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(Stock Exchange Code 9717) February 3, 2022

To Shareholders with Voting Rights:

Noboru Nakatani Representative Director, President and CEO JASTEC Co., Ltd. 3-5-23, Takanawa, Minato-ku, Tokyo

NOTICE OF CONVOCATION OF THE 51ST 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 51st Ordinary General Meeting of Shareholders of JASTEC Co., Ltd. (the "Company") will be held for the purposes as described below.

Recently, the spread of coronavirus disease (COVID-19) is a concern. In due consideration of the situation, we have decided to hold the meeting with appropriate measures in place to prevent infection.

In order to mitigate the infection risk of shareholders and officers and employees of the Company, shareholders are kindly asked to exercise their voting rights in advance in writing or via the Internet and refrain from visiting the venue on the day of the meeting by all means, regardless of their health condition. 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.

<u>Please review the attached Reference Documents for the General Meeting of Shareholders, exercise your voting rights for or against the proposals in writing or by an electromagnetic means via the Internet by 6:00 p.m. Japan time on Thursday, February 24, 2022.</u>

1. Date and Time: Friday, February 25, 2022 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: The Business Report and Non-consolidated Financial Statements for the 51st

term (December 1, 2020 - November 30, 2021)

Proposals to be resolved:

Proposal 1: Distribution of Surplus

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

Committee

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

Members

Proposal 4: Election of One Substitute Director Serving as Audit & Supervisory Committee

Member

Proposal 5: Payment of Retirement Bonuses to Retiring 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.
- The following documents of the Appendix are posted on the Company's website (https://www.jastec.co.jp) in accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation and therefore are not provided in the Appendix of this Notice.
 - Systems for Ensuring the Appropriateness of Business Operation (Basic Policy for Establishing Internal Control System) and Implementation Status of the Systems for Ensuring the Appropriateness of Business Operation in the Business Report
 - Notes to Non-consolidated Financial Statements

The Business Report and Non-consolidated Financial Statements provided in the Appendix are part of the Business Report and the Non-consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Committee in preparing the Accounting Audit Report and Audit Report, respectively.

- Any changes to the Reference Documents and Appendix for the General Meeting of Shareholders attached to this Notice of Convocation of the 50th Ordinary General Meeting of Shareholders will be posted on the Company's website (https://www.jastec.co.jp).
- The measures described above are subject to change depending on the status of the pandemic of 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 48th 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 844,700,050 yen
- (3) Date the distribution of surplus comes into effect February 28, 2022

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

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

Accordingly, the election of seven 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 13/13
1	Reappointment	Shigeru Kamiyama	Chairman of the Company	(100%)
2	Reappointment	Noboru Nakatani	Representative Director, President and Chief Executive Officer	13/13 (100%)
3	Reappointment	Toshihiro Kawagoe	Director; Vice President; Operation Reform General Manager and Quality Management System Officer	10/10 (100%)
4	Reappointment	Hidetoshi Muranaka	Director; Vice President; Chief Financial Officer, Administration and Human Resources Officer, Accounting Officer and Information Security Management Officer	13/13 (100%)
5	Reappointment	Hideo Gozu	Director; Vice President; Procurement Officer; in charge of System Administration	13/13 (100%)
6	Reappointment	Takamitsu Tani	Director; Vice President; Chief Marketing Officer/Marketing General Manager I and II	13/13 (100%)
7	New appointment	Tatsuya Nobui	Chief Product Officer, Product Project Promotion Officer and Product General Manager V	_

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	Shigeru Kamiyama (October 19, 1936) [Reappointment]	July 1971 February 2010	Founded JASTEC Co., Ltd. Representative Director, President and CEO Chairman of the Company (to present)	2,953,600	13/13 (100%)
1	years since the Compa patents in Japan and or	a pursued the realizany's founding, holowerseas to establish	zation of an ideal software company as Representative liding as his life's work the production management of so globally superior and unrivaled technologies in the indication im to continue such initiatives in the future.	oftware developme	nt and obtaining
2	Noboru Nakatani (January 16, 1964) [Reappointment]	April 1987 September 2001 January 2003 February 2008 February 2010	Joined Canon Inc. Joined Deloitte & Touche LLP (currently Deloitte LLP) Joined the Company Director Representative Director, President and Chief Executive Officer (to present)	76,200	13/13 (100%)
	Company's U.S. and F to make the Company	assumed the office French subsidiaries. a globally superior	of Representative Director, President and CEO in 2010 He continued the Company's management philosophy company by executing not only expansion of the dome minates him as a candidate for Director as it expects him	and conducted ma estic businesses but	nagement aiming also promotion
3	Toshihiro Kawagoe (February 1, 1964) [Reappointment]	April 1986 February 2011 December 2011 September 2012 December 2012 December 2013 August 2015 December 2018 December 2020 February 2021	Joined the Company Director; Vice President; Deputy Chief Product Officer/Product General Manager II Director; Vice President; Deputy Chief Product Officer/Product General Manager V and Technology Officer Director; Vice President; Technology Officer Director; Vice President; Quality Management System Officer Quality Management System Officer Production Management Promotion Officer Production Management Promotion Officer Operation Reform General Manager and Quality Management System Officer Director; Vice President; Operation Reform General Manager and Quality Management System Officer (to present)	21,200	10/10 (100%)
	[Reason for nomination After engaging in soft		for customers in various industries as a manager of soft	ware development, d for the quality ma	Mr Toshihiro

