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Securities code: 3316
June 1, 2022

To Shareholders with Voting Rights:

Kojiro Yoshimaru
Representative Director and
President
TOKYO NISSAN COMPUTER
SYSTEM CO., LTD.
1-19-19 Ebisu, Shibuya-ku, Tokyo,
Japan

**NOTICE OF
THE 34TH 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 34th Annual General Meeting of Shareholders of TOKYO NISSAN COMPUTER SYSTEM CO., LTD. (the “Company”) will be held as described below.

Placing top priority on shareholders’ safety, we changed the venue to one wide enough to ensure social distance to prevent the spread of COVID-19. In addition, as the general meeting of shareholders will be live-streamed on the internet to enable shareholders to view the meeting at home or other places, we will accept questions on the meeting agenda in advance.

For more details, please refer to “Guide to the Live-streamed General Meeting of Shareholders via Internet” on page 3 to 4, as well as “Reception of Questions via the Internet in Advance” on page 5.

As with the last year, no souvenirs will be distributed to the attendants.

Please review the Reference Documents for General Meeting of Shareholders herein, indicate your approval or disapproval of each proposal on the enclosed Voting Rights Exercise Form, and return it so that it can reach us no later than 6:00 p.m. on Wednesday, June 15, 2022, Japan Time.

- 1. Date and Time:** Thursday, June 16, 2022 at 10:00 a.m. Japan Time
(Reception is scheduled to start at 9:30 a.m. Japan Time.)
- 2. Place:** SHIBUYA SOLASTA CONFERENCE, 4F, SHIBUYA SOLASTA, 1-21-1
Dogenzaka, Shibuya-ku, Tokyo
(As the venue is different from one in the last year, please see “Access to the
Venue of the General Meeting of Shareholders” herein to avoid a mistake.)
- 3. Meeting Agenda:**
Matters to be reported: The Business Report and Non-consolidated Financial Statements for the
Company’s 34th Fiscal Year (April 1, 2021 - March 31, 2022)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Seven (7) Directors

- When attending the Meeting, please submit the Voting Rights Exercise Form at the reception.
- You may exercise your voting rights by proxy by delegating your voting rights to one shareholder who

holds a voting right.

- Please bring this Notice of Convocation with you to save paper resources.
- Among documents that should be provided with this notice of convocation, “5. The Systems to Ensure Appropriate Operations,” “6. Overview of the Implementation Status of Systems to Ensure Appropriate Operations,” and Notes to Non-consolidated Financial Statements are posted on the Company’s website (<https://www.tcs-net.co.jp>) in accordance with laws and regulations, as well as Article 15 of the Articles of Incorporation, and therefore not included in the Reference Documents attached hereto.
- In order to prevent the spread of COVID-19, we will appreciate your cooperation in wearing a face mask, disinfection with alcohol, and taking temperature at the venue of the general meeting of shareholders. If it is found to have fever of 37.5 degrees Celsius or higher, or if you are considered in bad physical condition, you may be denied entrance. Thank you for your understanding and cooperation.
- The number of seats is limited to keep wide distance between seats. Please note that we may refuse admission in order to curb infection risk in the venue.
- The employees of the Company and operation staff who attend the meeting will respond to attendees, wearing a face mask. Please note that the chairperson of this general meeting of shareholders will speak without a face mask so as to make the voice clear and proceed with the meeting smoothly with an acrylic board, etc. set at the chairman’s seat for the prevention of airborne droplets.
- Should the Reference Documents for the General Meeting of Shareholders and the attached documents require revisions, revised documents will be posted on the Company’s website (<https://www.tcs-net.co.jp>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company proposes the following payment.

Matters regarding year-end dividend

The Company regards returning appropriate profits to shareholders as one of our top priority issues.

With the basic policy of distributing dividends according to business results based on the annual payout ratio of 30%, the Company intends to return profits to shareholders, taking into account the enhancement of internal reserve required for ensuring stable corporate growth and responding to changes in management environment in the future. In anticipation of strengthening business infrastructures and expanding business in the future, the internal reserve will be managed in such a way as to be beneficial for providing higher quality services, investing in managing aging systems for internal use, as well as building of a verification environment and professional human resource development, etc. for accommodating new technologies.

In accordance with such basic policy, considering trend of business results in the fiscal year under review and future business conditions, the Company will propose the year-end dividend for the fiscal year under review as follows:

(1) Type of dividend property

Cash

(2) Distribution of dividend property, and the total amount thereof

The year-end dividend for the fiscal year under review is proposed to be:

¥15 per share of common stock of the Company.

The total amount of dividend is ¥ 94,274,775.

