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Securities code: 7527
December 7, 2021

To Shareholders with Voting Rights:

Haruki Yoshio
President and Representative Director
SystemSoft Co., Ltd.
(Registered Head Office)
2-6-1 Otemachi, Chiyoda-ku, Tokyo
(Fukuoka Head Office)
1-12-1 Tenjin, Chuo-ku, Fukuoka

**NOTICE OF
THE 40TH 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 40th Annual General Meeting of Shareholders of SystemSoft Co., Ltd. (the “Company”) will be held as described below.

If you will not attend the meeting, you may exercise your voting rights in writing. Please review the Reference Documents for the General Meeting of Shareholders attached here and indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form, and return it so that it can reach us no later than 6:00 p.m. on Tuesday, December 21, 2021, Japan time.

- 1. Date and Time:** Wednesday, December 22, 2021 at 10:00 a.m. Japan time
2. Place: Conference Room “KUJYAKU”, 3rd Floor, ARK HOTEL ROYAL FUKUOKA TENJIN located at 3-13-20 Tenjin, Chuo-ku, Fukuoka

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, the Consolidated Financial Statements for the Company’s 40th Fiscal Year (October 1, 2020 - September 30, 2021) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 40th Fiscal Year (October 1, 2020 - September 30, 2021)

Proposals to be resolved:

- Proposal 1:** Election of Six (6) Directors
Proposal 2: Election of One (1) Audit & Supervisory Board Member

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

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of Six (6) Directors

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

The candidates for Director are as follows.

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

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
2	Masahiro Ishikawa (May 11, 1969)	<p>December 2000 Joined Apamanshop Network Co., Ltd. (currently APAMAN Co., Ltd.)</p> <p>December 2003 Director, General Manager, PM Business Division, Apamanshop Network Co., Ltd.</p> <p>October 2004 Managing Director, General Manager, AM Business Division, Apamanshop Network Co., Ltd.</p> <p>December 2005 Director, the Company</p> <p>July 2006 Managing Director, Apamanshop Holdings Co., Ltd. (currently APAMAN Co., Ltd.)</p> <p>June 2007 Managing Director, Apamanshop Network Co., Ltd. (currently Apaman Network Co., Ltd.)</p> <p>June 2007 Managing Director, Apamanshop Leasing Co., Ltd. (currently Apaman Property Co., Ltd.)</p> <p>December 2016 Director, the Company (current position)</p> <p>April 2017 Director, DigiIT Co., Ltd. (currently SS Technologies Co., Ltd.)</p> <p>[Significant concurrent positions] -</p>	835,800
3	Koji Omura (June 29, 1965)	<p>October 1998 Organized the Apamanshop Study Group (voluntary study group) as a key member</p> <p>October 1999 Established Apamanshop Network Co., Ltd. (currently APAMAN Co., Ltd.) President & CEO, Apamanshop Network Co., Ltd. (current position)</p> <p>September 2005 President and CEO, Apamanshop Leasing Co., Ltd. (currently Apaman Property Co., Ltd.)</p> <p>December 2005 Chairman of the Board, the Company</p> <p>July 2006 Chairman and CEO, Apamanshop Network Co., Ltd. (currently Apaman Network Co., Ltd.)</p> <p>January 2013 Director, the Company (current position)</p> <p>December 2018 Chairman of the Board, Apaman Network Co., Ltd. (current position)</p> <p>[Significant concurrent positions] President & CEO, APAMAN Co., Ltd. Chairman of the Board, Apaman Network Co., Ltd.</p>	2,500,000

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
4*	Kozo Yuki (January 23, 1979)	<p>January 2002 Joined JEF UNITED ICHIHARA CHIBA (J.LEAGUE)</p> <p>June 2008 Joined Sanfrecce Hiroshima FC (J.LEAGUE)</p> <p>July 2009 Joined Fortuna Düsseldorf, Bundesliga (Germany)</p> <p>March 2018 Graduated from WASEDA Business School (Graduate School of Business and Finance)</p> <p>March 2018 Joined ecobike Co., Ltd.</p> <p>July 2020 President and CEO, ecobike Co., Ltd. (current position)</p> <p>January 2021 General Manager, SSAP Business Division, the Company (current position)</p> <p>October 2021 President and CEO, SS Technologies Co., Ltd. (current position)</p> <p>November 2021 General Manager, fabbit Business Division, the Company (current position)</p> <p>[Significant concurrent position] President and CEO, SS Technologies Co., Ltd.</p>	0

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
5	Yujiro Takahashi (April 29, 1950)	<p>August 1978 Joined Tatsumi Legal Institute April 1990 Registered as an Attorney-at-law December 1991 Representative Attorney-at-law, Yujiro Takahashi Law Office (current position) December 2014 Outside Director, the Company (current position) December 2016 Outside Director, Apamanshop Holdings, Co., Ltd. (currently APAMAN Co., Ltd.) (current position) March 2017 Outside Audit & Supervisory Board Member, AppBank Inc. September 2017 Supervisory Board Member, Poly Plus Investment Corporation (currently Medical Asset Investment Corporation)</p> <p>[Significant concurrent positions] Representative Attorney-at-law, Yujiro Takahashi Law Office Outside Director, APAMAN Co., Ltd.</p>	13,930
6	Masaaki Asako (November 4, 1944)	<p>November 1972 Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC) March 1981 Registered as a Certified Public Accountant July 1988 Employee, Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC) December 2009 Left Tohmatsu & Co. January 2010 Worked at Self-Regulation Division, The Japanese Institute of Certified Public Accountants August 2013 Left the Japanese Institute of Certified Public Accountants June 2014 Outside Audit & Supervisory Board Member, Saibo.Co., Ltd. December 2015 Outside Director, the Company (current position) September 2017 Supervisory Board Member, Poly Plus Investment Corporation (currently Medical Asset Investment Corporation)</p> <p>[Significant concurrent positions] -</p>	0

