		●	●	●	●

Proposal 3: Election of One Substitute Member of the Board Who Is an Audit and Supervisory Committee Member

To prepare for the event that the number of Members of the Board who are Audit and Supervisory Committee Members falls below the number required by laws and regulations, the Company proposes the election of substitute Members of the Board who are Audit and Supervisory Committee Members in advance. The effect of election of Hideaki Sato who was elected in the 44th Annual General Meeting of Shareholders on March 24, 2022 will be until the start of this meeting. Based on the deliberation result of the Nomination and Compensation Committee, the Company proposes the election of one substitute Member of the Board who is an Audit and Supervisory Committee Member again.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for substitute Member of the Board who is an Audit and Supervisory Committee Member is as follows:

Name	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Hideaki Sato October 16, 1959	Apr. 1970 Joined Nippon Telegraph and Telephone Public Corporation (currently NIPPON TELEGRAPH AND TELEPHONE CORPORATION) June 2003 Representative Director and Managing Director of NTT BUSINESS ASSOCIE Corporation June 2004 Representative Director and President of NTT Tokyo Telephone Directory Corporation June 2009 Audit & Supervisory Board Member (full-time) of NTT Communications Corporation July 2013 Advisor of ISETO Corporation (current position) Mar. 2016 Outside Audit & Supervisory Board Member of the Company (retired in March 2020)	-
<p>Overview of reasons for nomination and expected role</p> <p>The Company has nominated Hideaki Sato as a candidate for substitute outside Member of the Board who is an Audit & Supervisory Board Member and judges he will appropriately fulfill his duties as an outside Member of the Board, because he experienced corporate officers and therefore the Company expects him to supervise the management of the Company and provide advice on overall management by utilizing his extensive experience and discernment.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Hideaki Sato is a candidate for substitute outside Member of the Board.
 3. If Hideaki Sato assumes office as a Member of the Board who is an Audit and Supervisory Committee Member, the Company plans to enter into an agreement with him pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, to limit his liability for damages under Article 423, paragraph (1) of the Act to the minimum liability amount specified in Article 425, paragraph (1) of the Act.
 4. The Company has entered into a directors and officers liability insurance policy (D&O insurance) as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. This insurance policy covers damages and litigation expenses to be borne by the insured if claims for the damages are made, within the payment limit of ¥500 million. If Hideaki Sato assumes office as a Member of the Board who is an Audit and Supervisory Committee Member, he will be included as an insured in the insurance policy. In addition, when this insurance policy is renewed, the Company plans to renew the policy with the same terms.
 5. If Hideaki Sato assumes office as a Member of the Board who is an Audit and Supervisory Committee Member, the Company will designate him as an independent officer.