(3) Effective date of distribution of surplus

June 17, 2022

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 15 (Measures for Electronic Provision, Etc.), Paragraph 1 will be established as it is required to be stipulated in the Articles of Incorporation to that effect that the Company shall provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.
- (2) The proposed Article 15 (Measures for Electronic Provision, Etc.), Paragraph 2 will be established so that, among the matters to be provided electronically in information contained in the reference documents for the general meeting of shareholders, the Company may limit the scope of matters indicated in the paper copy to be deliver to shareholders who have requested it to the scope set forth in the Ordinance of the Ministry of Justice.
- (3) When the system for electronic provision of materials for general meetings of shareholders is introduced, Article 15 (Internet Disclosure of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation will become unnecessary and will therefore be deleted.
- (4) Supplementary provisions, related to effectiveness of the above provisions to be established and deleted, shall be established.

2. Details of amendments

The details of the amendments are as follows

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<u>Article 15 (Internet Disclosure of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>The Company may, when convening a general meeting of shareholders, disclose information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by using the internet as provided in the Ordinance of the Ministry of Justice.</u>	<Deleted>

Proposal 3: Election of Seven (7) Directors

The terms of office of present eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Kojiro Yoshimaru (December 20, 1958)	<div>April 1981 Joined Tokyo Nissan Auto Sales Co., Ltd.</div> <div>June 2002 Director, the Company</div> <div>June 2004 Managing Director</div> <div>June 2005 Senior Managing Director</div> <div>April 2007 Representative Director and Senior Managing Director</div> <div>June 2009 Representative Director, Senior Managing Director, and General Manager of Sales Headquarters</div> <div>June 2011 Senior Managing Director and General Manager of Sales Headquarters</div> <div>April 2013 Senior Managing Director and General Manager of Services Headquarters</div> <div>June 2013 Representative Director and President (current position)</div>	51,900

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
2	Hiroyuki Sato (March 28, 1961)	<p>April 1984 Joined Tokyo Nissan Auto Sales Co., Ltd.</p> <p>January 2004 General Manager of Sales Department, the Company</p> <p>June 2004 Director and General Manager of Sales Department</p> <p>June 2009 Director and Deputy General Manager of Sales Headquarters</p> <p>April 2013 Director and General Manager of Sales Headquarters</p> <p>October 2013 Audit & Supervisory Board Member (part-time), Growth D Ltd.</p> <p>April 2014 Director, Assistant to the President, and in charge of Sales Headquarters and Services Headquarters, the Company</p> <p>June 2014 Managing Director, Assistant to the President, and in charge of Sales Headquarters and Services Headquarters</p> <p>April 2015 Managing Director, Assistant to the President, in charge of Automotive Division and Industrial Division, and General Manager of Managed Services Division</p> <p>June 2017 Managing Director, Assistant to the President, in charge of Automotive Division, and General Manager of Managed Services Division</p> <p>April 2019 Managing Director, Assistant to the President, in charge of Managed Services Division, and General Manager of Managed Services Division</p> <p>April 2020 Managing Director, Assistant to the President, in charge of Business Administration Headquarters and Managed Services Department, and General Manager of Business Administration Headquarters</p> <p>April 2022 Managing Director, Assistant to the President, in charge of Business Administration Headquarters, and General Manager of Business Administration Headquarters (current position)</p>		24,800
3	Goro Miura (July 21, 1970)	<p>April 1991 Joined Tokyo Nissan Auto Sales Co., Ltd.</p> <p>April 2014 General Manager of Sales Department, the Company</p> <p>April 2015 General Manager of Industrial Division</p> <p>June 2017 Director and General Manager of Industrial Division</p> <p>April 2019 Director, in charge of Automotive Division and Industrial Division, and General Manager of Industrial Division</p> <p>April 2020 Director, in charge of Solution Sales Headquarters and General Manager of Solution Sales Headquarters</p> <p>April 2021 Director, in charge of Solution Sales Headquarters, General Manager of Solution Sales Headquarters, and General Manager of Solution Planning Office</p> <p>April 2022 Director, in charge of Solution Business Headquarters, General Manager of Solution Business Headquarters (current position)</p>		6,500

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
4	Takahiko Togawa (July 8, 1956)	April 1980 April 2007 April 2011 April 2012 April 2013 June 2014 June 2015 April 2022	Joined Nissan Motor Co., Ltd. General Manager of Production Human Resources Department Executive Officer, Chuo-Nissan Co., Ltd. Managing Executive Officer Managing Executive Officer, Nissan Tokyo Sales Holdings Co., Ltd. Managing Director and Managing Executive Officer Director, the Company (current position) Managing Director, Nissan Tokyo Sales Holdings Co., Ltd. (current position)	—
5	Tatsuaki Shinkai (November 5, 1952)	April 1977 June 2002 August 2005 June 2009 April 2012 April 2016 June 2019	Joined Sony/Tektronix Corporation Joined Sumisho Electronics Co., Ltd. Executive Officer, Sumisho Computer Systems Corporation Director and Managing Executive Officer Representative Director and President, CSI Solutions Corporation Senior Advisor Outside Director, the Company (current position)	2,800
6	Takashi Furuno (July 26, 1955)	April 1980 April 1987 May 1998 May 2002 January 2013 August 2013 January 2017 June 2019 November 2020	Joined Nippon Steel Corporation Joined The Nikko Securities Co., Ltd. Representative Director, Medical Industries Co., Ltd. Director, everyD.com, Inc. Director and Vice President, ThreePro Group, Inc. Representative Director, ThreePro Withtech, Inc. Senior Advisor Outside Director, the Company (current position) Representative Director and President, Placo Co., Ltd. (current position)	2,800
7	Osamu Inoue (April 1, 1959)	April 1985 September 1988 August 2001 September 2002 March 2004 February 2006 January 2008 March 2017 September 2019 April 2020 June 2020	Joined Kawasho Corporation (currently JFE Shoji Corporation) Joined Fuji Xerox Co., Ltd. Joined Amazon Japan Co., Ltd. Joined DoCoMo AOL, Inc. Joined Dell Inc. Executive Officer, Hewlett-Packard Japan, Inc. Director and Executive Officer Representative Director and President, Japan Systems Co., Ltd Joined MIROKU JYOHU SERVICE CO., LTD. Executive Officer (current position) Outside Director, the Company (current position)	1,800

