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(Stock Exchange Code 3771)

June 3, 2024

(Start date of measures for electronic provision: May 31, 2024)

To Shareholders with Voting Rights:

Hiroshi Hirayama
Representative Director and President
SYSTEM RESEARCH CO., LTD.
12, Iwatsukahontori 2-chome, Nakamura-ku,
Nagoya-shi

**NOTICE OF
THE 44TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

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

We are pleased to announce that the 44th Ordinary General Meeting of Shareholders of SYSTEM RESEARCH CO., LTD. (the “Company”) will be held for the purposes as described below.

When convening this General Meeting of Shareholders, the Company has taken steps to provide information electronically that is the content of the Reference Materials for the General Meeting of Shareholders, etc. (the matters subject to measures for electronic provision) which are posted on the following websites on the Internet. Please access either of these websites to review the said information.

(1) Company’s website

The matters subject to measures for electronic provision are posted on the following website as the “Notice of the 44th Ordinary General Meeting of Shareholders” and “Other Matters Subject to Measures for Electronic Provision (Matters Excluded From Paper-based Documents).”

<https://www.sr-net.co.jp/ir/library/?id=ir-library-en>

In addition to the above, the information is posted on the following website on the Internet.

(2) Tokyo Stock Exchange website

(Listed Company Search)

Please access the following website, search by entering the “SYSTEM RESEARCH” in the “Issue name (company name)” field or “3771” in the “Code” field and select “Basic information” on the row of the Company’s information, “Documents for public inspection/PR information” and “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” to view the information.

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do>

If you are unable to attend, you can exercise your voting rights in writing (by mail) or via the Internet so please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to measures for electronic provision and exercise your voting rights by following the Instructions for Exercising Voting Rights provided below by 6:00 p.m. on Monday, June 24, 2024, Japan time.

- 1. Date and Time:** Tuesday, June 25, 2024 at 10:00 a.m. Japan time
- 2. Place:** Conference room on the 7th floor of Corporate Headquarters, located at 12, Iwatsukahontori 2-chome, Nakamura-ku, Nagoya-shi
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company's 44th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 44th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

- Proposal 1:** Partial Amendments to the Articles of Incorporation
- Proposal 2:** Election of Five Directors (excluding Directors serving as Audit and Supervisory Committee Members)
- Proposal 3:** Election of One Director serving as Audit and Supervisory Committee Member
- Proposal 4:** Revision of the Amount of Remuneration, etc. of Directors serving as Audit and Supervisory Committee Members

4. Instructions for Exercising Voting Rights

The right to exercise voting rights at the General Meeting of Shareholders is an important right for our shareholders. We strongly encourage you to exercise your voting rights by either one of the following three methods.

If you attend the meeting in person:

Please submit the enclosed Voting Rights Exercise Form at the reception desk. For the purpose of saving resources, please bring this Notice with you when attending the meeting.

If you exercise voting rights in writing (by mail):

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it arrives by 6:00 p.m. on Monday, June 24, 2024, Japan time. If you have sent the form without indicating your vote for or against each proposal, it shall be deemed that you have voted for the proposal.

If you exercise voting rights via the internet:

Please access the voting rights exercise website designated by the Company and follow the instructions on the screen to input your vote for or against the proposals by 6:00 p.m. on Monday, June 24, 2024, Japan time.

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- ◎ The paper-based documents sent to shareholders serve as documents containing the matters subject to measures for electronic provision based on the request for paper-based delivery. In accordance with the provisions of laws and regulations as well as Article 16 of the Company's Articles of Incorporation, following items are not stated in such documents. Therefore, the paper-based documents are parts of the statements audited by the Audit and Supervisory Committee and Accounting Auditor when preparing the Audit Report.
 - Systems to Ensure the Appropriateness of Operations
 - Status of Operation of Systems to Ensure the Appropriateness of the Operations
 - Basic Policy on Corporate Control
 - Notes to the Consolidated Financial Statements
 - Notes to the Non-consolidated Financial Statements
 - ◎ In the event of revisions to the matters subject to measures for electronic provision, these shall be provided on each of the websites listed above.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

In order to strengthen the auditing function and corporate governance by increasing the number of Directors serving as Audit and Supervisory Committee Members, the number of Directors serving as Audit and Supervisory Committee Members as stipulated in Article 19 (Number of Members) of the current Articles of Incorporation shall be changed from five to seven.

2. Contents of the amendments

The contents of the amendments are as follows.

