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(Stock Exchange Code 8157)  
June 4, 2021

To Our Shareholders

Isao Emori  
Representative Director and  
President  
TSUZUKI DENKI CO., LTD.  
6-19-15 Shinbashi, Minato-ku, Tokyo

### Notice of the 81st Annual General Meeting of Shareholders

You are hereby notified that the 81st Annual General Meeting of Shareholders of TSUZUKI DENKI CO., LTD. (the “Company”) 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 using the enclosed Voting Rights Exercise Form or via the Internet by no later than 5:00 p.m. on Thursday, June 24, 2021 Japan time.

- 1. Date and Time:** Friday, June 25, 2021 at 10:00 a.m. Japan time
- 2. Place:** Tokyo Art Club Building, Third Floor, 6-19-15 Shinbashi, Minato-ku, Tokyo  
(The venue has been changed from the tenth floor of Tokyo Art Club Building, where the Company’s headquarters conference room is located, in the previous year to the third floor. Please note that the entrance to the building is different from the one used in the previous year.)
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. Business Report and Consolidated Financial Statements for the Company’s 81st Fiscal Year (April 1, 2020 – March 31, 2021) and results of audits by the Accounting Auditor and the Board of Statutory Auditors of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company’s 81st Fiscal Year (April 1, 2020 – March 31, 2021)

**Proposals to be resolved:**

**Proposal:** Election of 12 Directors

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Notes:

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Of the documents attached to the Notice of the 81st Annual General Meeting of Shareholders, the “Notes to Consolidated Financial Statements” and “Notes to Non-consolidated Financial Statements” are posted on the Company’s website (<https://www.tsuzuki.co.jp/ir/stock/meeting.html>) in accordance with the provisions of laws and regulations as well as Article 16 of the Company’s Articles of Incorporation, and are therefore not provided in the documents attached to this Notice.
- The Consolidated Financial Statements and Non-consolidated Financial Statements included in the documents attached to the Notice of the 81st Annual General Meeting of Shareholders are a part of the Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Accounting Auditor when preparing the audit reports.
- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Consolidated Financial Statements, or Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company’s website (<https://www.tsuzuki.co.jp/ir/stock/meeting.html>).

- Exercising voting rights by proxy:  
If exercising voting rights by a proxy who is also a shareholder with voting rights exercisable at this General Meeting of Shareholders, the proxy should submit your Voting Rights Exercise Form and a document certifying authority as proxy in addition to the proxy's Voting Rights Exercise Form to the reception desk on the day of the meeting.
- Please be advised that we will be dressed in light attire on the day of the meeting.

## **Guide to Exercising Voting Rights**

### **1. If attending the General Meeting of Shareholders**

#### Voting at General Meeting of Shareholders

Please bring the enclosed Voting Rights Exercise Form to the meeting, and submit it at the reception desk.

Meeting date and time: Friday, June 25, 2021 at 10:00 a.m. Japan time

### **2. If not attending the General Meeting of Shareholders**

#### Voting in writing

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form, and return the form to the Company so that your vote is received by 5:00 p.m. on Thursday, June 24, 2021 Japan time.

#### Voting via the Internet, etc.

Please access the voting rights exercise website (<https://evote.tr.mufg.jp/>), and register your vote for or against the proposals by 5:00 p.m. on Thursday, June 24, 2021 Japan time.

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#### Multiple exercises of voting rights

- 1) In the event that any shareholder exercises voting rights in duplicate in written form and through the Internet, etc., the exercise of voting rights through the Internet will supersede as the effective exercise of the voting rights.
  - 2) If any voting right is exercised more than once via the Internet, etc., the latest exercise will be upheld as the valid exercise of the voting right.
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## Exercise of Voting Rights via the Internet

If you exercise your voting rights via the Internet, please confirm the following matters before exercising your voting rights.

**Votes must be submitted by 5:00 p.m. on Thursday, June 24, 2021 Japan time.**

\* However, votes cannot be accepted between 2:00 a.m. and 5:00 a.m. every day.

### 1. Log in by scanning QR code

Log in to the voting rights exercise website without having to enter the login ID and temporary password printed on the Voting Rights Exercise Form.

Step 1: Scan the QR code printed on the right side of the attachment to the Voting Rights Exercise Form.

