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Securities code: 4333

June 5, 2024

Electronic provision measures commencement date: May 29, 2024

To Shareholders with Voting Rights:

Tomoyasu Kosaka
President
Representative Director
TOHO SYSTEM SCIENCE CO., LTD.
1-12-14 Koishikawa, Bunkyo-ku,
Tokyo, Japan

**NOTICE OF
THE 53rd 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 53rd Annual General Meeting of Shareholders of TOHO SYSTEM SCIENCE CO., LTD. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of information to be included in the Reference Documents for the General Meeting of Shareholders (matters to be provided electronically), and such matters to be provided electronically are posted on the Company’s website (in Japanese) on the Internet as “NOTICE OF THE 53rd ANNUAL GENERAL MEETING OF SHAREHOLDERS.”

The Company’s website: <https://www.tss.co.jp/ir/tabid/554/Default.aspx>

In addition to the above, matters to be provided electronically are also posted on the website of Tokyo Stock Exchange. If you intend to view the information on this website, please access the Tokyo Stock Exchange website shown below, search by entering “TOHO SYSTEM SCIENCE” in the “Issue name (company name)” field, or the Company’s securities code “4333” in the “Code” field, select “Basic information” and “Documents for public inspection/PR information” in this order, and view the information provided below [Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting] under “Filed information available for public inspection.”

Tokyo Stock Exchange website (TSE Listed Company Search):
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

In order to exercise voting rights, please review the Reference Documents for the General Meeting of Shareholders described in matters to be provided electronically and exercise no later than 5:30 p.m. on Thursday, June 20, 2024, Japan time.

- 1. Date and Time:** Friday, June 21, 2024 at 10:00 a.m. Japan time
- 2. Place:** Houou Banquet Room, 4th Floor, Arcadia Ichigaya, Shigaku Kaikan,
4-2-25 Kudankita, Chiyoda-ku, Tokyo, Japan
- 3. Meeting Agenda:**
Matters to be reported: The Business Report and Non-consolidated Financial Statements for the
Company's 53rd Fiscal Year (April 1, 2023 - March 31, 2024)
- Proposals to be resolved:**
Proposal 1: Appropriation of Surplus
Proposal 2: Election of Seven (7) Directors

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1. Should matters to be provided electronically require revisions, the revisions will be posted on each of the websites on which these matters are posted.
2. If you attend the meeting on the day of the meeting, you are kindly requested to present the enclosed voting rights exercise form at the reception desk at the meeting venue.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company considers the return of profits to shareholders as one of its important management initiatives, and to this end, upholds a basic policy of maintaining stable dividend distribution and allocating appropriate return of profits in line with its business performance.

After taking various factors into consideration, including its profit level and financial condition for the fiscal year under review, the Company proposes as follows:

Matters concerning year-end dividend

- 1 Matters concerning the allotment of dividend property to shareholders and the total amount
¥20 per common share of the Company

Total amount: ¥365,007,600

As the Company already paid an interim dividend of ¥20 per share in December 2023, the annual dividend will be ¥40 per share.

- 2 Effective date of distribution of surplus
June 24, 2024

Proposal 2: Election of Seven (7) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors.

The candidates for Director are as follows:

No.	Name	Current positions in the Company	Attendance at the Board of Directors meetings
1	Tomoyasu Kosaka [Reappointment]	President Representative Director	100% (18/18)
2	Kazuhisa Sasanuma [Reappointment]	Director	100% (18/18)
3	Masayo Sunaga [Reappointment]	Director	100% (14/14)
4	Kazuhiko Watanabe [Reappointment]	Director	94% (17/18)
5	Shinichi Nakamori [Reappointment] [Outside] [Independent]	Director	100% (18/18)
6	Toshiya Yanase [Reappointment] [Outside] [Independent]	Director	100% (18/18)
7	Hiroyuki Morita [New appointment] [Outside] [Independent]	-	-