(Underlines indicate amended sections)

Current Articles of Incorporation (No. of members)	Proposed amendments (No. of members)
<p>Article 19 The number of Directors of the Company other than Directors serving as Audit and Supervisory Committee Members shall be not more than eleven.</p> <p>2. The number of Directors of the Company serving as Audit and Supervisory Committee Members shall be not more than five.</p>	<p>Article 19 The number of Directors of the Company other than Directors serving as Audit and Supervisory Committee Members shall be not more than eleven.</p> <p>2. The number of Directors of the Company serving as Audit and Supervisory Committee Members shall be not more than <u>seven</u>.</p>

Proposal 2: Election of Five Directors (excluding Directors serving as Audit and Supervisory Committee Members)

The terms of office of all six Directors (excluding Directors serving as Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of five Directors (excluding Directors serving as Audit and Supervisory Committee Members) is proposed. From the perspective of ensuring objectivity, timeliness, and transparency, the selection of each candidate has been deliberated by the Nomination and Compensation Committee that Independent Outside Directors compose more than half of the committee, and all of the candidates have been judged to be appropriate.

Besides, the Audit and Supervisory Committee expressed their opinion that all of the candidates have been judged to be appropriate.

The candidates for Directors (excluding Directors serving as Audit and Supervisory Committee Members) are as follows.

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Toshiyuki Yamada (April 12, 1949)	July 1970 Joined Computer Services Corporation (currently SCSK Corporation)	1,368,100
		March 1981 Established the Company April 2014 Appointed as Representative Director and President Appointed as Representative Director and Chairman (To the present) [Significant concurrent position] Director, Sowel Co., Ltd.	
[Reason for nomination as candidate for Director] Mr. Toshiyuki Yamada has established the foundations of the Company Group as the founder, exhibiting his superior management abilities. The Company judges that his wealth of experience, wide-ranging insights and leadership are indispensable to sustainable improvement of corporate value of the Company Group, and has thus nominated him as a candidate for Director.			
2	Hiroshi Hirayama (November 20, 1959)	August 1984 Joined the Company April 1998 General Manager, System Engineering Department June 2000 Appointed as Operating Officer February 2005 Appointed as Director July 2019 Appointed as Representative Director and President (To the present) [Significant concurrent position] Director, Sowel Co., Ltd.	58,728
		[Reason for nomination as candidate for Director] Mr. Hiroshi Hirayama has a great deal of achievements in business expansion, supervising the system development business department of the Company. The Company judges that his wealth of experience, wide-ranging insights and strong leadership are essential to the continuous promotion of business expansion in the future as well, and has thus nominated him as a candidate for Director.	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
3	Mie Umemoto (November 20, 1961)	April 1980 March 1989 April 2013 April 2016 June 2018	Joined Toho Gas Co., Ltd. Joined the Company General Manager, System Engineering 2 Department Appointed as Operating Officer In charge of System Development 1 Department and Osaka Branch Appointed as Director In charge of Industrial System Business Division (To the present)	15,100
		[Reason for nomination as candidate for Director] Ms. Mie Umemoto has a great deal of achievements in business expansion, supervising the system development business department of the Company. The Company judges that her wealth of experience, wide-ranging insights and strong leadership are essential to the continuous promotion of business expansion in the future as well, and has thus nominated her as a candidate for Director.		
4	Takafumi Watanabe (July 8, 1964)	April 1986 June 1988 April 2007 April 2013 April 2015 June 2019 April 2023	Joined Daiwa Calculation Center, Ltd. (currently Daiwa Systems-Create, Ltd.) Joined the Company General Manager, System Engineering 2 Department General Manager, Tokyo Branch Appointed as Operating Officer In charge of Tokyo Branch and ilii Solution Department Appointed as Director Appointed as Director In charge of Tokyo 1st System Business Division (To the present)	16,400
		[Reason for nomination as candidate for Director] Mr. Takafumi Watanabe has a great deal of achievements in business expansion, supervising the system development business department of the Company. The Company judges that his wealth of experience, wide-ranging insights and strong leadership are essential to the continuous promotion of business expansion in the future as well, and has thus nominated him as a candidate for Director.		
5	Kazutomo Isozumi (September 16, 1972)	April 1995 April 2013 April 2018 January 2022 June 2023	Joined the Company General Manager, System Development 3 Department Operating Officer and Division Manager, Automotive System Business Division Operating Officer and Manager, Manufacturing System Business Division Appointed as Director In charge of Manufacturing System Business Division (To the present)	12,500
		[Reason for nomination as candidate for Director] Mr. Kazutomo Isozumi has a great deal of achievements in business expansion, supervising the system development business department of the Company. The Company judges that his wealth of experience, wide-ranging insights and strong leadership are essential to the continuous promotion of business expansion in the future as well, and has thus nominated him as a candidate for Director.		

(Notes) 1. There are no special interests between any of the candidates and the Company.

2. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement covers damages that may arise due to insured persons assuming liability for the execution of their duties, or receiving a claim for the pursuit of such liability. The candidates will be included as insured persons under the insurance policy. The Company plans to renew this insurance policy with the same contents in September 2024.