\* QR code is a registered trademark of Denso Wave Inc.

Step 2: Follow the on-screen instructions, and register your vote for or against the proposals.

Please refer to the enclosed leaflet for more information.

Note that the QR code can only be used to log in one time. If you wish to change your vote after having exercised it, please follow the instructions to log in with your login ID and temporary password below.

\* Internet connection fees, telecommunication charges, and other fees incurred by accessing the voting rights exercise website shall be borne by the shareholder.

### 2. Log in with login ID and temporary password

Voting rights exercise website: <https://evote.tr.mufg.jp/>

Step 1: Access the voting rights exercise website.

Step 2: Enter your login ID and temporary password printed on the Voting Rights Exercise Form

Step 3: Register a new password

Step 4: Follow the on-screen instructions, and register your vote for or against the proposals.

System-related inquiries:

Stock Transfer Agency Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation

Tel: 0120-173-027 (toll free); business hours: 9:00 a.m. to 9:00 p.m.

# Reference Documents for the General Meeting of Shareholders

## Proposal 1: Election of 12 Directors

The terms of office of all 12 Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of 12 Directors.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
1	<p>Isao Emori (January 27, 1959)</p> <p>[Reappointment]</p> <p>Tenure as Director 12 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2020 100%</p>	<p>April 1981      Joined the Company</p> <p>April 2000      Manager in charge of Welfare Business Project</p> <p>April 2008      Administrative Officer</p> <p>June 2009      Director</p> <p>April 2010      Managing Director</p> <p>February 2012   Director and Managing Executive Officer</p> <p>April 2015      Director and Senior Managing Executive Officer</p> <p>April 2017      Representative Director, President and CEO (current position)</p>	38,337
	<p>Reason for nomination as candidate for Director:</p> <p>Mr. Isao Emori has four years of experience as Representative Director and President. The Company believes that he is the most appropriate person to serve as a management leader who can promote and drive the growth strategy of the Company in a rapidly changing ICT industry. Therefore, the Company proposes his continued election as Director.</p> <p>He is scheduled to be continuously appointed as Representative Director and President by the Board of Directors if his election as Director is approved.</p>		
2	<p>Kazunori Yoshii (September 25, 1957)</p> <p>[Reappointment]</p> <p>Tenure as Director 16 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2020 100%</p>	<p>April 1981      Joined the Company</p> <p>November 2000   Accounting Department Manager</p> <p>April 2004      Administrative Officer</p> <p>June 2005      Director</p> <p>April 2010      Managing Director</p> <p>February 2012   Director and Managing Executive Officer</p> <p>April 2015      Director and Senior Managing Executive Officer</p> <p>April 2019      Director and Executive Vice President</p> <p>June 2019      Representative Director and Executive Vice President (current position)</p>	46,672
	<p>Reason for nomination as candidate for Director:</p> <p>Mr. Kazunori Yoshii has many years of experience in the Company's accounting division, and after being appointed as an Executive Officer, he has been in charge of the administration division and has promoted the development of internal control systems of the overall TSUZUKI Group. Given his experience in these areas, the Company believes that he is qualified to assume a role in leading discussions at the Board of Directors meetings from the perspective of compliance, risk management, and internal control. Therefore, the Company proposes his continued election as Director. He is scheduled to be appointed as Representative Director and Vice President by the Board of Directors if his election as Director is approved.</p>		

