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(Securities Code: 4396)

Date of sending by postal mail: September 7, 2023

Start date of measures for electronic provision: September 5, 2023

To our shareholders:

Ryoji Koshimizu  
Representative Director  
**System Support Inc.**  
9F Rifare Bldg., 1-5-2 Honmachi,  
Kanazawa-shi, Ishikawa

## Notice of the 44th Annual General Meeting of Shareholders

We are pleased to announce the 44th Annual General Meeting of Shareholders of System Support Inc. (the “Company”), which will be held as described below.

In convening this meeting, the Company has taken 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 has posted the information on each of the following websites. Please access either of the websites to review the information.

The Company’s website:

[https://www.sts-inc.co.jp/ir/event/event\\_03.html](https://www.sts-inc.co.jp/ir/event/event_03.html) (in Japanese)

Tokyo Stock Exchange (TSE) website (Listed Company Search):

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

Note: Access the TSE website by using the Internet address shown above, enter “System Support” in “Issue name (company name)” or the Company’s securities code “4396” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

If you will not be attending the meeting in person, you may exercise your voting rights either via the Internet, etc. or in writing (by postal mail). Please review the “Reference Documents for the General Meeting of Shareholders.” We request that you exercise your voting rights no later than 6:00 p.m., Tuesday, September 26, 2023 (JST).

- 1. Date and Time:** Wednesday, September 27, 2023, at 10:00 a.m. (JST) (Reception scheduled to open at 9:30 a.m.)
- 2. Venue:** Ishikawa Prefectural Bunkyo Hall, 1F Hall  
10-5 Oyamamachi, Kanazawa-shi, Ishikawa

**3. Purpose of the Meeting:**

**Matters to be reported**

1. The Business Report and the Consolidated Financial Statements for the 44th fiscal year (from July 1, 2022 to June 30, 2023), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Committee
2. The Non-consolidated Financial Statements for the 44th fiscal year (from July 1, 2022 to June 30, 2023)

**Matters to be resolved**

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Amendment to the Articles of Incorporation
- Proposal No. 3** Election of Four Directors Who Are Not Audit & Supervisory Committee Members
- Proposal No. 4** Election of Two Directors Who Are Audit & Supervisory Committee Members

**4. Matters Decided upon Convocation**

- (1) If you exercise your voting rights in writing (by postal mail) and there is no indication of approval or disapproval of a proposal in the voting form, we will treat it as an indication of approval.
- (2) If you exercise your voting rights more than once via the Internet, the most recent vote will be treated as valid.
- (3) If you exercise your voting rights both via the Internet and in writing (by postal mail), the vote made through the Internet will be treated as valid, regardless of the date and time they were received.
- (4) If you exercise your voting rights by proxy, you may have one other shareholder with voting rights attend the meeting as your proxy. However, please note that your proxy will be required to submit a document certifying your authority of representation.

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- For those attending the meeting on the day, please submit the voting form at the reception desk of the meeting.
  - 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.
  - In accordance with a revision of the Companies Act, in principle, you are to check matters subject to measures for electronic provision by accessing either of the websites mentioned above, and we have decided to deliver paper-based documents stating the matters only to shareholders who request the delivery of paper-based documents by the record date. However, for this meeting, we have delivered paper-based documents stating the matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.

Among the matters subject to measures for electronic provision, according to the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company, the following matters are not provided in the relevant documents of this Notice of Convocation.

- The Status of Share Acquisition Rights, and the Outline of Systems to Ensure Appropriateness of Business Operations and the Status of Operation of the Systems in the Business Report
- The Consolidated Statements of Changes in Equity and the Notes to Consolidated Financial Statements in the Consolidated Financial Statements
- The Non-consolidated Statement of Changes in Equity and the Notes to Non-consolidated Financial Statements in the Non-consolidated Financial Statements

Accordingly, the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements contained in the relevant documents of this Notice of Convocation are part of the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements that have been audited by the Financial Auditor or the Audit & Supervisory Committee when preparing the Accounting Audit Report and the Audit Report.

- A video of this meeting will be available on the Company's website at a later date.
- We ask for your understanding that the administrative staff of this meeting will be required to wear masks.
- No gifts will be distributed to shareholders attending this meeting.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company has positioned the return of profits to shareholders as a key management priority. While strengthening operational structures and securing the internal reserves required for the future development of the business, our basic policy is to maintain a stable dividend, and to work to further raise the dividend to a level commensurate with the level of performance and profits.

