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(Securities Code: 3741)

Date of sending by postal mail: June 5, 2024

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To Shareholders with Voting Rights:

Shintaroh Sakurai, President and Representative Director
Systems Engineering Consultants Co., LTD.
4-10-1 Yoga, Setagaya-ku, Tokyo

NOTICE OF CONVOCATION OF THE 54TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 54th Annual General Meeting of Shareholders of Systems Engineering Consultants Co., LTD. (the “Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which the measures for providing information in electronic format will be taken; hereinafter referred to as “matters subject to measures for electronic provision”) in electronic format, and has posted the information on each of the following websites. Please access the websites below to view the information.

■ The Company’s website:

<https://www.sec.co.jp/ja/ir/meeting.html> (in Japanese)

In addition to the Company’s website, the matters subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE) below.

■ TSE website (Listed Company Search):

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

Access the TSE website by using the internet address shown above, enter “Systems Engineering Consultants” in “Issue name (company name)” or the Company’s securities code “3741” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

Instead of attending the meeting, you may exercise your voting rights in writing (by post) or by voting via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders as described hereinafter and exercise your voting rights by no later than 5:00 p.m. on Tuesday, June 25, 2024 (JST).

- 1. Date and Time:** Wednesday, June 26, 2024, at 10:00 a.m. (JST) (Reception to start at 9:30 a.m.)
- 2. Venue:** Setagaya Business Square Tower, 10th Floor, Company Conference Room
4-10-1 Yoga, Setagaya-ku, Tokyo

3. Purpose of the Meeting:

Matter to be reported:

54th Fiscal Year (April 1, 2023 to March 31, 2024)
The Business Report and the Financial Statements

Matters to be resolved:

Proposal No. 1 Appropriation of Surplus

Proposal No. 2 Election of Three (3) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

- If revisions to the matters subject to measures for electronic provision are to be made, a notice of the revisions and details of the matters before and after the revisions will be posted on the aforementioned websites.
- If there are any major changes to operational arrangements of the General Meeting of Shareholders, they will be posted on the following Company website.

The Company's website: <https://www.sec.co.jp/> (in Japanese)

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

We recognize that one of the most important issues for our management is to continue to achieve growth in business performance and to return profits to our shareholders in an appropriate manner, and our policy on dividends sets a target dividend payout ratio of 40%.

The Company proposes to pay a year-end dividend of ¥87 per share for the 54th fiscal year.

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and their aggregate amount
¥87 per common share of the Company
Total dividends: ¥443,442,741
- (3) Effective date of dividends of surplus
June 27, 2024

Proposal No. 2 Election of Three (3) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members).

The Audit and Supervisory Committee has determined that each candidate is qualified to serve as a Director of the Company after evaluating the status of business execution and business performance, etc. during the current fiscal year.

Candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<u>Re-election</u> Itsushi Akiyama (August 23, 1951)	Apr. 1976 Joined the Company May 1996 General Manager of Development Department 1 of the Company June 1998 Executive Officer of the Company Apr. 2001 General Manager of Accounting and Finance Department of the Company June 2002 Director of the Company June 2006 President and Representative Director of the Company Apr. 2019 Chairman and Representative Director of the Company (current position)	47,100
(Reasons for nomination) The Company has judged that he continues to be suitable for the position of Director based on his track record of taking charge of the Company's management and contributing to the improvement of corporate value by serving as Chairman of the Board of Directors as Chairman and Representative Director, and his abundant experience and insight in overall management.			
2	<u>Re-election</u> Shintaroh Sakurai (March 24, 1958)	Apr. 1983 Joined the Company Apr. 1999 Manager in charge of Development Department 2 of the Company Apr. 2001 General Manager of Internet Business Field of SI Division of the Company Apr. 2006 Deputy General Manager of Engineering and Development Division of the Company General Manager of Product Business Promotion Department, and General Manager of Research Planning Office of the Company June 2006 Senior Executive Officer of the Company Apr. 2012 Deputy General Manager of Engineering and Development Division of the Company General Manager of 5th Development Department, and General Manager of Research Planning Office of the Company Apr. 2016 General Manager of Engineering and Development Division of the Company June 2016 Director of the Company Apr. 2019 President and Representative Director of the Company (current position) Dec. 2022 President of AMSEC,INC. (current position)	15,100
(Reasons for nomination) The Company has judged that he continues to be suitable for the position of Director based on his track record of driving the growth of the Company by contributing to the improvement of business performance as President and Representative Director, and his abundant experience and insight in general development and research and development, which have earned him strong trust from within the Company.			

