

This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities code: 3940

March 10, 2026

Start date of measures for electronic provision: March 3, 2026

To Shareholders with Voting Rights:

Yoshimitsu Nomura
Representative Director
Nomura System Corporation Co, Ltd.
4F Ebisu Business Tower, 1-19-19
Ebisu, Shibuya-ku, Tokyo, Japan

**NOTICE OF
THE 41ST 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 41st Annual General Meeting of Shareholders of Nomura System Corporation Co, Ltd. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of information, and the electronically provided materials are available on the following websites as “Notice of the 41st Annual General Meeting of Shareholders.”

The Company’s website:

<https://www.nomura-system.co.jp/ir/meeting/> (Japanese only)

In addition to the above website, the electronically provided materials are also posted on the website of Tokyo Stock Exchange, Inc. (TSE). Please go to the TSE website below (Listed Company Search), enter and search for the issue name (company name) or its securities code, and then select “Basic information,” followed by “Documents for public inspection/PR information” to view the information provided.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>
(Information will be available on March 3, 2026.)

In lieu of attending the meeting in person, you can exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders in the electronically provided materials and exercise your voting rights by 6:00 p.m. on Wednesday, March 25, 2026.

- 1. Date and Time:** Thursday, March 26, 2026, at 10:00 a.m. Japan time
(Reception starts at 9:30 a.m.)
- 2. Venue:** Conference space ABC, EbiS 303, 5F EbiSU Subaru Bldg.
1-20-8, EbiSU, Shibuya-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:** The Business Report and Non-consolidated Financial Statements for the Company's 41st Fiscal Year (January 1, 2025 - December 31, 2025)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Eight Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 3:** Election of One Director Who Is an Audit and Supervisory Committee Member

-
- The documents provided herein also serve as the written document detailing the electronic provision measures based on the request for document delivery.
 - When attending the meeting, please submit the enclosed Voting Rights Exercise Form to the reception desk.
 - If the Voting Rights Exercise Form for each proposal does not indicate approval or disapproval, it shall be deemed a vote of approval.
 - Any revisions to the electronically provided materials will be posted on the aforementioned websites.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company regards the return of profits to shareholders as a key element of our management objectives. In terms of dividends, our basic policy is to maintain the integrity of our financial foundation, enhance internal reserves in preparation for shifts in the business environment and future developments, and consistently deliver stable dividends with a target payout ratio of 40% or higher. Accordingly, in consideration of the trends in business results for the fiscal year under review and the outlook for the future business environment, the Company proposes year-end dividends and the distribution of surplus as follows.

1. Items related to the year-end dividend
 - (1) Type of dividend property
Cash
 - (2) Items related to the allocation of dividend property and its total amount
3.55 yen per common share of the Company
Total amount of dividends: 163,774,976 yen
 - (3) Date the distribution of surplus comes into effect:
Friday, March 27, 2026

Proposal 2: Election of Eight Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all eight Directors (excluding Directors who are Audit and Supervisory Committee members) will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the Company proposes the election of eight Directors (excluding Directors who are Audit and Supervisory Committee members).

With respect to this Proposal, the Audit and Supervisory Committee has determined that all of the candidates for Director are qualified.