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Tomoyasu Kosaka (January 22, 1966) [Reappointment]	April 1989	Joined the Company	152,034
		April 2007	Manager, IT Promotion Department	
		April 2010	General Manager, Division V; Manager, IT Promotion Department	
		April 2011	Executive Officer; General Manager, Division VI; Manager, IT Solution Department III	
		April 2015	Managing Executive Officer; General Manager, Business Supervisory Division I	
		April 2016	Senior Managing Executive Officer; General Manager, Sales & Development Headquarters	
		June 2016	Director	
		April 2018	President Representative Director (current position)	
[Reason for nomination as candidate for Director] Serving as President and Representative Director of the Company since 2018, Mr. Tomoyasu Kosaka has led the Company toward formulating and achieving a management vision for business growth with his strong leadership, while managing the Company in an accurate, fair and efficient manner, utilizing his experience and track record of supervising sales and development divisions. In particular, he has been working on building an earning base through a business process change and business model transformation originating from the value provided to society through the acceleration of DX. He has also been engaged in promotion of Diversity, Equity & Inclusion as chairperson of the Sustainability Committee as well as M&A, corporate governance reform, etc. We have judged that he can be expected to successfully lead the Company to continuous growth with his deep insight and broad knowledge regarding business operations, and promote high-quality discussions at the Board of Directors and the strengthening of its supervisory function. We have thus renominated him as a candidate for Director.				
2	Kazuhisa Sasanuma (September 26, 1970) [Reappointment]	April 1992	Joined the Company	40,706
		April 2011	Manager, IT Solution Department IV	
		April 2016	General Manager, Division III; Manager, IT Solution Department II	
		April 2017	Executive Officer; General Manager, Division III; Director of New Technology Research Office	
		April 2018	Executive Officer; General Manager, Division IV; Director of Advanced Technology Development Office	
		April 2019	Executive Officer; Director of Project Innovation Office	
		April 2020	Executive Officer; General Manager, Division VI	
		October 2020	Executive Officer; Deputy General Manager, Sales & Development Headquarters; General Manager, Division VI	
		April 2021	Managing Executive Officer; General Manager, Sales & Development Headquarters (current position)	
		June 2022	Director (current position)	
[Reason for nomination as candidate for Director] Serving as General Manager of Sales & Development Headquarters since 2021, Mr. Kazuhisa Sasanuma has led the Company's sales and development divisions with his strong leadership and control ability. He is knowledgeable about new and advanced technologies, promotes business portfolio reform by accurately identifying social conditions. He is also highly skilled in project management and has been demonstrating his abilities toward improving corporate performance. In				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
		<p>addition, he serves as a member of the Sustainability Committee and promotes Diversity, Equity & Inclusion. We have judged that, for the Company's sustainable growth, he can be expected to contribute to high-quality discussions at the Board of Directors and the strengthening of its supervisory function, and thus have renominated him as a candidate for Director.</p>	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Masayo Sunaga (January 4, 1970) [Reappointment]	April 1992	Joined the Company	20,882
		April 2012	Manager, System Solution Department VI	
		April 2018	Executive Officer; General Manager, Division II	
		April 2023	Executive Officer; General Manager, Administration Headquarters	
		June 2023	Director (current position)	
		April 2024	Managing Executive Officer; General Manager, Corporate Planning Headquarters; Manager, Corporate Planning Department (current position)	
	<p>[Reason for nomination as candidate for Director]</p> <p>Serving as Executive Officer since 2018 and also as Division General Manager, Ms. Masayo Sunaga has been also demonstrating her ability in improving quality and productivity and resolving issues in project development of the Company. In addition, as General Manager of Administration Headquarters, she is in charge of financial closing and disclosure operations etc., and has abundant knowledge of finance, accounting and compliance, and has demonstrated strong leadership and control ability in building a sound earning base through monitoring based on appropriate and legally compliant practices. She also serves as a member of the Company's Sustainability Committee and promotes Diversity, Equity and Inclusion. We have judged that, as a Director who possesses extensive experience of business operations and a high level of ability to spread and promote a corporate culture that respects diversity, she can be expected to contribute to high-quality discussions at the Board of Directors and the strengthening of its supervisory function. We have thus renominated her as a candidate for Director.</p>			
4	Kazuhiko Watanabe (May 4, 1944) [Reappointment]	April 1967	Joined Toho Mutual Life Insurance Company	639,270
		April 1996	Advisor, the Company	
		June 1996	President Representative Director	
		October 1999	President, Representative Director, TSS Data Service, Co., Ltd.	
		June 2000	Chairman, Representative Director	
		June 2002	CEO, the Company	
		June 2002	President, Representative Director, TSS Data Service, Co., Ltd.	
		April 2006	Chairman Representative Director, the Company	
		April 2006	Chairman, Representative Director, TSS Data Service, Co., Ltd.	
		April 2009	Director, Instechno Co., Ltd.	
