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(Security Code 9739)
June 6, 2019

To Shareholders:

Shoji Tada
President and Representative Director
NIPPON SYSTEMWARE CO., LTD.
31-11, Sakuragaoka-cho, Shibuya-ku, Tokyo

NOTICE OF THE 53rd ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 53rd Annual General Meeting of Shareholders (the "Meeting") of NIPPON SYSTEMWARE CO., LTD. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:00 p.m. on Tuesday, June 25, 2019, Japan time.

- 1. Date and Time:** Wednesday, June 26, 2019 at 10:00 a.m. Japan time
(reception starts at 9:00 a.m.)
- 2. Place:** B2F Saffron, IVY HALL located at
4-25, Shibuya 4-chome, Shibuya-ku, Tokyo

3. Meeting Agenda:

Matters to be reported: The Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements for the Company's 53rd Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee

Proposals to be resolved:

- Proposal 1:** Election of 5 Directors (excluding Directors who are Audit & Supervisory Committee Members)
- Proposal 2:** Election of 1 Director who is Audit & Supervisory Committee Member

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please also bring this letter of convocation to the meeting with you to save resources.
 - Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.nsw.co.jp>).

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of 5 Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all 4 Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of the Meeting. To strengthen our business management structure, we intend to increase the number of Directors by 1 and propose the election of 5 Directors (excluding Directors who are Audit & Supervisory Committee Members).

With respect to the submission of this Proposal, the Audit & Supervisory Committee has judged that each of the candidates is appropriate for the post of the Company's Director.

The candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) are as follows:

List of candidates

No.	Name	Current positions	Attendance at the Board of Directors meetings
1	[Re-election] Shoji Tada	President and Representative Director	8/8
2	[Re-election] Susumu Oota	Senior Executive Corporate Officer and Member of the Board	8/8
3	[Re-election] Seiichi Koseki	Executive Corporate Officer and Member of the Board	8/8
4	[Newly Nominated] Satoshi Nagasyou	Executive Corporate Officer	—
5	[Newly Nominated] Yuzuru Suka	Corporate Officer	—

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
1	Shoji Tada (May 14, 1969) [Re-election]	September 2002 President and Representative Director, NSW SALES CO., LTD. (presently, NSW Techno Services Co., Ltd.)	315,020
		June 2004 Member of the Board, the Company June 2006 Executive Managing Director April 2007 Member of the Board April 2008 President and Representative Director April 2009 Executive Vice President Corporate Officer and Member of the Board April 2013 President and Representative Director (to present) November 2015 President and Representative Director, NSW Techno Services Co., Ltd. [Significant concurrent positions] Senior Executive Managing Director, Nakaya Co., Ltd. President and Representative Director, Tada Corporation.	
[Reason for nomination] Mr. Shoji Tada has served as Representative Director of the Company's subsidiaries and the Company's Representative Director, demonstrating strong leadership in developing the Group. The Company nominates him as he has accumulated abundant experience and has extensive knowledge in overall management, and it was judged that his continued direction of the management would be optimal for the Company.			
2	Susumu Oota (February 27, 1956) [Re-election]	March 1978 Joined Business Computing Center Co., Ltd. (predecessor of the Company)	2,800
		April 2004 Deputy Executive General Manager, Solutions Group April 2007 Corporate Officer Executive General Manager, Embedded Technology Group April 2008 Executive Corporate Officer June 2009 Executive Corporate Officer and Member of the Board April 2010 Chairman, NSW China Co., Ltd. April 2015 Senior Executive Corporate Officer and Member of the Board, the Company (to present) Executive General Manager, IT Solutions Group April 2018 In charge of IT Solutions Group and Services Solutions Group (to present)	
[Reason for nomination] Mr. Susumu Oota assumed the position of Member of the Board in June 2009, and has extensive experience and a track record in the IT Solutions Group and Services Solutions Group, which engage in the development, construction and operation of systems for various industry sectors and data center operation. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for supervising these business sectors.			