In line with the aforementioned policy, the Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay a year-end dividend of ¥17 per share for the fiscal year. Accordingly, including the interim dividend of ¥15, the annual dividend will total ¥32 per share.

1. Type of dividend property  
To be paid in cash.
2. Allotment of dividend property and their aggregate amount
  - (1) ¥17 per common share of the Company
  - (2) Total dividends: ¥176,034,558
3. Effective date of dividends of surplus  
September 28, 2023

**Proposal No. 2**      Amendment to the Articles of Incorporation

1. Reasons for the proposal

We propose to partially amend the business purpose of Article 2 (Purpose) of the current Articles of Incorporation in order to clarify the business content of the Company in line with the current status of the Company’s business.

2. Details of the amendments

The details of the amendments are as follows.

(Proposed amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
Article 2. (Purpose) The purpose of the Company shall be to engage in the following business activities: 1.-7. (Text omitted) 8. Education business for the purpose of <u>acquiring various qualifications, etc.</u> 9.-16. (Text omitted)	Article 2. (Unchanged)  1.-7. (Unchanged) 8. Education business for the purpose of <u>IT business human resource development, etc.</u> 9.-16. (Unchanged)

**Proposal No. 3** Election of Four Directors Who Are Not Audit & Supervisory Committee Members

The terms of office of all four Directors who are not Audit & Supervisory Committee Members will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of four Directors who are not Audit & Supervisory Committee Members.

In addition, with regard to this proposal, the outcome of deliberations by the Audit & Supervisory Committee of the Company in relation to the execution of business, insights, abilities, etc. of the candidates was that all of them were deemed well suited to the role.

Candidates for the role of Director who is not an Audit & Supervisory Committee Member are as follows:

No.	Name	Current positions	Attributes
1	Ryoji Koshimizu	Representative Director	Reelection
2	Kenji Suzuki	Senior Managing Director	Reelection
3	Mitsuru Noto	Senior Managing Director	Reelection
4	Naoyuki Morita	Director	Reelection

No.	Name (Date of birth)	Career summary (Including position and responsibility in the Company, and significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p>Ryoji Koshimizu (May 15, 1956)</p> <p>Reelection</p> <p>Attendance at Board of Directors meetings 19/19</p>	<p>Apr. 1979      Joined ROYAL HOLDINGS Co., Ltd.</p> <p>Oct. 1980      Joined the Company</p> <p>Sept. 1990      Senior Managing Director</p> <p>Sept. 1994      Representative Director (current position) (Responsibility)</p> <p>Internal Auditing Office, Administrative Planning Department, Nomination/Remuneration Advisory Committee Member</p> <p>(Significant concurrent positions outside the Company)</p> <p>Chairman of Ishikawa Information System Association</p> <p>Outside Director of Hokuriku Broadcasting Co., Ltd.</p> <p>Representative Director and Chairman of eNet Solutions Co., Ltd.</p> <p>Representative Director and Chairman of STS-MEDIC Inc.</p> <p>Representative Director and Chairman of ACROSS Solutions, Inc.</p> <p>Director of STS Innovation, Inc.</p> <p>Director of STS Innovation Canada Inc.</p> <p>Reasons for nomination as candidate for Director</p> <p>As Representative Director, Ryoji Koshimizu has directed the management over many years and under his strong leadership the Group has achieved continuous growth. The Company judges that, in addition to leveraging his extensive experience and achievements as a manager to take responsibility for supervision and governance of the whole of management, he is capable of leading the organization to steadily achieve sustainable growth, and accordingly it has designated him a candidate for reelection as Director.</p>	278,000 shares
2	<p>Kenji Suzuki (May 2, 1948)</p> <p>Reelection</p> <p>Attendance at Board of Directors meetings 19/19</p>	<p>Jan. 1970      Joined Recruit Holdings Co., Ltd.</p> <p>Oct. 1996      Joined NOS Co., Ltd</p> <p>Jan. 2005      Joined INX Co., Ltd</p> <p>May 2006      Joined the Company</p> <p>Sept. 2009      Director</p> <p>Sept. 2012      Managing Director</p> <p>July 2016      Senior Managing Director (current position) (Responsibility)</p> <p>Tokyo Branch Office, Nagoya Branch Office, Future Innovation Business Unit, AMO Promotion Department, DX Promotion Department, and Academy Quest Department</p> <p>(Significant concurrent positions outside the Company)</p> <p>Director and Chairman of T4C Co., Ltd.</p> <p>Reasons for nomination as candidate for Director</p> <p>Kenji Suzuki has been intimately familiar with the industry for many years, and possesses extensive experience and broad insights in that regard. Since joining the Company, he has helped to realize the growth strategy and raise corporate value, primarily through his efforts in the operating divisions and in human resources. The Company judges that, in addition to utilizing his extensive experience and strong leadership to drive the business activities of the Group as a whole, he is capable of implementing appropriate supervision of management, and accordingly it has designated him a candidate for reelection as Director.</p>	110,000 shares