Notes: 1. Of the candidates for Directors, Messrs. Tatsuaki Shinkai, Takashi Furuno, and Osamu Inoue are candidates for Outside Directors set forth in Article 2, Paragraph 3, Item 7 of the Regulations for Enforcement of the Companies Act, and are candidates for Independent

Officers as defined by the Tokyo Stock Exchange. The period for which said candidates have served as Outside Directors, at the conclusion of this General Meeting of Shareholders, will be three years each for Messrs. Tatsuaki Shinkai and Takashi Furuno, and two years for Mr. Osamu Inoue.

2. Reasons for the selection of Outside Director candidates are as follows:

The Company considers that, on the basis of abundant managerial experience developed through their engagement as corporate managers, Messrs. Tatsuaki Shinkai, Takashi Furuno, and Osamu Inoue will be able to provide various recommendations and guidance on important matters in the management of the Company and play a substantial role in decision-making on important matters in the management of the Company and oversight of its operations. In the event that Messrs. Tatsuaki Shinkai, Takashi Furuno, and Osamu Inoue are appointed, they will utilize their extensive knowledge in the IT industry to offer advice on business strategy, and provide oversight and advice on the execution of Directors' duties based on their experience in the management of listed companies.

3. The positions and responsibilities of Mr. Takahiko Togawa as a business executive at the Company's parent company Nissan Tokyo Sales Holdings Co., Ltd. over the past 10 years are stated under his career summary, positions, responsibilities, and significant concurrent positions above.
4. Messrs. Takahiko Togawa, Tatsuaki Shinkai, Takashi Furuno, and Osamu Inoue have entered into liability limitation agreements with the Company in accordance with Article 427, Paragraph 1 of the Companies Act, and will continue these agreements following their appointment. The maximum liability amount under these agreements shall be the amount stipulated by laws and regulations.
5. Nissan Tokyo Sales Holdings Co., Ltd., a parent company of the Company, has entered into directors and officers liability insurance agreements with an insurance company, as stipulated in Article 430-3 of the Companies Act, for all Directors, Audit & Supervisory Board Members, and Executive Officers of Nissan Tokyo Sales Holdings Co., Ltd., and its subsidiaries, etc. including the Company as the insured, and plans to renew said insurance agreement in July 2022. The Company bears the entire premium for Directors and Audit & Supervisory Board Members of the Company. Said insurance agreement covers legal expenses and damage payments to be borne by insured persons arising from corporate litigations, third party litigations, and derivative lawsuits. However, as measures taken so that the properness of the performance of duties by insured persons may not be impaired, the damages caused by illegal acts, etc. committed by the insured persons shall be excluded from the scope of compensation. When the candidate is elected, said candidate will be included in the insured of said insurance agreement.
6. There are no special interests between the Director candidates and the Company.

(Reference) Management Structure After Approval of Proposal 3 (Scheduled)

	Name	Category	Knowledge and Experience Expected by the Company				
			Corporate Management/ Business Operations	Sales/ Marketing	Finance/ Accounting	Legal Affairs/ Compliance	Personnel/ Labor Affairs/ Human Resource Management
Directors	Kojiro Yoshimaru		◆	◆			
	Hiroyuki Sato		◆	◆			
	Goro Miura		◆	◆			
	Takahiko Togawa		◆				◆
	Tatsuaki Shinkai	Outside Independent	◆	◆			
	Takashi Furuno	Outside Independent	◆	◆			
	Osamu Inoue	Outside Independent	◆	◆		◆	
Audit & Supervisory Board Members	Akira Hirao		◆			◆	
	Kenji Matsuo	Outside Independent				◆	
	Kazuhiro Ogawa	Outside			◆		
	Yuko Kanai	Outside			◆		

Notes: 1. “Outside”: Officer prescribed in Article 2, Items 15 or 16 of the Companies Act
2. “Independent”: Independent Officer filed with the Tokyo Stock Exchange
3. This table is not intended as an exhaustive account of the knowledge possessed by each officer.