The candidates for Director (excluding Directors who are Audit and Supervisory Committee members) are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Yoshimitsu Nomura (December 15, 1948)	<p>April 1969 Joined Toyota Motor Corporation</p> <p>March 1971 Joined Data Process Consultant Corporation (currently IX Knowledge Inc.)</p> <p>September 1972 Joined Mitsubishi Metal Corporation (currently Mitsubishi Materials Corporation)</p> <p>October 1979 Joined Insurance Company of North America (currently Chubb Insurance Japan)</p> <p>January 1983 Established a non-life insurance agency</p> <p>February 1986 Established the Company, Representative Director (current position)</p> <p>March 2024 General Manager of PMO Consulting Department</p> <p>March 2025 General Manager of Prime Planning Department (current position), General Manager of Sales Planning Department</p>	27,440,000
<p><u>Reasons for nomination as candidate for Director</u></p> <p>Mr. Yoshimitsu Nomura is the founder of the Company, and since its establishment, he has driven its growth by utilizing his many years of management experience and excellent leadership skills. Given his significant achievements and in-depth knowledge of general management, the Company has determined that he possesses the ability to further contribute to the sustainable enhancement of corporate value. Consequently, the Company has renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Yasuo Nemoto (May 19, 1957)	<p>April 1976 Joined Miyazaki Electric Wire & Cable Co., Ltd</p> <p>April 1987 Joined System-Ace Inc.</p> <p>August 1988 Joined the Company</p> <p>May 1999 Director</p> <p>November 2005 Director, General Manager of ERP Solutions Department</p> <p>December 2006 Director, General Manager of ERP Solutions Department, General Manager of Network Department</p> <p>December 2014 Director, General Manager of Consulting Department</p> <p>March 2017 Managing Director, General Manager of Consulting Department</p> <p>September 2019 Managing Director, General Manager of Consulting Department, General Manager of Administration Department</p> <p>November 2019 Managing Director, General Manager of Administration Department</p> <p>March 2021 Director, General Manager of Administration Department (current position)</p>	240,000
<p><u>Reasons for nomination as candidate for Director</u></p> <p>Mr. Yasuo Nemoto has consistently demonstrated his ability to enhance corporate value through the expansion of the Company's consulting business in his capacity as the person in charge of the business and to manage the Company's administration function in a sound and efficient manner in his capacity as the person in charge of that function while effectively fulfilling his responsibilities as a Director with appropriate management oversight. The Company believes that he will further contribute to the sustainable enhancement of corporate value. The Company thus has renominated him as a candidate for Director.</p>			
3	Tsutomu Uchiyama (June 11, 1976)	<p>August 2002 Established a business as a sole proprietor</p> <p>September 2011 Joined the Company</p> <p>April 2014 General Manager of ERP Solutions Department</p> <p>March 2017 Director, General Manager of Consulting Department (current position)</p>	244,800
<p><u>Reasons for nomination as candidate for Director</u></p> <p>Since joining the Company in 2011, Mr. Tsutomu Uchiyama has been working as a consultant. Since 2014, he has exhibited strong leadership as General Manager of ERP Solutions Department, focusing on enhancing corporate value by delivering high-quality proposals and services. He has effectively executed his responsibilities as Director, ensuring appropriate management oversight. The Company believes that he will further contribute to the sustainable enhancement of corporate value. The Company thus has renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
4	Yuichiro Sugiyama (September 21, 1966)	April 1986	Joined Sun Business Consultant Corporation	9,800
		April 1992	Joined Net One Systems Co., Ltd.	
April 2013	Counselor, Corporate Planning Group			
April 2021	President and Representative Executive Officer, Net One Business Operations G.K.			
December 2022	Joined the Company			
March 2024	Director, General Manager of PMO Strategy Department (current position)			
September 2025	General Manager of Sales Planning Department (current position)			
	<u>Reasons for nomination as candidate for Director</u> Based on his experience as an executive of an IT company, Mr. Yuichiro Sugiyama possesses significant knowledge of the IT industry and substantial management experience within specialized organizations composed of engineers. He has effectively executed his responsibilities as Director, ensuring appropriate management oversight. The Company believes that he will further contribute to the Company's sustainable growth and enhancement of corporate value. The Company thus has renominated him as a candidate for Director.			