		April 2011	Director; Counselor, the Company	
April 2018	Director (current position)			
	<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Kazuhiko Watanabe served as President and Representative Director, and Chairman and Representative Director of the Company, and has abundant experience and track record as a corporate manager. Based on his broad experience and deep insight, he is providing advice on the overall management. We have judged that his precise perspective backed by his track record will be leveraged for management, and thus have renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Shinichi Nakamori (June 11, 1955) [Reappointment] [Outside] [Independent]	April 1980	Joined FUJITSU LIMITED	1,909
		June 2002	General Manager, Business Promotion Division, Platform Business Promotion Unit	
		July 2005	Senior Vice President, Platform Solutions Center	
		April 2007	Senior Vice President, Storage Systems Unit	
		February 2009	Senior Vice President, Partners Business Unit	
		June 2009	President, Representative Director, Fujitsu Coworco Limited	
		June 2022	Director, the Company (current position)	
	[Reason for nomination as candidate for Outside Director and summary of expected roles] Mr. Shinichi Nakamori is from a major computer manufacturer, has served as Representative Director of its group company engaged in service provision, and thus has abundant experience as a corporate manager, as well as outstanding personality and high ethical standards. We expect him to provide appropriate advice on the Company's management at meetings of the Board of Directors and appropriate supervision of business execution. It is also expected that he will provide advice on cultivation of human resources and on designs of personnel systems, in order for the Company to strengthen and promote further human resource development, which is indispensable to the Company's business. We have judged that he will continue providing appropriate advice on the Company's management and appropriate supervision of business execution, and thus have renominated him as a candidate for Outside Director.			
6	Toshiya Yanase (February 22, 1962) [Reappointment] [Outside] [Independent]	April 1984	Joined Taisho Marine & Fire Insurance Co, Ltd. (currently Mitsui Sumitomo Insurance Company, Limited)	666
		April 2016	Senior Director; General Manager, IT Promotion Department	
		April 2019	President and Representative Director, CEO, MS&AD Systems Company, Limited	
		June 2022	Director, the Company (current position)	
	[Reason for nomination as candidate for Outside Director and summary of expected roles] Mr. Toshiya Yanase is from a major non-life insurance company, has engaged in non-life insurance service for many years, and thus is well-versed in that field. In addition, he served as President and Representative Director of an affiliated company engaged in system service of the said major non-life insurance company, and has abundant experience as a corporate manager, as well as outstanding personality and high ethical standards. We expect him to provide appropriate advice on the Company's management at meetings of the Board of Directors and appropriate supervision of business execution. It is also expected that, based on his professional experience and deep insight, he will offer advice on our specific initiatives, including the formulation of strategies for system development targeting the non-life insurance field, in order for the Company to concentrate more its focus on digital businesses. We have judged that he will continue providing appropriate advice on the Company's management and appropriate supervision of business execution, and thus have renominated him as a candidate for Outside Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
7	Hiroyuki Morita (February 22, 1962) [New appointment] [Outside] [Independent]	April 1982	Joined Nippon Steel Corporation	0
		April 1989	Seconded to Nippon Steel Information and Communication Systems Inc. (currently, NS Solutions Corporation)	
		October 2004	Director, Corporate Planning & Marketing Department, Financial System Solutions Division	
		April 2006	Director, Sales Department-III, Financial System Solutions Division	
		April 2008	Director, Information Solutions Division, Financial System Solutions Bureau	
		June 2012	Executive Director, Director, Corporate Planning & Strategic Alliance Department, and Director, Accounting & Finance Department	
		April 2013	Executive Director, Director, Retail & Service Business System Solutions Division, Industrial & Retail Business System Solutions Bureau	
		June 2015	Executive Director, Senior Executive Officer, and Director, Industrial & Retail Business System Solutions Bureau	
		April 2016	Executive Director, Managing Executive Officer, Director, Industrial & Retail Business System Solutions Bureau, and Director, Sales Planning & Management Bureau	
		April 2019	Representative Director & President	
		April 2023	Senior Executive Advisor (current position)	
[Reason for nomination as candidate for Outside Director and summary of expected roles] Mr. Hiroyuki Morita is from Nippon Steel Corporation, has served in significant positions including Representative Director & President of NS Solutions Corporation, and possesses deep insight, outstanding personality and high ethical standard backed by abundant experience in corporate management. In addition, he is well-versed in a broad range of fields including financial, industrial and retail solution businesses, finance and accounting, and corporate governance. We have judged that he can be expected to enhance the rationality and transparency of the Company's management and strengthen the supervisory function of the Board of Directors from an outside perspective utilizing his extensive experience, and thus have newly nominated him a candidate for Outside Director.				