No. Name (Date of birth)	Career summary	r, 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
Hidetoshi Muranaka (April 25, 1964) [Reappointment]	April 1988 February 2012 December 2012 December 2013 December 2014 June 2015 December 2015 December 2018 February 2019 December 2021	Joined the Company Director; Vice President; Chief Product Officer/Product General Manager IV and System Administration Officer Director; Vice President; Chief Product Officer/Product General Manager IV, Recruitment Officer and System Administration Officer Director; Vice President; Chief Product Officer/Product General Manager IV and System Administration Officer Director; Vice President; Deputy Chief Product Officer/Product General Manager IV and System Administration Officer Director; Vice President; Deputy Chief Product Officer/Product General Manager IV Director; Vice President; Quality Management System Officer and Information Security Management Officer Director; Vice President; Chief Financial Officer and Administration and Human Resources Officer Director; Vice President; Chief Financial Officer, Administration and Human Resources Officer and Accounting Officer Director; Vice President; Chief Financial Officer, Administration and Human Resources Officer and Accounting Officer Director; Vice President; Chief Financial Officer, Administration and Human Resources Officer, Administration and Human Resources Officer, Accounting Officer and Information Security Management Officer (to present)	10,600	13/13 (100%)

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. The Company nominates him as a candidate for Director as it expects him to be responsible for the information security management section in addition to the general affairs and accounting operations sections.

		April 1993	Joined the Company		
		April 2016	Procurement Officer, Product Project Promotion		
			Officer and System Administration Officer		
	Hideo Gozu	February 2017	Director; Vice President; Procurement Officer,		
	(July 9, 1970)		Product Project Promotion Officer and System		13/13
	(July 3, 1370)		Administration Officer	6,500	(100%)
	FD 1	December 2020	Director; Vice President; Procurement Officer; in		(100%)
	[Reappointment]		charge of System Administration and Product Project		
5			Promotion Officer		
		December 2021	Director; Vice President; Procurement Officer; in		
			charge of System Administration (to present)		

[Reason for nomination]

After engaging in development of core financial systems, Mr. Hideo Gozu sought new contractors and conducted ordering and progress management as the person responsible for procurement of partner companies that can partially 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.

No.	Name (Date of birth)	Career summary	, positions, responsibilities, and important concurrent positions	Number of shares of the Company held	meetings of the Board of Directors held in the fiscal year under review			
6		Manager II Pebruary 2017 Director; Vice President; Chief Marketing Officer/Marketing General Manager II December 2019 Director; Vice President; Chief Marketing Officer/Marketing General Manager I December 2020 Director; Vice President; Chief Marketing Officer/Marketing General Manager I Officer/Marketing General Manager I and II (to present) Domination Ing in software development for financial institutions and manufacturers, Mr. Takamin						
	of a base in the Kansai region and has contributed to the acquisition of new customers and the expansion of relationships with partner companies. In the marketing section, he was responsible for the section that maintained 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.							
	Tatsuya Nobui (February 2, 1976)	April 1999 December 2013 December 2021	Joined the Company Product General Manager V Chief Product Officer, Product Project Promotion Officer and Product General Manager V (to present)	5,700	-			

Attendance at the

(Notes)

[Reason for nomination]

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.

Mr. Tatsuya Nobui has engaged in software development for customers in various industries as a manager of software development

responsible for the development section in December 2021. The Company nominated him as a candidate for Director as it expects

for mainly core financial systems. Based on his experience as a manager of software development, he became the person

him to achieve practical improvements and reforms of its production management.

