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Securities code: 3316

May 31, 2023

(Date of commencement of electronic provision measures: May 24, 2023)

To Shareholders with Voting Rights:

Kojiro Yoshimaru
Representative Director and
President
TOKYO NISSAN COMPUTER
SYSTEM CO., LTD.
1-19-19 Ebisu, Shibuya-ku, Tokyo,
Japan

**NOTICE OF
THE 35TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 35th Annual General Meeting of Shareholders of TOKYO NISSAN COMPUTER SYSTEM CO., LTD. (the “Company”) will be held as described below.

When convening this Annual General Meeting of Shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and posted the matters subject to the electronic provision measures on the website below.

The Company website: <https://www.tcs-net.co.jp/ir/news/> (Japanese only)

In addition to the above, we have posted the matters also on the website below.

The Tokyo Stock Exchange website:

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

Please access the website above, and then enter the Company’s name or securities code (3316), and click on “Search,” “Basic information,” and “Documents for public inspection/PR information” in this order to find the information.

As for the venue of the General Meeting of Shareholders, placing top priority on shareholders’ safety, we have decided to use the same venue as last year, which is wide enough to ensure social distance to prevent the spread of the COVID-19. In addition, as the General Meeting of Shareholders will be live-streamed on the internet to enable shareholders to view the meeting at home or other places, we will accept questions on the meeting agenda in advance.

For more details, please refer to “Guide to the Live-streamed General Meeting of Shareholders via the Internet” on page 4 to 5, as well as “Reception of Questions via the Internet in Advance” on page 6 of the notice in Japanese.

As with the last year, no souvenirs will be distributed to the attendants.

Instead of attending the meeting in person, you may exercise your voting rights in writing. Please review the Reference Documents for General Meeting of Shareholders included in the matters subject to the electronic provision measures, indicate your approval or disapproval of each proposal on the enclosed Voting Rights Exercise Form, and return it so that it can reach us no later than 6:00 p.m. on Wednesday, June 14, 2023, Japan Standard Time.

- 1. Date and Time:** Thursday, June 15, 2023 at 10:00 a.m. Japan Standard Time
(Reception is scheduled to start at 9:30 a.m. Japan Standard Time.)
- 2. Place:** SHIBUYA SOLASTA CONFERENCE, 4F, SHIBUYA SOLASTA, 1-21-1
Dogenzaka, Shibuya-ku, Tokyo
(Please see “Access to the Venue of the General Meeting of Shareholders” at
the end of this document [available only in Japanese]).
- 3. Meeting Agenda:**
Matters to be reported: The Business Report and Non-consolidated Financial Statements for the
Company’s 35th Fiscal Year (April 1, 2022 - March 31, 2023)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Seven (7) Directors
 - Proposal 3:** Election of One (1) Audit & Supervisory Board Member

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- When attending the General Meeting of Shareholders, please submit the Voting Rights Exercise Form at the reception.
 - If no indication of approval or disapproval is provided for each proposal on the Voting Rights Exercise Form, it will be treated as if you have indicated your approval of the proposal.
 - You may exercise your voting rights only by proxy by delegating your voting rights to one shareholder who holds a voting right.
 - Please bring this Notice of Convocation with you to save paper resources.
 - Documents attached to this notice also function as documents stating the matters subject to the electronic provision measures to be delivered upon request for delivery of documents. The following matters are excluded from these documents in accordance with laws and regulations and Article 15 of the Articles of Incorporation of the Company. Accordingly, documents that are sent to our shareholders constitute only part of the documents audited by Audit & Supervisory Board Members and the Accounting Auditor in the course of preparing audit reports.
 - “5. The Systems to Ensure Appropriate Operations” and “6. Overview of the Implementation Status of Systems to Ensure Appropriate Operations” in the Business Report
 - Notes to Non-consolidated Financial StatementsPlease note that the page and section numbers and the reference pages included in the hard copy that has been sent to you are the same as those in the matters subject to the electronic provision measures.
 - Due to changes in the government’s basic policy for dealing with the COVID-19, the wearing of masks is now left to the discretion of individuals. In order to avoid the risk of infection, we keep wide distance between seats. Shareholders attending this Annual General Meeting of Shareholders are kindly asked to decide whether or not to wear a mask, taking into consideration their physical condition and the risk of infection.
 - The wearing of masks by the employees of the Company and operation staff who attend the meeting is also left at their discretion. We appreciate your understanding in advance.
 - Should any amendments be made to the matters subject to the electronic provision measures, such amendments shall be publicly announced on each website on which the matters are posted.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company proposes the following payment.