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
3	<p><b>Masato Tozawa</b> (June 1, 1957)</p> <p>[Reappointment]</p> <p>Tenure as Director 9 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2020 100%</p>	<p>April 1981      Joined FUJITSU LIMITED</p> <p>April 1999      Manager of Sales Support Department, West Japan Sales Unit</p> <p>November 2001 General Manager of Software Service Planning Department, Marketing Unit</p> <p>June 2007      Director, Fujitsu Business System Limited (currently FUJITSU JAPAN LIMITED)</p> <p>June 2008      Vice Head of President Office, FUJITSU LIMITED</p> <p>June 2010      Head of Solution Business Planning Office</p> <p>August 2011    Advisor, the Company</p> <p>February 2012 Managing Executive Officer</p> <p>June 2012      Director and Managing Executive Officer</p> <p>April 2021      Director and Managing Executive Officer, General Manager of Embedded Solutions Unit, in charge of Electronic Devices Division (current position)</p>	16,720
<p>Reason for nomination as candidate for Director: Mr. Masato Tozawa has many years of experience in the Company's management strategy division and has broad knowledge in corporate management. The Company believes that he is qualified to assume a role in leading discussions at the Board of Directors meetings from the perspective of promoting enhancement of business platforms and technology platforms that are common to all business domains of the Company. Therefore, the Company proposes his continued election as Director.</p>			
4	<p><b>Katsuyuki Yoshida</b> (July 27, 1962)</p> <p>[Reappointment]</p> <p>Tenure as Director 3 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2020 100%</p>	<p>March 1984    Joined the Company</p> <p>April 2003      Third Sales Department Manager of Distribution Sales Division</p> <p>April 2009      Administrative Officer, General Manager of Distribution Sales Division, Fourth Sales Department Manager, Sales Promotion Department Manager</p> <p>June 2012      Executive Officer, Vice Head of Information Sales Unit, General Manager of Second Distribution Sales Division, Cloud Computing Promotion Office</p> <p>April 2016      Managing Executive Officer</p> <p>June 2018      Director and Managing Executive Officer</p> <p>April 2020      Director and Managing Executive Officer, General Manager of Solution Business Unit (current position)</p>	5,013
<p>Reason for nomination as candidate for Director: Mr. Katsuyuki Yoshida has experience as Executive Officer in the information network solution services division, and as a Managing Executive Officer in the West Japan Unit since 2016. He has successfully concluded many large-scale business negotiations and demonstrated strong leadership. The Company believes that he is qualified to assume a role in further developing the information network solution services division that is positioned as the Company's core business. Therefore, the Company proposes his continued election as Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
5	<b>Kazuhisa Oyama</b> (February 24, 1960)  [Reappointment]  Tenure as Director 5 years  Attendance rate of the Board of Directors meetings in fiscal 2020 100%	April 1984      Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.) July 2010      Administrative Officer May 2012      Corporate Business Department Manager June 2013      Executive Officer, the Company June 2016      Director and Executive Officer April 2021      Director and Managing Executive Officer, General Manager of Corporate Administration Unit (current position)	9,230
		Reason for nomination as candidate for Director: Mr. Kazuhisa Oyama has been in charge of the internal control promotion office, the business promotion division, the general affairs and human resources division, and the finance and accounting division since April 2020, and has served as the General Manager of the Corporate Administration Unit since April 2021. He is promoting and implementing a reinforcement of management foundations, which is a key initiative in the Company's medium-term business plan. The Company believes that he is qualified to assume a role in a wide range of fields based on his track record of leveraging his many years of experience in banking business in areas such as capital policy. Therefore, the Company proposes his continued election as Director.	
6	<b>Toshihiro Hirai</b> (June 14, 1962)  [Reappointment]  Tenure as Director 3 years  Attendance rate of the Board of Directors meetings in fiscal 2020 100%	April 1985      Joined the Company April 2004      Second Sales Department Manager of Network Solution Sales Division April 2009      Administrative Officer, Management Planning Office Manager June 2012      Executive Officer June 2018      Director and Executive Officer April 2021      Director and Managing Executive Officer, in charge of Corporate Planning Division (current position)	16,172
		Reason for nomination as candidate for Director: Mr. Toshihiro Hirai has many years of experience in the Company's management planning division, and has broad knowledge and experience in corporate management. The Company believes that he is qualified to assume a role in overseeing the Company's medium-term business plan, business strategy, and public relations & investor relations activities, and in strengthening management strategy. Therefore, the Company proposes his continued election as Director.	