- Notes: 1. There are no special interests between each candidate and the Company.
2. Mr. Shinichi Nakamori, Mr. Toshiya Yanase and Mr. Hiroyuki Morita are candidates for Outside Director.
The Company has registered Mr. Shinichi Nakamori, Mr. Toshiya Yanase and Mr. Hiroyuki Morita, who is a new candidate for Outside Director, with Tokyo Stock Exchange as Independent Directors as stipulated by the said exchange. If each candidate is reelected or newly elected, the Company will continue to designate each of them as Independent Directors.
3. Number of years served by candidates for Outside Director since their assumption of office as Outside Director
Mr. Shinichi Nakamori and Mr. Toshiya Yanase will have served as Outside Director for two years at the conclusion of this year's Annual General Meeting of Shareholders.

4. The Company has entered into a directors and officers liability insurance agreement with an insurance company under Article 430-3, Paragraph 1 of the Companies Act. In the event of a claim for damages submitted by a shareholder or a third party, etc., the said insurance agreement shall compensate for damages including compensation for damages and legal expenses to be borne by the insureds. However, the above insurance policy does not cover damages arising from the insured's acts committed with the knowledge that they violate laws and regulations, etc. The Company bears the full amount of all insurance premiums for all the insured persons. If the candidates assume the office of Director, they will be insured under the insurance agreement. The insurance period of the said insurance agreement is until December 8, 2024, and the Company plans to renew this insurance agreement with the same terms and conditions.

● Skill Matrix

The Directors are appointed in consideration of their experience, insight and expertise, etc. as well as overall personality, and deliberate based on a variety of viewpoints to realize transparent, fair, prompt and decisive decision-making. The experience, insight and expertise, etc. that the Company's Board of Directors should possess and the reasons for their selection are shown below. The experience, insight and expertise etc. that each Director possesses are shown on the following page.

	Items	Overview and Reason for Selection
Common experience	Corporate management / Organizational management	To achieve sustainable business growth and corporate value amid the rapidly changing business environment, it is necessary to possess a high perspective and a broad viewpoint as a corporate manager and have experience of a medium- and long-term corporate strategy planning and advanced organizational management. Therefore such attributes, insight and experience are selected as necessary items.
	Business knowledge	The Company has been implementing a management with finance as a core business since its establishment. Based on the idea of combining business with technology, not only the Company's strength of financial business knowledge but a broad range of business insight in the fields of non-financial solutions for further business expansion, including communications, public services, manufacturing, distribution, broadcasting and transportation are selected as necessary items.
corporate strategy experience	Digital / IT / DX	In using digital technology to create additional value for customers and solve social issues, in addition to development in advanced technological environments and a track record of quality control, high level of insight into new technological innovation such as generative AI is required and these are selected as necessary items.
	Sales	While retaining the ability to acquire new customers, in addition to a conventional project exploratory sales in which systems are developed with listening to customers' needs, the ability of carrying out proposal-based sales aimed to provide new business values including resolving customer issues and creating additional values is selected as a necessary item.
	Finance and accounting	In addition to accurate financial reporting, a broad range of insight and experience in the fields of finance and accounting, including the promotion of growth investment (including M&A) towards sustainable enhancement of corporate value, and the development of finance strategy to realize strengthening of shareholders' return are selected as necessary items.
	Legal affairs / compliance	To enhance corporate value through appropriate and efficient business execution, in addition to compliance with laws and regulations, the experience of management, including establishing and operations of internal controls, advanced risk management related to business, and overall corporate legal affairs essential to promote growth strategy (including M&A) is selected as a necessary item.
	Personnel affairs / labor / human resource development	The Company's most valuable asset is "human capital", and it is necessary to develop a strategy with a management mindset to enable each employee to perform his or her abilities to the fullest and maximize the value of human capital. Therefore, experience, insight and expertise related to human capital strategies, including promotion of diversity, are selected as necessary items.
	ESG / sustainability / SDGs	The Company has raised the slogan of "Create the future together with our customers," and set a vision to create additional values for customers as well as to solve environmental and social issues that lie ahead. Therefore, various knowledge and experience in such non-financial fields are selected as necessary items.

(Reference)

Skills matrix of the Board of Directors after the Annual General Meeting of Shareholders

*If all the candidates provided in this convocation notice are elected as originally proposed, expertise and experience of each Director will be as follows.

		Corporate management / Organizational management	Business knowledge	Digital / IT/ DX	Sales	Finance and accounting	Legal affairs / compliance	Personnel affairs / labor / human resource development	ESG / sustainability / SDGs
Tomoyasu Kosaka	Executive	●	●	●	●				●
Kazuhisa Sasanuma	Executive	●	●	●	●				●
Masayo Sunaga	Executive	●	●			●	●	●	●
Kazuhiko Watanabe	Non-executive	●	●		●	●	●	●	
Shinichi Nakamori	Independent Outside	●	●	●	●			●	
Toshiya Yanase	Independent Outside	●	●	●					●
Hiroyuki Morita	Independent Outside	●	●	●	●	●	●		