Matters regarding year-end dividend

The Company regards returning appropriate profits to shareholders as one of our top priority issues.

With the basic policy of distributing dividends according to business results based on the annual payout ratio of 30%, the Company intends to return profits to shareholders, taking into account the enhancement of internal reserve required for ensuring stable corporate growth and responding to changes in management environment in the future. In anticipation of strengthening business infrastructures and expanding business in the future, the internal reserve will be managed in such a way as to be beneficial for providing higher quality services, investing in managing aging systems for internal use, as well as building of a verification environment and professional human resource development, etc. for accommodating new technologies.

In accordance with such basic policy, considering trend of business results in the fiscal year under review and future business conditions, the Company will propose the year-end dividend for the fiscal year under review as follows:

(1) Type of dividend property

Cash

(2) Distribution of dividend property, and the total amount thereof

The year-end dividend for the fiscal year under review is proposed to be:

¥20 per share of common stock of the Company.

The total amount of dividend is ¥ 125,795,700.

(3) Effective date of distribution of surplus

June 16, 2023

Proposal 2: Election of Seven (7) Directors

The terms of office of present seven (7) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Kojiro Yoshimaru (December 20, 1958)	April 1981 Joined Tokyo Nissan Auto Sales Co., Ltd. June 2002 Director, the Company June 2004 Managing Director June 2005 Senior Managing Director April 2007 Representative Director and Senior Managing Director June 2009 Representative Director, Senior Managing Director, and General Manager of Sales Headquarters June 2011 Senior Managing Director and General Manager of Sales Headquarters April 2013 Senior Managing Director and General Manager of Services Headquarters June 2013 Representative Director and President (current position)	54,100

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Hiroyuki Sato (March 28, 1961)	<p>April 1984 Joined Tokyo Nissan Auto Sales Co., Ltd.</p> <p>January 2004 General Manager of Sales Department, the Company</p> <p>June 2004 Director and General Manager of Sales Department</p> <p>June 2009 Director and Deputy General Manager of Sales Headquarters</p> <p>April 2013 Director and General Manager of Sales Headquarters</p> <p>October 2013 Audit & Supervisory Board Member (part-time), Growth D Ltd.</p> <p>April 2014 Director, Assistant to the President, and in charge of Sales Headquarters and Services Headquarters, the Company</p> <p>June 2014 Managing Director, Assistant to the President, and in charge of Sales Headquarters and Services Headquarters</p> <p>April 2015 Managing Director, Assistant to the President, in charge of Automotive Division and Industrial Division, and General Manager of Managed Services Division</p> <p>June 2017 Managing Director, Assistant to the President, in charge of Automotive Division, and General Manager of Managed Services Division</p> <p>April 2019 Managing Director, Assistant to the President, in charge of Managed Services Division, and General Manager of Managed Services Division</p> <p>April 2020 Managing Director, Assistant to the President, in charge of Business Administration Headquarters and Managed Services Department, and General Manager of Business Administration Headquarters</p> <p>April 2022 Managing Director, Assistant to the President, in charge of Business Administration Headquarters, and General Manager of Business Administration Headquarters</p> <p>April 2023 Director and Managing Executive Officer, General Manager of Business Administration Headquarters (current position)</p>	26,300

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Goro Miura (July 21, 1970)	<p>April 1991 Joined Tokyo Nissan Auto Sales Co., Ltd.</p> <p>April 2014 General Manager of Sales Department, the Company</p> <p>April 2015 General Manager of Industrial Division</p> <p>June 2017 Director and General Manager of Industrial Division</p> <p>April 2019 Director, in charge of Automotive Division and Industrial Division, and General Manager of Industrial Division</p> <p>April 2020 Director, in charge of Solution Sales Headquarters and General Manager of Solution Sales Headquarters</p> <p>April 2021 Director, in charge of Solution Sales Headquarters, General Manager of Solution Sales Headquarters, and General Manager of Solution Planning Office</p> <p>April 2022 Director, in charge of Solution Business Headquarters, General Manager of Solution Business Headquarters</p> <p>June 2022 Managing Director, in charge of Solution Business Headquarters, General Manager of Solution Business Headquarters</p> <p>April 2023 Director and Managing Executive Officer, General Manager of Solution Business Headquarters (current position)</p>	7,200