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
7	<p>Yuji Nishimura (August 20, 1959)</p> <p>[Reappointment]</p> <p>Tenure as Director 2 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2020 100%</p>	<p>April 1978      Joined Japanese National Railways (currently WEST JAPAN RAILWAY COMPANY)</p> <p>April 1987      Joined FUJITSU LIMITED</p> <p>October 2002    Project Manager, West Japan System Department, Solution Business Unit (in charge of Docomo ALADIN &amp; Mobile Carrier West Japan)</p> <p>June 2012       Social Infrastructure System Business Unit SVP (in charge of Special Project)</p> <p>December 2014   Administrative Officer, the Company</p> <p>April 2016       Executive Officer</p> <p>June 2019       Director and Executive Officer</p> <p>April 2021       Director and Managing Executive Officer, General Manager of Services &amp; Support Unit (in charge of Services &amp; Support Unit, Information Systems Department, and Assurance Department) (current position)</p>	3,373
<p>Reason for nomination as candidate for Director: Mr. Yuji Nishimura has demonstrated strong leadership in quality improvement in upstream processes of projects in the assurance division and development of new technologies. The Company believes that he is qualified to assume a role in the promotion of data-driven businesses, which is a key initiative in the Company's medium-term business plan, by creating digital transformation (DX) businesses tailored to different industries and by promoting innovative businesses. Therefore, the Company proposes his continued election as Director.</p>			
8	<p>Hidetoshi Takinaka (April 24, 1958)</p> <p>[Reappointment] [External Director]</p> <p>Tenure as Director 1 year</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2020 100%</p>	<p>April 1982      Joined ASO CORPORATION</p> <p>November 1999   General Manager, Hospital Consulting Division</p> <p>June 2005       Director, General Manager, Hospital Consulting Division</p> <p>April 2008       Director, Deputy General Manager, Medical Business Division, General Manager, Hospital Consulting Division</p> <p>June 2009       Director, Member of Group Management Committee, Deputy General Manager, Medical Business Division, General Manager, Hospital Consulting Division</p> <p>October 2009    Director, Member of Group Management Committee, Deputy General Manager, Medical Business Division</p> <p>June 2012       Managing Director, Member of Group Management Committee, Deputy General Manager, Medical Business Division</p> <p>November 2012   President and CEO, Aso Information System Co., Ltd. (current position)</p> <p>June 2016       Senior Managing Director, ASO CORPORATION, Member of Group Management Committee, Deputy General Manager, Medical Business Division</p> <p>June 2018       Senior Managing Director, Member of Group Management Committee, General Manager, Medical Business Division (current position)</p> <p>January 2020    Advisor, the Company</p> <p>June 2020       External Director (current position)</p> <p>[Significant concurrent positions] President and CEO, Aso Information System Co., Ltd. Senior Managing Director, ASO CORPORATION</p>	0
<p>Reason for nomination as candidate for External Director and expected role: Mr. Hidetoshi Takinaka has profound insights on industries related to medical and nursing care acquired through abundant experience and a track record as President and CEO of a company. The Company expects him to provide oversight and advice in the Company's challenges toward new growth fields and domains in the future. Therefore, the Company proposes his continued election as External Director.</p>			