No.	Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held
3	Seiichi Koseki (December 14, 1957) [Re-election]	March 1979	Joined Business Computing Center Co., Ltd. (predecessor of the Company)	6,300
		April 2000 April 2001 April 2007 April 2009 April 2012 April 2015 June 2015 April 2018	Deputy Executive General Manager, Hardware Group Corporate Officer Deputy Executive General Manager, System Logic Technology Group Corporate Officer Executive Corporate Officer Executive General Manager, Product Solutions Group Executive Corporate Officer and Member of the Board (to present) In charge of Product Solutions Group (to present)	
[Reason for nomination] Mr. Seiichi Koseki assumed the position of Member of the Board in June 2015, and has extensive experience and a track record in the Product Solutions Group, which engages in the development of embedded software and devices. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for supervising these business sectors.				
4	Satoshi Nagasyou (December 20, 1961) [Newly Nominated]	April 1985 April 2007	Joined the Company General Manager, Business Systems Solution Department, Solution Division	600
		December 2007 June 2008 January 2012 April 2014 April 2017 April 2018	Joined Axis Soft Co., Ltd. Director and Executive General Manager, Solutions Group Join the Company General Manager, Business Solutions Division, IT Solutions Group Corporate Officer Deputy Executive General Manager, IT Solutions Group, General Manager, Business Solutions Division Executive Corporate Officer (to present) Executive General Manager, IT Solutions Group (to present)	
[Reason for nomination] Mr. Satoshi Nagasyou assumed the position of Corporate Officer in April 2017 and Executive Corporate Officer in April 2018. He has demonstrated his strong leadership in the IT Solutions Group, which engages in the development, construction and operation of systems for various industry sectors. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for the position based on his extensive experience and a track record in these business sectors.				

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of shares of the Company held
5	Yuzuru Suka (July 28, 1963) [Newly Nominated]	<p>April 1987 Joined The Fuji Bank, Limited (presently, Mizuho Bank, Ltd.)</p> <p>February 2003 Deputy Branch Manager, Inaricho Branch</p> <p>July 2008 Branch Manager, Toride Branch</p> <p>May 2010 Deputy General Manager, Corporate Planning Department, Mizuho Information & Research Institute, Inc.</p> <p>January 2015 General Manager, Legal and Compliance Department</p> <p>December 2017 Seconded to the Company</p> <p>August 2018 Corporate Officer (to present)</p> <p> General Manager, General Affairs & Human Resources Department</p> <p>April 2019 General Manager, General Affairs & Human Resources Department, in charge of Planning Department (to present)</p>	—
<p>[Reason for nomination]</p> <p>Mr. Yuzuru Suka assumed the position of Corporate Officer in August 2018, and is in charge of the administrative divisions of the Company. The Company nominates him as a candidate for the Company's Director as it was judged that he would be well qualified for the position based on his extensive knowledge in finance, accounting and risk management accumulated through his prior experiences.</p>			

(Notes)

1. Mr. Shoji Tada is concurrently serving as Senior Executive Managing Director of Nakaya Co., Ltd., with which the Company has a transactional relationship including real estate leasing.
2. There are no special interests between the candidates except Mr. Shoji Tada and the Company.

Proposal 2: Election of 1 Director who is Audit & Supervisory Committee Member

Director who is Audit & Supervisory Committee Member, Mr. Konosuke Kashima, will resign from the position due to retirement at the conclusion of the Meeting. Accordingly, the election of 1 Director who is Audit & Supervisory Committee Member is proposed.

Director who is Audit & Supervisory Committee Member, Mr. Masayuki Masui, is nominated as a candidate substitute for Director who is Audit & Supervisory Committee Member, Mr. Konosuke Kashima. Accordingly his term of office will be the remainder of the term of office of the retiring Director who is Audit & Supervisory Committee as stipulated in the Articles of Incorporation of the Company.

The submission of this Proposal has been approved by the Audit & Supervisory Committee.

The candidate for 1 Director who is an Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, positions and responsibilities		Number of shares of the Company held
Masayuki Masui (February 4, 1954) [Newly Nominated] [Outside Director] [Independent Director]	April 1972	Joined Mitsubishi Petrochemical Co., Ltd. (presently Mitsubishi Chemical Corporation)	—
	April 2004	Transferred to Ryoka Systems Inc. (presently Mitsubishi Chemicals Systems, Inc.)	
	April 2005	Senior Manager, Sales Division 3, Sales Group	
	April 2011	Executive Officer, Deputy Chief Operation Officer, Sales Division	
	March 2015	Joined TOKAI CARBON CO., LTD. Senior General Manager, General Manager, Information System Department, Corporate Administration Division	
	March 2016	Advisor (to present) General Manager, Information System Department	
	March 2019	Information System Department (to present)	
[Reason for nomination] The Company nominates Mr. Masayuki Masui as a candidate for Director who is Audit & Supervisory Committee Member (Outside Director) due to his standpoint independent from the business executives of the Company and his extensive experience and broad insight gained through his carrier including his experience in corporate management in this industry and expecting that the Company's management may benefit from his career.			

(Notes)

1. There are no special interests between the candidate and the Company.
2. Mr. Masayuki Masui is a candidate for Member of the Board (Outside Director). The Company plans to register him as Independent Director prescribed by Tokyo Stock Exchange if he is elected as proposed.
3. If election of Mr. Masayuki Masui as Member of the Board (Outside Director) is approved, the Company will enter into agreement with him to limit his liability prescribed in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the said Act and the Articles of Incorporation of the Company. The maximum amount of liability under the agreement will be the minimum liability amount set forth by Article 425, Paragraph 1 of the said Act.