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Shigeyuki Matsuo (November 11, 1962)	<p>April 1986 Joined Nissan Motor Co., Ltd.</p> <p>April 2009 Executive Officer, Nissan Prince Kanagawa sales & Dealer Co. Ltd.</p> <p>April 2011 Executive Officer, Chuo-Nissan Co., Ltd.</p> <p>April 2017 Managing Executive Officer</p> <p>April 2018 Managing Director, Kanagawa Nissan Motor Co., Ltd.</p> <p>April 2021 Executive Officer, Nissan Prince Tokyo Sales Co., Ltd. (currently Nissan Tokyo Sales Co., Ltd.)</p> <p>April 2022 Executive Officer, Nissan Tokyo Sales Holdings Co., Ltd. (current position)</p> <p>December 2022 Director, the Company (current position)</p>	–
5	Tatsuaki Shinkai (November 5, 1952)	<p>April 1977 Joined Sony/Tektronix Corporation</p> <p>June 2002 Joined Sumisho Electronics Co., Ltd.</p> <p>August 2005 Executive Officer, Sumisho Computer Systems Corporation</p> <p>June 2009 Director and Managing Executive Officer</p> <p>April 2012 Representative Director and President, CSI Solutions Corporation</p> <p>April 2016 Senior Advisor</p> <p>June 2019 Outside Director, the Company (current position)</p>	3,900
6	Takashi Furuno (July 26, 1955)	<p>April 1980 Joined Nippon Steel Corporation</p> <p>April 1987 Joined The Nikko Securities Co., Ltd.</p> <p>May 1998 Representative Director, Medical Industries Co., Ltd.</p> <p>May 2002 Director, everyD.com, Inc.</p> <p>January 2013 Director and Vice President, ThreePro Group, Inc.</p> <p>August 2013 Representative Director, ThreePro Withtech, Inc.</p> <p>January 2017 Senior Advisor</p> <p>June 2019 Outside Director, the Company (current position)</p> <p>November 2020 Representative Director and President, Placo Co., Ltd. (current position)</p>	3,900
7	Osamu Inoue (April 1, 1959)	<p>April 1985 Joined Kawasho Corporation (currently JFE Shoji Corporation)</p> <p>September 1988 Joined Fuji Xerox Co., Ltd.</p> <p>August 2001 Joined Amazon Japan Co., Ltd.</p> <p>September 2002 Joined DoCoMo AOL, Inc.</p> <p>March 2004 Joined Dell Inc.</p> <p>February 2006 Executive Officer, Hewlett-Packard Japan, Inc.</p> <p>January 2008 Director and Executive Officer</p> <p>March 2017 Representative Director and President, Japan Systems Co., Ltd</p> <p>September 2019 Joined MIROKU JYOHO SERVICE CO., LTD.</p> <p>April 2020 Executive Officer (current position)</p> <p>June 2020 Outside Director, the Company (current position)</p>	2,900