No.	Name (Date of birth)	Career summary (Including position and responsibility in the Company, and significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Mitsuru Noto (December 7, 1959)  Reelection  Attendance at Board of Directors meetings 19/19	<p>Apr. 1978      Joined HOKURIKU COMPUTER SERVICE CO., LTD.</p> <p>Dec. 1982      Joined the Company</p> <p>Sept. 1995      Director</p> <p>Sept. 2004      Managing Director</p> <p>Sept. 2012      Senior Managing Director (current position)</p> <p>(Responsibility) Kanazawa Branch Office, Osaka Branch Office, and Product Business Unit</p> <p>(Significant concurrent positions outside the Company) Director of ACROSS Solutions, Inc. Director and CFO of STS Innovation, Inc. Director and CFO of STS Innovation Canada Inc.</p> <p>Reasons for nomination as candidate for Director After initially working in development roles, Mitsuru Noto has been engaged for many years in company management as a Director of the Company, an area in which he possesses extensive experience and knowledge. In addition to putting in place a platform for business expansion in Japan and overseas, and driving growth, he has contributed to the creation of new corporate value for the Group through such initiatives as conceiving and commercializing new products. The Company judges that, in addition to accelerating growth strategies by means of his ability to get things done, he is capable of leading the organization to achieve sustainable growth, and accordingly it has designated him a candidate for reelection as Director.</p>	170,000 shares
4	Naoyuki Morita (March 25, 1961)  Reelection  Attendance at Board of Directors meetings 19/19	<p>Apr. 1981      Joined Kinjohro Co., Ltd.</p> <p>Feb. 1987      Joined the Company</p> <p>Sept. 2009      Director (current position)</p> <p>(Responsibility) Management Headquarters</p> <p>(Significant concurrent positions outside the Company) None</p> <p>Reasons for nomination as candidate for Director After initially working in development roles, Naoyuki Morita has for many years been in charge of the administration departments, an area in which he possesses extensive experience and knowledge. In addition to rolling out and strengthening the compliance and corporate governance systems of the Group, he has contributed to improving the financial position of the Company and to establishing a thorough framework of risk management. The Company judges that, in addition to maintaining and enhancing the soundness and transparency of management, he is capable of implementing further improvements to corporate governance, and accordingly it has designated him a candidate for reelection as Director.</p>	70,000 shares

- (Notes) 1. The number of the Company's shares owned by each candidate uses the figure for the end of the period under review (June 30, 2023).
2. There is no special interest between any of the candidates and the Company.
3. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy includes all the Directors as the insureds and covers their losses. If each candidate is elected and assumes the office as Director, the candidate will continue to be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

**Proposal No. 4** Election of Two Directors Who Are Audit & Supervisory Committee Members

The term of office of Yuko Sakamoto who is an Audit & Supervisory Committee Member will expire at the conclusion of this meeting. Therefore, in order to strengthen and enhance the auditing system, the Company proposes to increase the number of Directors by one and to elect two Directors who are Audit & Supervisory Committee Members.

In addition, the consent of the Audit & Supervisory Committee has been obtained for this proposal.

