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*NOTICE OF CONVOCATION OF  
THE 47<sup>th</sup> ORDINARY GENERAL MEETING OF  
SHAREHOLDERS*

Date and Time: 10:00 a.m., Friday, June 24, 2016  
(The reception is scheduled to open at 9:00 a.m.)

Place: sola city Hall (2F) at Ochanomizu sola city  
4-6 Kandasurugadai, Chiyoda-ku, Tokyo.

Matters to be resolved:

First Item	Election of Ten (10) Directors
Second Item	Election of One (1) Audit & Supervisory Board Member



Security code: 9759

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Security code: 9759

June 2, 2016

To Our Shareholders

NSD CO., LTD.

2-101, Kanda-awajicho, Chiyoda-ku, Tokyo, Japan

Yoshikazu Imajo

President & CEO

NOTICE OF CONVOCATION OF  
THE 47<sup>th</sup> ORDINARY GENERAL MEETING OF  
SHAREHOLDERS

We are pleased to notify you that the 47th Ordinary General Meeting of Shareholders will be held as stated below. Your attendance is respectfully requested.

If you will be unable to attend the Meeting in person, you can exercise your voting rights by two methods. Please take a time to examine the Reference for the Ordinary General Meeting of Shareholders on the following pages, and exercise your voting rights by either of the following methods.

**<Exercise Voting Rights by Postal Mail>**

Please indicate your approval or disapproval on each proposal on the enclosed Voting Right Exercise Form, and return it by postal mail.

**Deadline for Exercise Voting Rights:** To arrive no later than 5:00 p.m. on Thursday, June 23, 2016(JST)

**<Exercising Voting Rights by Electronic Method (Internet)>**

Please access the website for exercising voting rights which is at <http://www.evot.jp> by using the login ID and the temporary password indicated on the enclosed Voting Right Exercise Form, and enter your vote to each proposal according to the instructions on the screen.

**Deadline for Exercise Voting Rights:** No later than 5:00 p.m. on Thursday, June 23, 2016(JST)

**Particulars**

- 1. Date and Time:** 10:00 a.m., Friday, June 24, 2016  
(The reception is scheduled to open at 9:00 a.m.)
- 2. Place:** sola city Hall (2F) at Ochanomizu sola city  
4-6 Kandasurugadai, Chiyoda-ku, Tokyo.

### 3. Purpose of Meeting:

#### Matters to be reported

1. Report on business report, consolidated financial statements, and audit results of consolidated financial statements by the independent auditor and the Audit & Supervisory Board for the 47th fiscal year (from April 1, 2015 to March 31, 2016)
2. Report on non-consolidated financial statements for the 47th fiscal year (from April 1, 2015 to March 31, 2016)

#### Matters to be resolved

**First Item** Election of Ten (10) Directors

**Second Item** Election of One (1) Audit & Supervisory Board Member

### 4. Handling of voting rights exercised in duplicate

- (1) If you duplicate your voting right by exercising it via postal mail and via the internet, your vote via the Internet will be treated as valid.
- (2) If you exercise your voting right more than once via the internet, only your last vote will be treated as valid.

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- ◎ When you attend the Ordinary General Meeting of Shareholders in person, please submit the enclosed Voting Form at the reception desk of the Ordinary General Meeting of Shareholders.
  - ◎ We have adopted the ICJ platform of ICJ, Inc. which enables institutional investors to exercise their voting rights via the Internet.
  - ◎ Among documents that are required to be attached to the Notice of Convocation of the 47th Ordinary General Meeting of Shareholders, Consolidated Statements of Shareholders' Equity, the "Notes" to Consolidated Financial Statements, Non-consolidated Statements of Shareholders' Equity, and the "Notes" to Non-consolidated Financial Statements are referred to on our website on the Internet pursuant to relevant laws and ordinances and Article 15 of the Articles of Incorporation of Our Company, and therefore, those are not included in the documents attached to the foregoing the Notice of Convocation of the 46th Ordinary General Meeting of Shareholders. Furthermore, the Accounting Auditor has audited those documents as part of Consolidated Financial Statements or Non-consolidated Financial Statements, as applicable, in the course of the Accounting Auditor's preparation of its Accounting Audit Report.
  - ◎ If any modification(s) are made to any of the Reference Documents For the Ordinary General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements, Our Company will post such modification(s) on our website on the Internet.

« Website » <http://www.nsd.co.jp/ir/oshirase.html>

## Reference for the Ordinary General Meeting of Shareholders

### 1. Election of Ten (10) Directors

As the term of all ten (10) Directors will expire at the close of this Ordinary General Meeting of Shareholders, the Board proposes that ten (10) Directors be elected. The candidates are as follows.

Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in Our Company and Principal Concurrent Positions	Number of shares of the Company Owned
1	Yoshikazu Imajo (October 13, 1961)	<div>April 1984      Joined NSD CO., LTD. (NSD)</div> <div>April 2001      General Manager, Tokyo Systems Sales Department 4</div> <div>April 2005      Executive Officer Chief General Manager, Systems Division 1</div> <div>June 2006      Director &amp; Executive Officer Deputy Chief General Manager, Sales Promotion &amp; Planning Division</div> <div>June 2007      Managing Director &amp; Executive Officer Deputy Chief General Manager, Sales Promotion &amp; Planning Division</div> <div>April 2008      Senior Managing Director Chief General Manager, Sales Promotion &amp; Planning Division</div> <div>April 2009      President &amp; COO Chief General Manager, Sales Promotion &amp; Planning Division</div> <div>April 2011      President &amp; CEO (Present Position)</div>	90,400

Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in Our Company and Principal Concurrent Positions		Number of shares of the Company Owned
2	Hideshi Maekawa (February 16, 1962)	<p>April 1982      Joined NSD</p> <p>April 2000      General Manager, Tokyo Systems Sales Department 6</p> <p>April 2006      Executive Officer Chief General Manager, Corporate Staffs Division</p> <p>June 2006      Director &amp; Executive Officer Chief General Manager, Corporate Staffs Division</p> <p>April 2013      Director &amp; Senior Executive Officer COO, Public &amp; Telecommunication Business Division Senior General Manager, IT Services Business Division Responsible for Industrial Business Division</p> <p>April 2014      Managing Director COO, IT Services Business Division Responsible for Industrial Business Division Responsible for Public &amp; Telecommunication Business Division</p> <p>April 2016      Senior Managing Director COO, Industrial Business Division (Present Position)</p>		31,520
3	Tatsuo Kawauchi (January 5, 1960)	<p>April 1980      Joined NSD</p> <p>October 2002    General Manager, Systems Sales Division 3 Department 4</p> <p>April 2008      Executive Officer Chief General Manager, IT Service Division</p> <p>April 2015      Senior Executive Officer Senior General Manager, Development Management Division Chief General Manager, Development Management Division</p> <p>June 2015      Director &amp; Senior Executive Officer Senior General Manager, Development Management Division Chief General Manager, Development Management Division</p> <p>April 2016      Director &amp; Senior Executive Officer Senior General Manager, Development Management Division (Present Position)</p>		18,700

Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in Our Company and Principal Concurrent Positions		Number of shares of the Company Owned
4	Akio Shinno (July 4, 1964)	<p>April 1987      Joined NSD</p> <p>October 2003    General Manager, Systems Sales Division 3 Department 2</p> <p>April 2009      Executive Officer Chief General Manager, Financial Systems Division 2</p> <p>April 2013      Senior Executive Officer COO, Financial Business Division Chief General Manager, Financial Business Division 2</p> <p>June 2013      Director &amp; Senior Executive Officer COO, Financial Business Division Chief General Manager, Financial Business Division 2</p> <p>April 2015      Director &amp; Senior Executive Officer COO, Financial Business Division, IT Services Business Division (Present Position)</p>		17,084
5	Atsuo Tomura (March 10, 1961)	<p>April 1984      Joined NSD</p> <p>April 2001      General Manager, Tokyo Systems Sales Department 7</p> <p>April 2006      Executive Officer Chief General Manager, Systems Division 2</p> <p>June 2008      Director &amp; Executive Officer Deputy Chief General Manager, Sales Promotion &amp; Planning Division General Manager, New Business Department</p> <p>April 2012      Managing Director COO, Financial Business Division Senior General Manager, Solution Business Division Senior General Manager, Business Development Division</p> <p>April 2015      Director Responsible for Business Development Division</p> <p>April 2016      Director &amp; Senior Executive Officer Responsible for Business Development Division Senior General Manager, Global Business Division (Present Position) Executive Director, Renbenxindong Technology Ltd. (Present Position)</p>		38,680

Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in Our Company and Principal Concurrent Positions		Number of shares of the Company Owned
6	Takashi Matsui (March 2, 1957)	<p>April 1979</p> <p>March 2010</p> <p>April 2010</p> <p>April 2011</p> <p>April 2013</p> <p>June 2013</p> <p>November 2013</p>	<p>Joined Sanwa Bank, Limited, (now The Bank of Tokyo-Mitsubishi UFJ, Ltd.)</p> <p>Joined NSD</p> <p>General Manager, Corporate Planning Department</p> <p>Executive Officer</p> <p>Chief General Manager, Corporate Planning Division</p> <p>General Manager, Corporate Planning Department</p> <p>Senior Executive Officer</p> <p>Senior General Manager, Corporate Planning Division</p> <p>Chief General Manager, Corporate Planning Division</p> <p>In Charge of Accounting &amp; Finance Department</p> <p>Director &amp; Senior Executive Officer</p> <p>Senior General Manager, Corporate Planning Division</p> <p>Chief General Manager, Corporate Planning Division</p> <p>In Charge of Accounting &amp; Finance Department</p> <p>Director &amp; Senior Executive Officer</p> <p>Senior General Manager, Corporate Planning Division</p> <p>In Charge of Accounting &amp; Finance Department</p> <p>(Present Position)</p>	16,080
7	Osamu Yamoto (February 20, 1963)	<p>April 1987</p> <p>February 2004</p> <p>September 2007</p> <p>April 2014</p> <p>June 2014</p> <p>April 2016</p>	<p>Joined NSD</p> <p>General Manager, Systems Sales Division 5 Department 1</p> <p>Executive Officer</p> <p>Chief General Manager, Systems Division 5</p> <p>Senior Executive Officer</p> <p>COO, Public &amp; Telecommunication Business Division</p> <p>Chief General Manager, Public &amp; Telecommunication Business Division 1</p> <p>Director &amp; Senior Executive Officer</p> <p>COO, Public &amp; Telecommunication Business Division</p> <p>Chief General Manager, Public &amp; Telecommunication Business Division 1</p> <p>Director &amp; Senior Executive Officer</p> <p>COO, Public &amp; Telecommunication Business Division</p> <p>Senior General Manager, Business Sales Division</p> <p>(Present Position)</p>	16,090

Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in Our Company and Principal Concurrent Positions		Number of shares of the Company Owned
8	Satoshi Kiyota (July 17, 1969) [Newly-appointed]	April 1990 April 2009 April 2014	Joined NSD General Manager, Financial Systems Division 2, Department 4 Executive Officer Chief General Manager, Financial Business Division 2 (Present Position)	3,500
9	Shoichi Ogawa (May 16, 1945) [Independent Officer] [Candidate for Outside Director]	April 1968 June 1995  October 1995 May 2000 June 2005 October 2009 May 2010  June 2011  June 2015	Joined Bank of Japan Joined The Bank of Ikeda, Ltd. (now The Senshu Ikeda Bank, Ltd.) Managing Director Senior Managing Director Representative Director and Deputy President Director, Senshu Ikeda Holdings, Inc. Representative Director and Deputy President, The Senshu Ikeda Bank, Ltd. Retired Director, Senshu Ikeda Holdings, Inc. Retired Representative Director and Deputy President, The Senshu Ikeda Bank, Ltd. Outside Director, NSD (Present Position)	-



Candidate No.	Name (Date of Birth)	Resume, Position and Responsibility in Our Company and Principal Concurrent Positions		Number of shares of the Company Owned
10	Kazuhiko Tokita (October 26, 1947) [Independent Officer] [Candidate for Outside Director]	April 1972	Joined Sanwa Bank, Limited, (now The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	2,150
		January 2002	Director & Executive Officer General Manager, Compliance Division, General Manager, Intellectual Property Office, UFJ Bank Limited (now The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	
		June 2002	President & CEO, Mobit Co.,LTD	
		October 2005	President, Mitsubishi UFJ Capital Co., Ltd.	
		July 2007	Chairman, Japan Venture Capital Association	
		June 2008	Chairman, Mitsubishi UFJ Capital Co., Ltd.	
		June 2009	Corporate Auditor, Sojitz Corporation	
		June 2013	Outside Director, NSD (Present Position)	

(Notes)

1. None of the candidates have any special interests in Our Company.
2. Our Company has registered Mr. Shoichi Ogawa and Mr. Kazuhiko Tokita as Independent Officers with Tokyo Stock Exchange, Inc.
3. The reasons for nominating the respective candidates for Directors are as follows:
  - (1) Mr. Yoshikazu Imajo has sufficient experience and a proven track record as the President of Our Company for the past seven (7) years. This, together with his deep insight for management, enables him to continue executing business, making decisions and supervising the activities of management appropriately.
  - (2) Mr. Hideshi Maekawa has sufficient experience and a proven track record with respect to the business execution of our Industrial Business Division. This, together with his insight for management as a Director, enables him to continue executing business, making decisions, and supervising the activities of management appropriately.
  - (3) Mr. Tatsuo Kawauchi has sufficient experience and a proven track record with respect to the business execution of our Development Management Division. This, together with his insight for management as a Director, enables him to continue executing business, making decisions, and supervising the activities of management appropriately.
  - (4) Mr. Akio Shinno has sufficient experience and a proven track record with respect to the business execution of our Financial Business Division and IT Services Business Division. This, together with his insight for management as a Director, enables him to continue executing business, making decisions, and supervising the activities of management appropriately.
  - (5) Mr. Atsuo Tomura has sufficient experience and a proven track record with respect to the business execution of our Business Development Division and the management of an affiliate company. This, together with his insight for management as a Director, enables him to continue executing business, making decisions, and supervising the activities of management appropriately.