5	Issei Suzuki (December 20, 1978)	April 2005	Joined the Company	50,400
		April 2024	Executive Officer	
March 2025	Director, General Manager of PMO Consulting Department (current position)			
	<u>Reasons for nomination as candidate for Director</u> Since joining the Company in 2005, Mr. Issei Suzuki has significantly contributed to its growth by delivering high-quality services as a business analysis (BI) consultant in the Consulting Department. Since 2024, he has demonstrated leadership as Executive Officer of PMO Consulting Department, actively working to further enhance corporate value through human resource development and the formulation of client proposals. He has effectively executed his responsibilities as Director, ensuring appropriate management oversight. The Company believes that he will further contribute to the sustainable enhancement of corporate value. The Company thus has renominated him as a candidate for Director.			
6	Hayato Furuya (August 16, 1984)	April 2007	Joined Nittaku Real Estate K.K.	48,400
		November 2007	Joined the Company	
April 2024	Executive Officer			
March 2025	Director, General Manager of Consulting Department (current position)			
	<u>Reasons for nomination as candidate for Director</u> Since joining the Company in 2007, Mr. Hayato Furuya has significantly contributed to its growth by delivering high-quality services as a human capital management (HCM) consultant in the Consulting Department. Since 2024, he has demonstrated leadership as Executive Officer of the Consulting Department, actively working to further enhance corporate value through human resource development and the formulation of client proposals. He has effectively executed his responsibilities as Director, ensuring appropriate management oversight. The Company believes that he will further contribute to the sustainable enhancement of corporate value. The Company thus has renominated him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
7	Hiroyuki Kawasaki (March 29, 1987)	April 2010	Joined the Company	37,900
		April 2024	Executive Officer	
March 2025	Director, General Manager of Consulting Department (current position)			
<u>Reasons for nomination as candidate for Director</u> Since joining the Company in 2010, Mr. Hiroyuki Kawasaki has significantly contributed to its growth by delivering high-quality services as a financial accounting (FI) consultant in the Consulting Department. Since 2024, he has demonstrated leadership as Executive Officer of the Consulting Department, actively working to further enhance corporate value through human resource development and the formulation of client proposals. He has effectively executed his responsibilities as Director, ensuring appropriate management oversight. The Company believes that he will further contribute to the sustainable enhancement of corporate value. The Company thus has renominated him as a candidate for Director.				
8	Kenichi Ota (September 3, 1950)	April 1975	Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)	—
		May 1987	Seconded to Fujigin Capital Company (currently Mizuho Capital Co., Ltd.) (transferred in September, 2002)	
October 2005	Executive Officer, Group Manager of Sales Department Group 3			
October 2010	Contract employee, General Manager of Sales Department			
April 2011	Member of the financial evaluation committee for “A-STEP” and “NexTEP” programs, Japan Science and Technology Agency			
October 2015	Executive Advisor, Mizuho Capital Co., Ltd.			
December 2015	Corporate Auditor, FinTech Global Incorporated			
March 2018	Outside Director, the Company (current position)			
December 2019	Outside Director (Audit and Supervisory Committee Member), FinTech Global Incorporated			
<u>Reasons for nomination as candidate for Outside Director and expected roles</u> Mr. Kenichi Ota has extensive knowledge in finance and accounting, having supported various companies, including those in the growth phase, within the banking and venture capital sectors. He also has a solid understanding of legal principles. Furthermore, he has served as a member of the financial evaluation committee for the “A-STEP” and “NexTEP” programs of the Japan Science and Technology Agency. Given his significant experience and comprehensive insight, the Company has determined that he possesses the ability to fulfill his responsibilities as Outside Director. The Company has nominated him as a candidate for Outside Director, based on the assessment that he can continue to perform a significant role from an independent perspective.				