No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
9	<p><b>Makoto Omori</b> (September 15, 1961)</p> <p>[Reappointment] [External Director]</p> <p>Tenure as Director 1 year</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2020 100%</p>	<p>April 1984    Joined FUJITSU LIMITED</p> <p>June 2002    Manager of Product Planning, Software Services Planning Department, Marketing Unit</p> <p>April 2010    General Manager of Sales Department, Mizuho Corporate Business Unit (in charge of Next Generation Systems)</p> <p>April 2017    Head of First Financial Business Division</p> <p>April 2018    Corporate Executive Officer, Head of First Financial Business Division at Sales, Financial Services &amp; Social Infrastructure Sales Group</p> <p>January 2019   Administrative Officer, Head of First Financial Business Division at Sales, Financial Services &amp; Social Infrastructure Sales Group</p> <p>April 2019    Administrative Officer, Head of Social Infrastructure Business Division at Sales, Financial Services &amp; Social Infrastructure Sales Group, (current position)</p> <p>April 2020    Administrative Officer, Vice President of Public and Social Infrastructure Group for Japan Region (current position)</p> <p>June 2020    External Director, the Company (current position)</p> <p>[Significant concurrent positions] Administrative Officer, FUJITSU LIMITED</p>	0
<p>Reason for nomination as candidate for External Director and expected role: Mr. Makoto Omori has abundant experience and an extensive track record in the system integration business as General Manager of an operating corporation. The Company expects him to contribute to swift and bold decision-making by management in addition to oversight functions, and to provide advice from the perspective of shareholders and investors from an objective position, independent of the executive management of the Company. Therefore, the Company proposes his continued election as External Director.</p>			
10	<p><b>Toshihiro Murashima</b> (April 2, 1957)</p> <p>[Reappointment] [External Director]</p> <p>Tenure as Director 4 years</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2020 92.3%</p>	<p>April 1996    Registered as attorney (Dai-Ichi Tokyo Bar Association) Joined Aoyama Chuo Law Office</p> <p>April 1999    Partner</p> <p>April 2001    Established Murashima Hozumi Law Office Partner (current position)</p> <p>June 2006    External Director, NIFTY Corporation</p> <p>June 2011    External Statutory Auditor, the Company</p> <p>June 2017    External Director (current position)</p> <p>[Significant concurrent positions] Partner, Murashima Hozumi Law Office</p>	3,773
<p>Reason for nomination as candidate for External Director and expected role: Although Mr. Toshihiro Murashima has never been directly involved in corporate management, he has expertise as an attorney, and as Statutory Auditor of the Company for many years and Chairman of the Nomination and Compensation Committee, he has profound insights on the qualities of candidates for officers and their appropriate compensations, which are core issues of corporate governance of the Company. The Company expects him to contribute to rapid and bold decision-making by management in the future from an objective position, independent of the executive management of the Company. Therefore, the Company proposes his continued election as External Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
11	<p data-bbox="220 412 373 472">Kunio Matsui (July 23, 1957)</p> <p data-bbox="189 501 403 577">[Reappointment] [External Auditor] [Independent Officer]</p> <p data-bbox="204 607 389 667">Tenure as Director 2 years</p> <p data-bbox="172 689 421 786">Attendance rate of the Board of Directors meetings in fiscal 2020 100%</p>	<p data-bbox="448 259 1230 320">April 1980    Joined FUJITSU LABORATORIES LTD. (currently FUJITSU LIMITED)</p> <p data-bbox="448 327 1158 349">February 2000    Manager of Document Processing Research Department</p> <p data-bbox="448 360 1098 383">April 2006    Director, Information Processing Society of Japan</p> <p data-bbox="448 394 1126 416">April 2007    Vice President, Fujitsu Laboratories of America, Inc.</p> <p data-bbox="448 427 1230 488">April 2009    Chief Researcher of Software &amp; Solution Laboratory, FUJITSU LABORATORIES LTD. (currently FUJITSU LIMITED)</p> <p data-bbox="448 499 1161 521">July 2009    Technology Administrative Officer, NIFTY Corporation</p> <p data-bbox="448 533 1198 613">July 2014    Member of Program Meeting Committee established for “Enhancement of Resilient Disaster Prevention and Disaster Reduction Function” Challenge of Cabinet Office SIP</p> <p data-bbox="448 624 1171 685">November 2014    Concurrently served as Head of New Business Promotion Office, NIFTY Corporation</p> <p data-bbox="448 696 1257 757">April 2015    Concurrently served as Specially Appointed Professor of Graduate School of Science and Technology, Shizuoka University</p> <p data-bbox="448 768 1289 806">February 2017    Professor, Department of Information and Computer Science, College of Engineering, Kanazawa Institute of Technology (current position)</p> <p data-bbox="448 817 1098 840">June 2019    External Director, the Company (current position)</p> <p data-bbox="448 851 775 873">[Significant concurrent positions]</p> <p data-bbox="448 884 1283 945">Professor, Department of Information and Computer Science, College of Engineering, Kanazawa Institute of Technology</p>	0
<p data-bbox="193 954 932 976">Reason for nomination as candidate for External Director and expected role:</p> <p data-bbox="193 981 1481 1140">Although Mr. Kunio Matsui has never been directly involved in corporate management, he has abundant experience at FUJITSU LABORATORIES LTD. and NIFTY Corporation and currently as a professor in the Department of Information and Computer Science, College of Engineering, Kanazawa Institute of Technology, and possesses profound insights on the information network solution business. The Company expects him to contribute to rapid and bold decision-making by management from a diversified perspective by drawing on his experience and from an objective position, independent of the executive management of the Company. Therefore, the Company proposes his continued election as External Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibility in the Company, and significant concurrent positions	Number of Company shares held
12	<p>Noriyuki Moriyama (June 20, 1947)</p> <p>[New Appointment] [External Director] [Independent Officer]</p> <p>Tenure as Director 1 year</p> <p>Attendance rate of the Board of Directors meetings in fiscal 2020 100%</p>	<p>April 1973    Joined Second Department of Surgery, Chiba University School of Medicine</p> <p>April 1986    Visiting Doctor, Mayo Clinic, US</p> <p>April 1987    Chief, Department of Diagnostic Radiology, National Cancer Center</p> <p>July 1992    Head, Department of Radiology, National Cancer Center Hospital East</p> <p>April 1998    Head, Department of Diagnostic Radiology, National Cancer Center Hospital</p> <p>January 2004    Director, Research Center for Cancer Prevention and Screening, National Cancer Center</p> <p>April 2010    Director, Research Center for Cancer Prevention and Screening, National Cancer Center (Independent Administrative Institution)</p> <p>April 2013    Senior Executive Officer and Managing Director, Medical Corporation Midtown Medicine Co., Ltd. Director, Health Screening Center, Tokyo Midtown Medicine Co., Ltd.</p> <p>April 2016    Chairman, Shinkokai medical corporation (current position) Director, Medical Corporation Midtown Medicine Co., Ltd. (current position)</p> <p>August 2016    Director, Grand HIMEDIC Club (HIMEDIC, Inc.) (current position)</p> <p>June 2020    External Director, the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>Chairman, Shinkokai medical corporation Director, Medical Corporation Midtown Medicine Co., Ltd. Director, HIMEDIC, Inc.</p>	0
<p>Reason for nomination as candidate for External Director and expected role:</p> <p>Based on Mr. Noriyuki Moriyama's achievements accumulated over many years at the National Cancer Center and his achievements in fields such as research of future advanced technology AI, the Company expects him to contribute to initiatives in the Company's health care business and its health management (which is part of the Company's management policy), as well as to swift and bold decision-making by management based on viewpoints and insights different from the Company's from an objective position, independent of the executive management of the Company. Therefore, the Company proposes his continued election as External Director.</p>			