- (6) Mr. Takashi Matsui has sufficient experience and a proven track record with respect to the business execution of our Corporate Planning Division, etc. This, together with his insight for management as a Director, enables him to continue executing business, making decisions, and supervising the activities of management appropriately.
- (7) Mr. Osamu Yamoto has sufficient experience and a proven track record with respect to the business execution of our Public & Telecommunication Business Division and Business Sales Division. This, together with his insight for management as a Director, enables him to continue executing business, making decisions and supervising the activities of management appropriately.
- (8) Mr. Satoshi Kiyota has sufficient experience and a proven track record with respect to the business execution of our Financial Business Division. This, together with his insight for management, enables him to appropriately execute business, make decisions and supervise the activities of management as a Director going forward.
- (9) Mr. Shoichi Ogawa, a candidate for Outside Director, has sufficient experience and knowledge as a member of management of financial institutions and has great insight and capability for supervision so that he can render high-quality advice on Our Company's business and management on the Board of Directors.

Mr. Shoichi Ogawa retired from the director of Senshu Ikeda Holdings, Inc. five (5) years ago. Furthermore, during the fiscal year ended March 2016, the sales from Our Company's group accounts for an extremely small portion of sales (less than 0.1%) in the consolidated sales results of Senshu Ikeda Holdings, Inc. Therefore, Our Company reasonably believes that he is suitable to appropriately perform his duty as a Director.

- (10) Mr. Kazuhiko Tokita, a candidate for Outside Director, has sufficient experience and knowledge as a member of management of a financial institution and a trading company and has deep insight and capability for supervision so that he can render high-quality advice on Our Company's business and management on the Board of Directors.

Mr. Kazuhiko Tokita retired from The Bank of Tokyo-Mitsubishi UFJ, Ltd. fourteen (14) years ago. Furthermore, during the fiscal year ended March 2016, Our Company did not have any transactions with either Mobit Co., LTD or Mitsubishi UFJ Capital Co., Ltd., for which Mr. Kazuhiko Tokita was involved in the execution of business, or Sojitz Corporation, for which Mr. Kazuhiko Tokita served as a full-time Company Auditor. Therefore, Our Company reasonably believes that he is suitable to appropriately perform his duty as a Director.

- 4. As of the close of this Ordinary General Meeting of Shareholders, Mr. Shoichi Ogawa and Mr. Kazuhiko Tokita will have held their positions for one (1) and three (3) year(s), respectively.
- 5. Our Company entered into a liability limitation agreement with Mr. Shoichi Ogawa and Mr. Kazuhiko Tokita. When Mr. Shoichi Ogawa and Mr. Kazuhiko Tokita assume a Director under this agenda item, such agreement will continue to be in effect. The summary of the contents of the agreement is pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of Our Company and the maximum amount of his potential liability will be set as the statutory amount for such purpose.

## 2. Election of One (1) Audit & Supervisory Board Member

As the term of Audit & Supervisory Board Member, Mr. Koushi Miyata will expire at the close of this Ordinary General Meeting of Shareholders. The Board proposes that one (1) Audit & Supervisory Board Member be elected. The candidate is as follows.

Audit & Supervisory Board has already approved this proposal.

Name (Date of Birth)	Resume, Position and Responsibility in Our Company and Principal Concurrent Positions	Number of shares of the Company Owned
Kiyoshi Kondo (September 19, 1954) [Newly-appointed]	April 1977    Joined Toyo Trust and Banking Company, Limited, (now Mitsubishi UFJ Trust and Banking Corporation)  April 2006    Joined NSD Executive Officer General Manager, Public Relations Department  June 2008    Director  April 2011    Director & Executive Officer General Manager, Office of President  April 2013    Director & Senior Executive Officer General Manager, Office of President In Charge of Human Resources Department, General Affairs Department Responsible for Corporate Planning Division, Accounting & Finance Department President & CEO, NRS CO., LTD. (Present Position)  April 2015    Managing Director In Charge of Office of President, Human Resources Department, General Affairs Department (Present Position)	30,620

(Notes)

1. Mr. Kiyoshi Kondo does not have any special interests with Our Company.
2. The reasons for nominating the candidate for Audit & Supervisory Board Member are as follows:  
Mr. Kiyoshi Kondo has a sufficient experience and a proven track record with respect to the business execution as an executive responsible for our management divisions and the management of an affiliate company. This, together with his insight for management, enables him to render high-quality advice on Our Company's business and management on the Board of Directors.