- 2. The Company has entered into a directors and officers liability insurance agreement with an insurance company. The insurance covers any claims for damages to be borne by insured persons. 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 Three Directors Serving as Audit & Supervisory Committee Members

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

Accordingly, the election of three 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	Masato Takeda	6 years	14/14 (100%)	13/13 (100%)
2	Reappointment Outside Independent	Minoru Matsumoto	6 years	14/14 (100%)	12/13 (92%)
3	New appointment Outside Independent	Shinichiro Shimizu	1	_	_

No.	Name (Date of birth)	Ca	reer 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	Masato Takeda (March 1, 1954) [Reappointment] [Outside] [Independent]	April 1977 May 2004 May 2004 February 2006 March 2008 April 2008 February 2016	Joined The Daiei, Inc. Deputy Division Manager, Accounting Division Outside Corporate Auditor, Volks K.K. Outside Corporate Auditor of the Company Audit & Supervisory Board Member (outside) at SBS Holdings, Inc. Full-time Outside Corporate Auditor of the Company Director serving as Audit & Supervisory Committee Member (to present)	2,000	13/13 (100%)
	[Reason for nomination	on and expected ro	les]		

While holding important positions in an accounting section and as Corporate Auditor at other companies, Mr. Masato Takeda has 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 the Company's management, audit, etc., based on his extensive knowledge and experience of accounting, audit, etc. Number of years after assuming office of Outside Director serving as Audit & Supervisory Committee Member:

Six years (at the conclusion of this General Meeting)

		October 1983	Joined Tohmatsu Awoki & Co. (currently Deloitte		
			Touche Tohmatsu LLC)		
		October 2013	Opened Minoru Matsumoto CPA Office		
	Minoru Matsumoto		Head (to present)		
	(February 16, 1957)	June 2014	Outside Corporate Auditor at SANSHIN		
	(reducity 10, 1937)		ELECTRONICS, CO., LTD.		12/12
	FD	February 2015	Outside Corporate Auditor of the Company	0	12/13
	[Reappointment] [Outside]	June 2015	Outside Director at Foster Electric Company, Limited (to present)		(92%)
	[Independent]	February 2016	Director serving as Audit & Supervisory Committee		
2			Member of the Company (to present)		
		March 2021	Outside Audit & Supervisory Board Member, Toyo		
			Ink SC Holdings Co. Ltd. (to present)	1	

[Reason for nomination and expected roles]

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 the Company's management, audit, etc., based on his accumulated knowledge.

Number of years after assuming office of Outside Director serving as Audit & Supervisory Committee Member:

Six years (at the conclusion of this General Meeting)

No.	Name (Date of birth)		reer 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
3	Shinichiro Shimizu (August 7, 1976) [New appointment] [Outside] [Independent]	April 2000 October 2001 April 2009 April 2012 July 2015 August 2018 August 2018 August 2018	Joined the Training and Research Institute for Court Officials Public procurator of the Tokyo District Public Prosecutors Office Special Investigation Department of the Nagoya District Public Prosecutors Office Securities and Exchange Surveillance Commission of the Financial Services Agency Special Investigation Department of the Tokyo District Public Prosecutors Office Registered as an attorney Seconded to the Listed Company Compliance and Listing Examination of the Japan Exchange Regulation Atsumi & Sakai (to present)	0	-

[Reason for nomination and expected roles]

Mr. Shinichiro Shimizu has considerable knowledge regarding laws and is familiar with the system of securities exchanges, etc. as he was a public procurator and is an attorney. The Company nominates him as a candidate for Outside Director as it expects 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.

(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.
- 2. Messrs. Masato Takeda, Minoru Matsumoto and Shinichiro Shimizu are candidates for Outside Directors. The Company has submitted a notification of the appointment of Messrs. Masato Takeda and Minoru Matsumoto as Independent Directors in accordance with the stipulations of the Tokyo Stock Exchange. In the event that Mr. Shinichiro Shimizu is appointed in addition to Messrs. Masato Takeda and Minoru Matsumoto, the Company plans to submit a notification of the appointment of Mr. Masato Takeda, Mr. Minoru Matsumoto and Mr. Shinichiro Shimizu as Independent Directors.
- 3. Overview of limited liability agreement
 - The Company has entered into agreements with Messrs. Masato Takeda and Minoru Matsumoto in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liabilities 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 Mr. Shinichiro Shimizu is appointed in addition to Messrs. Masato Takeda and Minoru Matsumoto, 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 any claims for damages to be borne by 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 each candidate for Director	Positions held at the Company (planned)		Corporate manage- ment	Manufac- turing/ Technology/ R&D	Marketing/ Sales	Finance/ M&A	IT/ Digital	Human resources/ Labor/ Personnel develop- ment	Legal affairs/ Risk manage- ment	ESG /Sustain- ability	Global
Shigeru Kamiyama	Chairman of the Company	Reappointment	•	•	•	•	•	•	•	•	•
Noboru Nakatani	Representative Director, President and Chief Executive Officer	Reappointment	•	•	•	•	•	•	•	•	•
Toshihiro Kawagoe	Director; Vice President	Reappointment	•	•			•			•	•
Hidetoshi Muranaka	Director; Vice President	Reappointment	•	•		•	•	•	•	•	
Hideo Gozu	Director; Vice President	Reappointment	•	•			•				•
Takamitsu Tani	Director; Vice President	Reappointment	•	•	•		•				
Tatsuya Nobui	Director; Vice President	New appointment		•			•	•			
Masato Takeda	Outside Director (Audit & Supervisory Committee)	Reappointment Outside Independent				•			•		
Minoru Matsumoto	Outside Director (Audit & Supervisory Committee)	Reappointment Outside Independent	•			•			•		•
Shinichiro Shimizu	Outside Director (Audit & Supervisory Committee)	New appointment Outside Independent				•			•		