- (Notes)
1. There are no special interests between each candidate and the Company.
 2. Mr. Yoshimitsu Nomura, a candidate for Director, exercises control over the management of the Company.
 3. Mr. Kenichi Ota is a candidate for Outside Director.
 4. The Company has registered Mr. Kenichi Ota as an Independent Director prescribed by Tokyo Stock Exchange, Inc. If his election is approved, the Company plans for him to continue serving as Independent Director.

5. The Company has entered into a liability limitation agreement with Mr. Kenichi Ota to limit his liability outlined in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to continue such a liability limitation agreement with him.
6. Mr. Kenichi Ota will have served as an Outside Director of the Company for eight years at the conclusion of this meeting.

Proposal 3: Election of One Director Who Is an Audit and Supervisory Committee Member

The terms of office of Ms. Nao Sakai, Director, who is an Audit and Supervisory Committee member, will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the Company proposes the election of one Director who is an Audit and Supervisory Committee member.

With respect to this Proposal, the Company has obtained the consent of the Audit and Supervisory Committee.

The candidate for Director who is an Audit and Supervisory Committee member is as follows.

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
Nao Sakai (July 8, 1982)	January 2012	Joined Sun Sogo Legal Profession Corporation (current position)	—
	August 2019	President, Lux Capital Ltd. (current position)	
	March 2021	Corporate Auditor, TOKIO-BA Co., Ltd.	
	January 2022	Outside Corporate Auditor, Japan M&A Solution Incorporated	
	March 2024	Outside Director (Audit and Supervisory Committee Member), the Company (current position)	
	September 2024	Outside Corporate Auditor, nomadologie holdings (current position)	
	January 2025	Outside Director (Audit and Supervisory Committee Member), Japan M&A Solution Incorporated (current position)	
	August 2025	Outside Director (Audit and Supervisory Committee Member), VISION Co., Ltd. (current position)	
<u>Reasons for nomination as candidate for Outside Director and expected roles</u> Ms. Nao Sakai is proficient in corporate legal affairs and has a wealth of experience and specialized knowledge as an attorney. The Company has determined that she can continue to offer proper opinions on significant matters of overall management from a fair and objective perspective. Consequently, the Company has nominated her as a candidate for Outside Director who is an Audit and Supervisory Committee Member.			

(Notes) 1. There are no special interests between a candidate and the Company.

2. Ms. Nao Sakai is a candidate for Outside Director.

3. The Company has registered Ms. Nao Sakai as an Independent Director prescribed by Tokyo Stock Exchange, Inc. If her election is approved, the Company plans for her to continue serving as an Independent Director.

4. The Company has entered into a liability limitation agreement with Ms. Nao Sakai in accordance with Article 427, Paragraph 1 of the Companies Act to limit her liability pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the same Act. If her election is approved, the Company plans to continue such a liability limitation agreement with her.

5. Ms. Nao Sakai is currently serving as an Outside Director who is an Audit and Supervisory Committee member of the Company. She will have served as an Outside Director for two years at the conclusion of this meeting.

(Reference) Skill matrix of Directors after the conclusion of the general meeting of shareholders
 If Proposals 2 and 3 are approved at this meeting, the Directors' primary experience and expertise will be as follows.

Name	Position at the Company	Independent Outside	Primary expertise and backgrounds							
			Corporate management	IT	Sales	Human resource development	Finance & Accounting	Legal	International experience	Corporate governance
Yoshimitsu Nomura (Male)	Representative Director		●	●	●	●				
Yasuo Nemoto (Male)	Director			●		●	●		●	
Tsutomu Uchiyama (Male)	Director			●	●	●				
Yuichiro Sugiyama (Male)	Director		●	●	●					
Issei Suzuki (Male)	Director			●	●	●				
Hayato Furuya (Male)	Director			●	●	●				
Hiroyuki Kawasaki (Male)	Director			●	●	●	●			
Kenichi Ota (Male)	Director	○					●	●		●
Masaaki Tomiya (Male)	Director (Audit and Supervisory Committee Member)	○	●						●	●
Osamu Tabei (Male)	Director (Audit and Supervisory Committee Member)	○					●	●		●
Kyoko Hidaka (Female)	Director (Audit and Supervisory Committee Member)	○		●		●			●	
Nao Sakai (Female)	Director (Audit and Supervisory Committee Member)	○						●		●

Note: The above matrix does not indicate all of the expertise and experiences possessed by each Director.

Item	Reasons for Selecting the Items
Corporate management	An essential item to enhance corporate value sustainably, advance a medium- and long-term strategy, and ensure a structure that can address business risks.
IT	Evolve in response to highly competitive digital technology. Streamline the business operations and generate new value (technology strategy/research and development) through technological innovation.
Sales	Identify needs of the rapidly-changing market accurately, and develop and implement a sales strategy of highly value-added products/solutions for sustainable enhancement of corporate value and growth.
Human resource development	Visualize the capabilities of diverse talent to maximize human capital and analyze the organization's strengths and weaknesses so as to put the right person in the right position as well as to enable efficient human resource development.
Finance & Accounting	Ensure accurate financial reporting; build a strong financial foundation; improve return on capital; and make an appropriate decision on investment in growth.
Legal	Comply with domestic and international laws and regulations (ESG, etc.) related to the business to ensure ethical business practices.
International experience	Acquire knowledge on cross-cultural understanding, management of overseas sites, local laws and regulations, and risk management in an increasingly global business climate to strengthen the Company's growth and competitiveness.
Corporate governance	Build an appropriate structure of internal control and risk management and strengthen the effectiveness of the supervisory function of the board of directors.