Notes:

1. Mr. Hidetoshi Takinaka serves concurrently as President and CEO of Aso Information System Co., Ltd. and Senior Managing Director of ASO CORPORATION. The Company has entered into a capital and business alliance agreement with ASO CORPORATION, the parent company of Aso Information System Co., Ltd.
2. Mr. Makoto Omori serves concurrently as Director and a department head of FUJITSU LIMITED, with which the Company has business transactions including product sales.
3. Mr. Toshihiro Murashima serves as representative of Murashima Hozumi Law Office, with which the Company has entered into an advisory agreement. There is no special interest between the candidate and the Company.
4. Excluding Mr. Hidetoshi Takinaka, Mr. Makoto Omori, and Mr. Toshihiro Murashima, there are no special interests between each candidate and the Company.
5. Mr. Makoto Omori serves concurrently as an executive of FUJITSU LIMITED, which is a specified associated service provider of the Company, and receives remuneration from FUJITSU LIMITED as Director and a department head of the company.
6. Mr. Kunio Matsui and Mr. Noriyuki Moriyama are candidates for independent officer stipulated by the Tokyo Stock Exchange.
7. The Company has entered into a limited liability agreement with Mr. Toshihiro Murashima and Mr. Kunio Matsui, which provides that the maximum amount of liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act shall be the total amount of the amounts stipulated in each Item under Article 425, Paragraph 1 of the Companies Act, provided that they have performed their duties in good faith and in absence of gross negligence. Furthermore, if this proposal is approved and Mr. Toshihiro Murashima and Mr. Kunio Matsui are reelected, the Company plans to continue the above limited liability agreement.
8. The Company has entered into a directors and officers liability insurance agreement with an insurance company that names the internal director candidates as the insured parties. The insurance agreement covers damages that may be incurred by the insured parties as a result of the responsibilities assumed in the execution of their duties, or any liability claims made against them in connection with those responsibilities. Furthermore, if this proposal is approved and the internal director candidates are reelected, they will be included as the insured parties in the above insurance agreement.
9. The tenure as Director of each candidate is as of the conclusion of this General Meeting of Shareholders.