Proposal 4: Election of One Substitute Director Serving as Audit & Supervisory Committee Member

In order to prepare for cases where a vacancy results in a shortfall in the number of Directors serving as Audit & Supervisory Committee Members prescribed by laws and regulations, the election of one Substitute Director serving as Audit & Supervisory Committee Member is proposed.

This election may be cancelled and lose effect upon a resolution of the Board of Directors with the consent of the Audit & Supervisory Committee provided that the candidate is yet to take office.

The Audit & Supervisory Committee has agreed to this Proposal.

The candidate is as follows.

Name (Date of birth)			Number of shares of the Company held	Attendance at the meetings of the Board of Directors held in the fiscal year under review
Akira Oya (April 28, 1954)	April 1978 March 2008 October 2012 May 2013 August 2019	Joined Kirin Brewery Co., Ltd. (currently Kirin Holdings Company, Limited) Chief Legal Affairs Officer Joined ARCS COMPANY, LIMITED General Manager, Legal Compliance Group Corporate Legal Affairs and Corporate Compliance Advisor (to present)	0	_

[Reason for nomination]

Mr. Akira Oya has diverse operational experiences and knowledge regarding mainly legal affairs in leading companies. The Company nominates him as a candidate for Substitute Director serving as Audit & Supervisory Committee Member as it believes that he will conduct his duties as Audit & Supervisory Committee Member properly.

(Notes)

- 1. Though the Company has been entrusting legal affairs to the candidate since November 2020, the Company plans to end the entrustment in the event that he assumes his office as Director serving as Audit & Supervisory Committee Member. Therefore, there will be no special interests between the candidate and the Company.
- 2. Overview of limited liability agreement
 - In the event that Mr. Akira Oya assumes his office as Director serving as Audit & Supervisory Committee Member, the Company plans to enter into an agreement with him in accordance with Article 427, Paragraph 1 of the Companies Act and Article 27, Paragraph 2 of the Company's Articles of Incorporation to limit his liabilities 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.
- 3. The Company has entered into a directors and officers liability insurance agreement with an insurance company. The insurance covers any claims for damages to be borne by insured persons. In the event that the candidate assumes his office as Director serving as Audit & Supervisory Committee Member, the candidate shall be included in insured persons of the aforementioned insurance policy.

Proposal 5: Payment of Retirement Bonuses to Retiring Directors

As of the conclusion of this Ordinary General Meeting of Shareholders, Messrs. Shinji Miyamoto and Yutaka Nagashima will retire as Director due to expiration of their terms of office. The Company proposes the payment of retirement bonuses within an appropriate range for their service while in office, in line with specified standards of the Company.

The reason why the Company believes that Mr. Shinji Miyamoto deserves the payment of retirement bonuses is that he contributed to the expansion of sales and education and recruitment of human resources of the Company as Chief Product Officer, Education Officer, and Recruitment Officer. The reason why the Company believes that Mr. Yutaka Nagashima deserves the payment of retirement bonuses is that he contributed to the management and audits of the Company from the viewpoint of an accounting specialist as Audit & Supervisory Committee Member. The Company requests that specific amounts, timing of payment, methods, etc., for Messrs. Shinji Miyamoto and Yutaka Nagashima be delegated to the Board of Directors and Directors serving as Audit & Supervisory Committee Members, respectively.

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 summaries of the retiring Directors are as follows.

Name	Career summary		
Shinji Miyamoto	February 2013 Director; Vice President (to present)		
Yutaka Nagashima	February 2016	Director serving as Audit & Supervisory Committee Member (to present)	