Candidates for the role of Director who is an Audit & Supervisory Committee Member are as follows:

No.	Name	Current positions	Attributes
1	Yuko Sakamoto	Outside Director and Audit & Supervisory Committee Member	<input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent
2	Yoshiko Hayakawa		<input type="checkbox"/> New election <input type="checkbox"/> Outside <input type="checkbox"/> Independent

- New election Candidate for Director to be newly elected
- Reelection Candidate for Director to be reelected
- Outside Candidate for outside Director
- Independent Candidate for independent officer

No.	Name (Date of birth)	Career summary (Including position and responsibility in the Company, and significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<p data-bbox="384 551 539 607">Yuko Sakamoto (July 4, 1970)</p> <p data-bbox="400 633 523 712">Reelection Outside Independent</p> <p data-bbox="347 741 576 819">Attendance at Board of Directors meetings 19/19</p> <p data-bbox="347 853 576 954">Attendance at Audit &amp; Supervisory Committee meetings 15/15</p>	<p data-bbox="619 286 1046 315">Dec. 1996    Joined Koshiya Corporation</p> <p data-bbox="619 324 938 353">Mar. 2006    Joined KBC, inc.</p> <p data-bbox="619 362 1161 418">June 2007    Registered as Labor and Social Security Attorney</p> <p data-bbox="619 427 1174 483">Apr. 2008    Registered as Specified Labor and Social Security Attorney</p> <p data-bbox="619 492 1187 548">Jan. 2015    Established Sakamoto Labor and Social Security Attorney Office (current position)</p> <p data-bbox="619 557 1086 586">Oct. 2017    Registered as Career Consultant</p> <p data-bbox="619 595 1214 674">Sept. 2021    Outside Director and Audit &amp; Supervisory Committee Member of the Company (current position)</p> <p data-bbox="619 683 778 712">(Responsibility)</p> <p data-bbox="619 721 1177 750">Nomination/Remuneration Advisory Committee Member</p> <p data-bbox="619 759 1158 788">(Significant concurrent positions outside the Company)</p> <p data-bbox="619 797 1153 853">Representative of Sakamoto Labor and Social Security Attorney Office</p> <p data-bbox="619 862 1198 940">Promotion Planner for Employment of the Elderly until 70, Japan Organization for Employment of the Elderly, Persons with Disabilities and Job Seekers</p> <p data-bbox="619 949 1358 1005">Reasons for nomination as candidate for outside Director who is an Audit &amp; Supervisory Committee Member and overview of expected role</p> <p data-bbox="619 1014 1394 1229">Yuko Sakamoto has commented as appropriate on the management of the Group from a professional viewpoint based on her long years of experience and knowledge as a Specified Labor and Social Security Attorney. She has never been involved in the management of a company in the past. However, taking into account these achievements, the Company has designated her a candidate for reelection as outside Director who is an Audit &amp; Supervisory Committee Member in order that she may continue to leverage her highly specialized insights for the benefit of the management of the Company.</p>	<p data-bbox="1302 595 1385 624">– shares</p>

No.	Name (Date of birth)	Career summary (Including position and responsibility in the Company, and significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Yoshiko Hayakawa (October 8, 1976)  New election Outside Independent  Attendance at Board of Directors meetings --  Attendance at Audit & Supervisory Committee meetings --	Apr. 2000      Joined TOHO GAS information System Co., Ltd. Dec. 2008      Joined Deloitte Touche Tohmatsu LLC June 2023      Established Yoshiko Hayakawa Certified Public Accountant Office (current position)  (Significant concurrent positions outside the Company) Representative of Yoshiko Hayakawa Certified Public Accountant Office Auditor of the Japanese Institute of Certified Public Accountants Hokuriku Chapter Member of Council of Active Promotion of Women's CPA, the Japanese Institute of Certified Public Accountants Member of Ishikawa Prefecture Administrative Management Program Promotion Committee  Reasons for nomination as candidate for outside Director who is an Audit & Supervisory Committee Member and overview of expected role  Yoshiko Hayakawa is well-versed in corporate accounting as a certified public accountant, and the Company expects that she will provide appropriate guidance and advice on the Group's management from an objective perspective, drawing on her professional knowledge and practical experience in finance and accounting. Furthermore, if she is elected, the Company plans to appoint her as a Nomination/Remuneration Advisory Committee Member so that she may be involved from an objective and neutral position when nominating the Company's candidates for Director and deciding remuneration for officers. She has never been involved in the management of a company in the past. However, based on the above reasons, the Company judges she can appropriately fulfill her duties and has designated her a candidate for election as outside Director who is an Audit & Supervisory Committee Member.	-- shares