3. The number of shares of the Company held by the candidate is the number of shares as of the end of the current fiscal year (March 31, 2024) before the share split implemented on April 1, 2024.

Proposal 3: Election of One Director serving as Audit and Supervisory Committee Member

As a condition of the approval and authorization of Proposal 1, Partial Amendments to the Articles of Incorporation, with the increase of one Director to further enhance the auditing system, the election of one additional Director serving as Audit and Supervisory Committee Member is proposed.

Furthermore, the Audit and Supervisory Committee has given its approval to this proposal in advance.

The candidate for Director serving as Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
Fumitaka Torii (January 9, 1958) (New)	October 2005 Joined Parer. General Manager, Finance Department and General Manager, Corporate Planning Office December 2008 Joined the Company Appointed as Senior Manager, Accounting Department April 2015 Operating Officer Appointed as General Manager, Accounting Department April 2018 Operating Officer Appointed as General Manager, Public Relations Office October 2021 Operating Officer Appointed as General Manager, Accounting Department April 2024 Fixed-term employee In charge of M&A	2,500
Reason for nomination as candidate for Director serving as Audit and Supervisory Committee Member Mr. Fumitaka Torii has a wealth of experience and wide-ranging insights in the Company’s business through his practice in the accounting department and public relations department of the Company. The Company judges that he is capable of appropriately performing his duties of Director serving as Audit and Supervisory Committee Member, and has thus nominated him as a candidate for Director serving as Audit and Supervisory Committee Member.		

(Notes)

1. There are no special interests between Mr. Fumitaka Torii and the Company.
2. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement covers damages that may arise due to insured persons assuming liability for the execution of their duties, or receiving a claim for the pursuit of such liability. The candidate will be included as an insured person under the insurance policy. The Company plans to renew this insurance policy with the same contents in September 2024.
3. If Mr. Fumitaka Torii takes office as Director serving as Audit and Supervisory Committee Member, the Company intends to enter into an agreement with him to limit his liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the same Act. The maximum amount of liability for damages pursuant to the said agreement shall be the minimum amount as stipulated in Article 425, Paragraph 1 of the Companies Act.
4. The number of shares of the Company held by the candidate is the number of shares as of the end of the current fiscal year (March 31, 2024) before the share split implemented on April 1, 2024.

Proposal 4: Revision of the Amount of Remuneration, etc. of Directors serving as Audit and Supervisory Committee Members

The Company has resolved at the Ordinary General Meeting of Shareholders held on June 26, 2019 that the maximum amount of remuneration for Directors serving as Audit and Supervisory Committee Members shall not exceed 50,000,000 yen per year. The Company has once again reviewed the remuneration limit for Directors serving as Audit and Supervisory Committee Members, and in light of recent trends in the Company's business performance and the level of remuneration for directors at other companies in the industry, we propose to revise the maximum amount to an annual amount not exceeding 70,000,000 yen.

Currently, there are five Directors (including four Outside Directors) serving as Audit and Supervisory Committee Members, and if Proposal 1, Partial Amendments to the Articles of Incorporation, and Proposal 3, Election of One Director serving as Audit and Supervisory Committee Member, are approved as originally proposed, there will be six Directors (including four Outside Directors) serving as Audit and Supervisory Committee Members.

[Reference]

Director Skill Matrix

The expected fields for each Director to realize sustainable growth of the Group are defined as following six fields: 1. Corporate Management, 2. Finance and Accounting, 3. Legal Affairs and Risk Management, 4. HR, 5. Information Technology and Digital Transformation Technology, 6. Sales and Marketing. Each Director is properly placed based on each skill, which are listed below.

Name	Positions at the Company	Corporate Management	Finance, Accounting	Legal Affairs, Risk Management	HR*	Information Technology, Digital Transformation Technology	Sales, Marketing
Toshiyuki Yamada	Representative Director and Chairman	•	•	•			
Hiroshi Hirayama	Representative Director and President	•	•		•		
Mie Umemoto	Director				•	•	•
Takafumi Watanabe	Director				•	•	•
Kazutomo Isozumi	Director				•	•	•
Miyoko Ueda	Director, Audit and Supervisory Committee Member		•	•			
Fumitaka Torii	Director, Audit and Supervisory Committee Member		•				
Satoru Yasui	Director, Audit and Supervisory Committee Member	Outside, Independent	•	•			
Yasuyuki Koshikawa	Director, Audit and Supervisory Committee Member	Outside, Independent	•	•	•		
Hitoshi Suzuki	Director, Audit and Supervisory Committee Member	Outside, Independent	•	•			
Harumi Suzuki	Director, Audit and Supervisory Committee Member	Outside, Independent		•			

(Notes)

The expected fields for each Director are limited to three fields.

The list above shows only the typical knowledge and experiences instead of all the skills which Directors have.

*HR is short for “Human Resources,” and refers to skills related to the entire Human Resources.