- Notes: 1. The candidate with an asterisk (*) is a new candidate for Director.
2. Mr. Koji Omura concurrently serves as Director of Apaman Network Co., Ltd., with which the Company has a business relationship including the sale of products and license agreements.
3. There are no special interests between the other candidates and the Company.
4. Mr. Yujiro Takahashi and Mr. Masaaki Asako are candidates for Outside Director.
5. Reasons for the nomination as candidates for Outside Director and outline of expected roles: Mr. Yujiro Takahashi has a wealth of experience and expertise as an attorney-at-law as well as a strong determination to comply with laws and regulations, although he has never been directly involved in corporate management. Considering that he can make useful comments on management from an objective standpoint, the Company proposes to elect him as Outside Director.

Mr. Masaaki Asako has many years of experience and a broad range of insights as a certified public accountant, although he has never been directly involved in corporate management. Considering that he can make useful comments on management from an objective standpoint, the Company proposes to elect him as Outside Director.

6. Mr. Yujiro Takahashi will have served as Outside Director of the Company for seven (7) years at the conclusion of this Annual General Meeting of Shareholders.
Mr. Masaaki Asako will have served as Outside Director of the Company for six (6) years at the conclusion of this Annual General Meeting of Shareholders.
7. Mr. Yujiro Takahashi and Mr. Masaaki Asako, candidates for Outside Director, have no plans to receive a large amount of money or other assets (excluding remuneration, etc. for Director or similar positions) from the Company or specified associated companies of the Company, and did not receive any in the past two years.
8. In accordance with provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Yujiro Takahashi and Mr. Masaaki Asako to limit their liability for damages under Article 423, Paragraph 1 of said Act. The maximum amount of liability for damages under said agreement is the amount stipulated by laws and regulations. If the reelection of Mr. Yujiro Takahashi and Mr. Masaaki Asako is approved, the Company will continue said agreement with them.
9. The Company has registered Mr. Yujiro Takahashi and Mr. Masaaki Asako as independent directors with the Tokyo Stock Exchange. If their reelection is approved at this Annual General Meeting of Shareholders, the Company will continue to register them as independent directors.
10. The Company has entered into a directors and officers liability insurance agreement. If the election of the candidates is approved, they will be insured by said insurance agreement. The content of said insurance agreement is outlined in “(4) Outline of the Directors and Officers Liability Insurance Agreement” in “4. Matters regarding the Company’s Officers” in the Business Report (available in Japanese only). The Company will renew said insurance agreement during the terms of office of the Directors mentioned in this proposal.

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

Audit & Supervisory Board Member Ms. Michiko Hirayama's term of office will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes to elect one (1) Audit & Supervisory Board Member.

The Audit & Supervisory Board has given its consent to this proposal.

The candidate for Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Past experience and positions at the Company (significant concurrent positions)	Number of shares of the Company held
Michiko Hirayama (September 17, 1952)	September 2001 Established B.I.S. Co., Ltd. Representative Director, B.I.S. Co., Ltd. (current position) December 2009 Outside Audit & Supervisory Board Member, the Company May 2016 Audit & Supervisory Board Member, S2i Co., Ltd. (current position) December 2016 Full-time Audit & Supervisory Board Member, the Company (current position) April 2017 Audit & Supervisory Board Member, DigiIT Co., Ltd. (currently SS Technologies Co., Ltd.) (current position) [Significant concurrent positions] Representative Director, B.I.S. Co., Ltd. Audit & Supervisory Board Member, SS Technologies Co., Ltd. Audit & Supervisory Board Member, S2i Co., Ltd.	0

- Notes:
1. Ms. Michiko Hirayama is a candidate for Outside Audit & Supervisory Board Member.
 2. The candidate concurrently serves as Representative Director of B.I.S. Co., Ltd., which the Company has commissioned to carry out a development project.
 3. Reasons for the nomination as a candidate for Outside Audit & Supervisory Board Member: Considering that Ms. Michiko Hirayama has experience in corporate management at B.I.S. Co., Ltd. and other companies as well as sufficient insights as an IT consultant for corporate planning departments of companies, the Company expects that she will duly perform her duties as Outside Audit & Supervisory Board Member.
 4. The candidate will have served as Outside Audit & Supervisory Board Member of the Company for twelve (12) years at the conclusion of this Annual General Meeting of Shareholders.
 5. Ms. Michiko Hirayama, a candidate for Outside Audit & Supervisory Board Member, has no plans to receive a large amount of money or other assets (excluding remuneration, etc. for Audit & Supervisory Board Member or similar positions) from the Company or specified associated companies of the Company, and did not receive any in the past two years.
 6. In accordance with provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Michiko Hirayama to limit her liability for damages under Article 423, Paragraph 1 of said Act. The maximum amount of liability for damages under said agreement is the amount stipulated by laws and regulations. If the

reelection of Ms. Michiko Hirayama is approved, the Company will continue said agreement with her.

7. The Company has entered into a directors and officers liability insurance agreement. If the election of the candidate is approved, she will be insured by said insurance agreement. The content of said insurance agreement is outlined in “(4) Outline of the Directors and Officers Liability Insurance Agreement” in “4. Matters regarding the Company’s Officers” in the Business Report (available in Japanese only). The Company will renew said insurance agreement during the term of office of the Audit & Supervisory Board Member mentioned in this proposal.