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Re-election</div> Toshiaki Sugiyama (April 17, 1971)	Mar. 2008 Joined the Company Oct. 2016 General Manager of Accounting and Finance Department of Administration Division of the Company July 2018 Executive Officer of the Company June 2019 Director and General Manager of Administration Division of the Company (current position)	9,100
(Reasons for nomination) The Company has judged that he continues to be suitable for the position of Director based on his track record of overseeing the Company's administrative divisions as Director in charge of the Administration Division, his expertise and insight in the fields of accounting and finance, and the trust he has earned from outside organizations such as financial institutions.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The Company has entered into a liability insurance policy with an insurance company for all officers as stipulated in Article 430-3, paragraph (1) of the Companies Act, naming Directors as the insured, and the insurance policy will cover any damage caused by the insured assuming responsibility for the execution of their duties as Directors, or receiving claims related to the pursuit of such responsibility. If each candidate is elected as a Director, each will be included as an insured party under the relevant insurance policy. The Company plans to renew the relevant insurance policy during the Directors' term of office.

<Reference> Composition of the Board of Directors after the General Meeting of Shareholders

If Proposal 2 of this General Meeting of Shareholders is approved and passed as proposed, the Company’s Board of Directors, including those who are Audit and Supervisory Committee Members not for election this time, will consist of members with the following experience and expertise. This table does not indicate all experience and expertise possessed by each Director.

Name	Position in the Company (planned)	Attendance at the Board of Directors meetings	Corporate management	Software development	Research and development/ marketing	Human capital	Finance/ accounting	Legal affairs/ compliance
Itsushi Akiyama	Chairman and Representative Director	13/13	●	●		●	●	
Shintaroh Sakurai	President and Representative Director	13/13	●	●	●	●		
Toshiaki Sugiyama	Director	13/13				●	●	●
Shunji Sakai	Director (Audit and Supervisory Committee Member/Full-time)	13/13		●		●	●	●
Motohiko Matsumoto	Outside Director (Audit and Supervisory Committee Member)	13/13					●	●
Kunihiro Nishimura	Outside Director (Audit and Supervisory Committee Member)	13/13	●	●	●			

Explanation on Experience and Expertise

As a result of analyzing the experience and expertise required for the Company’s continued growth in business and improvement in corporate value in its business as a whole, the Company has selected “Corporate management,” “Software development,” “Research and development/marketing” and “Human capital,” while “Finance/accounting” and “Legal affairs/compliance” are chosen for the experience and expertise required to realize a sound management base and high-level governance.

Experience/expertise	Description
Corporate management	Experience as a manager (equivalent to a Director with representation rights) at a company
Software development	Experience as a department manager or officer responsible for software development, or professional knowledge
Research and development/marketing	Experience as a department manager or officer responsible for research and development/marketing, or professional knowledge
Human capital	Experience as a department manager or officer responsible for personnel affairs/human resource investment (including recruitment and human resource capacity development), or professional knowledge
Finance/accounting	Experience as a department manager or officer responsible for finance/accounting, professional knowledge, or qualification for a certified public accountant or certified tax accountant
Legal affairs/compliance	Experience as a department manager or officer responsible for legal affairs/compliance, professional knowledge, or qualification for an attorney at law