- (Notes)
1. Candidate Yoshiko Hayakawa is listed in the Family Register under the name of Yoshiko Nebu.
  2. The number of the Company's shares owned by each candidate uses the figure for the end of the period under review (June 30, 2023).
  3. There is no special interest between any of the candidates and the Company.
  4. Yuko Sakamoto and Yoshiko Hayakawa are candidates for outside Director.
  5. Ms. Sakamoto is currently an outside Director who is an Audit & Supervisory Committee Member of the Company, and at the conclusion of this meeting, her tenure will have been two years.
  6. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Ms. Sakamoto to limit her liability for damages under Article 423, paragraph (1) of the same Act. If her reelection is approved, the Company plans to renew the aforementioned agreement with her. In addition, if the election of Ms. Hayakawa is approved, the Company plans to enter into a similar limited liability agreement. The maximum amount of limited liability under these agreements shall be the minimum liability prescribed in Article 425, paragraph (1) of the Companies Act.
  7. The Company has submitted notification to the Tokyo Stock Exchange that Ms. Sakamoto has been designated as an independent officer as provided for by the aforementioned exchange. If the reelection of Ms. Sakamoto is approved, the Company plans to continue to designate her as an independent officer. In addition, Ms. Hayakawa meets the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and if her election is approved, the Company plans to submit a notification as an independent officer.
  8. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers losses to be borne by the insureds, including Directors who are Audit & Supervisory Committee Members. If each candidate is elected and assumes the office as Director, the candidate will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

<Reference> Board Skills Matrix

If Proposals 3 and 4 are approved and adopted as proposed at this meeting, the composition and expertise of the Board of Directors is as follows:

Name	Position in the Company	Independence	Corporate Management	Governance and Risk Management	Legal & Compliance	Financial Accounting and Finance	Human Resources and Human Resources Development	Industry Knowledge
Ryoji Koshimizu	Representative Director		○	○		○		○
Kenji Suzuki	Senior Managing Director		○	○			○	○
Mitsuru Noto	Senior Managing Director		○	○			○	○
Naoyuki Morita	Director		○	○	○	○	○	
Kenji Takai	Director (Full-time Audit & Supervisory Committee Member)			○	○			○
Kunio Hirosaki	Outside Director (Full-time Audit & Supervisory Committee Member)	○	○	○	○	○		
Sayo Asou	Outside Director (Audit & Supervisory Committee Member)	○		○	○		○	
Yuko Sakamoto	Outside Director (Audit & Supervisory Committee Member)	○			○		○	
Yoshiko Hayakawa	Outside Director (Audit & Supervisory Committee Member)	○		○		○		

\*The above list does not represent all of the knowledge and experience possessed by each Director.

<Reference> Criteria for Independence

The Company considers that outside Directors and candidates for outside Director of the Company are independent from the Company if they do not fall under any of the following:

- (1) The individual is currently or once affiliated with the Company or its subsidiaries
- (2) The individual is an executive and currently or recently\* (the same applies hereunder) affiliated with a business partner of which the Group accounts for at least 2% of the business partner's prior fiscal year consolidated net sales, or a business partner that accounts for at least 2% of the Company's prior fiscal year consolidated net sales
- (3) The individual is currently or recently affiliated with a financial institution that is essential in enabling fund procurement of the Group, and is relied on to the extent that there is no substitute for the entity
- (4) The individual currently or recently acts as a consultant, lawyer, certified public accountant, tax accountant, etc. who receives the money or any other property interest exceeding 10 million yen other than executive compensation directly from the Group during any one business year (in the case that such individual receiving such interest is a corporation, association or other such body, then this refers to an individual belonging to such body)
- (5) A major shareholder of the Company (a person who directly or indirectly holds 10% or more of the total voting rights) or an executive of or a person who is recently affiliated with such major shareholder
- (6) The individual is currently or recently affiliated with an auditing firm that is the financial auditor of the Group
- (7) The individual currently or recently acts as an executor of business of a company involved in mutual dispatch of directors and audit & supervisory board member to and from the Group
- (8) The individual who has been an outside Director of the Group for more than 10 years since the individual was first appointed
- (9) The individual is a spouse or relative within the second degree of kinship of an individual as described in any of the aforementioned (1)–(8) items

Note: "Recently" refers to a period of less than three years from the date of an individual's appointment as a Director.