- Notes:
1. Of the candidates for Directors, Messrs. Tatsuaki Shinkai, Takashi Furuno, and Osamu Inoue are candidates for Outside Directors set forth in Article 2, Paragraph 3, Item 7 of the Regulations for Enforcement of the Companies Act, and are candidates for Independent Officers as defined by the Tokyo Stock Exchange. The period for which said candidates have served as Outside Directors, at the conclusion of this General Meeting of Shareholders, will be four years each for Messrs. Tatsuaki Shinkai and Takashi Furuno, and three years for Mr. Osamu Inoue.
 2. Reasons for the selection of Outside Director candidates are as follows:
The Company considers that, on the basis of abundant managerial experience developed through their engagement as corporate managers, Messrs. Tatsuaki Shinkai, Takashi Furuno, and Osamu Inoue will be able to provide various recommendations and guidance on important matters in the management of the Company and play a substantial role in decision-making on important matters in the management of the Company and oversight of its operations. In the event that Messrs. Tatsuaki Shinkai, Takashi Furuno, and Osamu Inoue are appointed, they will utilize their extensive knowledge in the IT industry to offer advice on business strategy, and provide oversight and advice on the execution of Directors' duties based on their experience in the management of listed companies.
 3. The positions and responsibilities of Mr. Shigeyuki Matsuo as a business executive at the Company's parent company Nissan Tokyo Sales Holdings Co., Ltd. over the past 10 years are stated under his career summary, positions, responsibilities, and significant concurrent positions above.
 4. Messrs. Shigeyuki Matsuo, Tatsuaki Shinkai, Takashi Furuno, and Osamu Inoue have entered into liability limitation agreements with the Company in accordance with Article 427, Paragraph 1 of the Companies Act, and will continue these agreements following their appointment. The maximum liability amount under these agreements shall be the amount stipulated by laws and regulations.
 5. Nissan Tokyo Sales Holdings Co., Ltd., the parent company of the Company, has entered into directors and officers liability insurance agreements with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The Company bears the entire premium for Directors of the Company. The summary of the terms and conditions of the said insurance agreement is as described in "3. Matters concerning Company Officers, (3) Summary of the terms and conditions of the directors and officers liability insurance agreement" of the Business Report. When the candidates are elected, said candidates will be included in the insured of said insurance agreement. The Company plans to renew said insurance agreement in July 2023.
 6. There are no special interests between the Director candidates and the Company.

Proposal 3: Election of One (1) Audit & Supervisory Board Member

The terms of office of Mr. Akira Hirao, an Audit and Supervisory Board Member, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Audit & Supervisory Board Member.

The candidate for Audit & Supervisory Board Member is as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Akira Hirao (August 10, 1957)	September 1983 Joined Nissan Prince Tokyo Sales Co., Ltd. (currently Nissan Tokyo Sales Co., Ltd.) April 2010 General Manager, General Manager of Samezu Branch April 2011 General Manager of Sales Department No. 3 April 2012 Executive Officer April 2015 Audit & Supervisory Board Member (part-time), NT AUTO SERVICE INC. June 2015 Full-time Audit & Supervisory Board Member, the Company (current position)	6,700

- Notes:
1. Mr. Akira Hirao has entered into a liability limitation agreement with the Company in accordance with Article 427, Paragraph 1 of the Companies Act, and will continue this agreement following his appointment. The maximum liability amount under the agreement shall be the amount stipulated by laws and regulations.
 2. Nissan Tokyo Sales Holdings Co., Ltd., the parent company of the Company, has entered into directors and officers liability insurance agreements with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The Company bears the entire premium for Audit & Supervisory Board Members of the Company. The summary of the terms and conditions of the said insurance agreement is as described in “3. Matters concerning Company Officers, (3) Summary of the terms and conditions of directors and officers liability insurance agreement” of the Business Report. When the candidate is elected, the said candidate will be included in the insured of said insurance agreement. The Company plans to renew said insurance agreement in July 2023.
 3. There are no special interests between the candidate for Audit & Supervisory Board Member and the Company.

(Reference) Management Structure After Approval of Proposals 2 and 3 (Scheduled)

	Name	Category	Knowledge and Experience Expected by the Company				
			Corporate Management/ Business Operations	Sales/ Marketing	Finance/ Accounting	Legal Affairs/ Compliance	Personnel/ Labor Affairs/ Human Resource Management
Directors	Kojiro Yoshimaru		◆	◆			
	Hiroyuki Sato		◆	◆			
	Goro Miura		◆	◆			
	Shigeyuki Matsuo		◆	◆			
	Tatsuaki Shinkai	Outside Independent	◆	◆			
	Takashi Furuno	Outside Independent	◆	◆			
	Osamu Inoue	Outside Independent	◆	◆		◆	
Audit & Supervisory Board Members	Akira Hirao		◆			◆	
	Kenji Matsuo	Outside Independent				◆	
	Kazuhiro Ogawa	Outside			◆		
	Yuko Kanai	Outside			◆		

- Notes: 1. “Outside”: Officer prescribed in Article 2, Items 15 or 16 of the Companies Act
2. “Independent”: Independent Officer filed with the Tokyo Stock Exchange
3. This table is not intended as an exhaustive account of the knowledge possessed by each officer.