Note: This document has been translated from a part of 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.

(Stock Exchange Code 4828)

May 30, 2025

(Date of commencing the measures for electronic provision: May 27, 2025)

To Shareholders with Voting Rights:

Masakazu Haneda President & Chief Executive Officer Business Engineering Corporation 1-8-1 Otemachi, Chiyoda-ku, Tokyo

NOTICE OF CONVOCATION OF THE 46th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

Please be informed that the 46th Annual General Meeting of Shareholders of Business Engineering Corporation (the "Company") will be held for the purposes as described below.

If you do not attend the General Meeting of Shareholders in person, as you can exercise voting rights either via the Internet, etc. or in writing, please review the Reference Documents for the General Meeting of Shareholders attached to the Japanese version of this document and exercise your voting rights no later than 5:30 p.m. on Thursday, June 19, 2025, Japan time.

1. Date and Time: Friday, June 20, 2025, at 10:00 a.m., Japan time **2. Place:** "Ho'oh," First floor, The Capitol Hotel Tokyu 2-10-3 Nagatacho, Chiyoda-ku, Tokyo

3. Meeting Agenda:

Matters to be reported: 1. Business Report and Consolidated Financial Statements for the Company's

46th Fiscal Year (April 1, 2024–March 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the

Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 46th Fiscal Year

(April 1, 2024–March 31, 2025)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Eight Directors (excluding Directors who are Audit & Supervisory

Committee Members)

Proposal 3: Election of One Substitute Director who is an Audit & Supervisory Committee

Member

4. [Matter regarding measures for electronic provision]

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of information contained in the reference materials for the General Meeting of Shareholders, etc. ("Electronically Provided Information") by posting the Electronically Provided Information on the Company's website on the Internet. Please access the following website of the Company to see the Electronically Provided Information:

The Company's website:

https://www.b-en-g.co.jp/jp/ir/stock_info/soukai.html (in Japanese)

In addition to the above website, the Electronically Provided Information is also posted on the Tokyo Stock Exchange's website. If the Electronically Provided Information cannot be viewed on the Company's website, please access the following website of the Tokyo Stock Exchange, enter "Business Engineering" in "Issue name (company name)" or the Company's Stock Exchange Code "4828" in "Code" to search the Company and click "Basic information" and then "Documents for public inspection/PR information" to see the Electronically Provided Information.

The Tokyo Stock Exchange's website (Tokyo Stock Exchange Company Announcements Service): https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

- This paper copy sent to you also serves as the paper copy describing the Electronically Provided Information that is sent to shareholders who have requested it, and the following matters are not described in this paper copy pursuant to laws and regulations and the provisions of the Company's Articles of Incorporation. The documents which are in the scope of audit, including the following matters, are audited by the Accounting Auditor and the Audit & Supervisory Committee of the Company.
 - "Principal business," "Major offices," "Status of employees," "Principal lenders," "Matters regarding the Company's Shares," "Outline of the contents of liability limitation agreements," "Outline of the contents of directors and officers liability insurance agreements," "Status of the main activities of outside directors (and other officers) in this fiscal year," "Status of the accounting auditor," and "System to ensure the appropriateness of business activities and status of operation of the system" of the Business Report;
 - "Consolidated Balance Sheet," "Consolidated Statements of Income," "Consolidated Statement of Changes in Equity," and "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements;
 - "Non-consolidated Balance Sheet," "Non-consolidated Statements of Income," "Non-consolidated Statement of Changes in Equity," and "Notes to Non-consolidated Financial Statements" of the Non-consolidated Financial Statements; and
 - "The Accounting Auditor's audit report regarding the consolidated financial statements," "The Accounting Auditor's audit report," and "Audit & Supervisory Committee's audit report" of the audit reports
- 2. If any changes arise to the Electronically Provided Information, the Company will post the details of those revisions on each of the websites on which the Electronically Provided Information is posted.
- 3. When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk. In addition, please bring this Notice of Convocation with you.
- 4. If any matters arise as to the procedure of the General Meeting of Shareholders of which you should be informed, the Company will post them on the Company's website described above.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's policy is to provide shareholders returns through the payment of dividends, which are determined by comprehensive consideration of projections regarding the Company's business environment, business results forecasts, and the Company's financial standing, among other factors. Additionally, for its 46th fiscal year, the Company's basic policy is to make efforts toward progressive dividends and a dividend payout ratio of over 35% for the medium to long term. Regarding the frequency of dividends, the basic policy is twice a year, consisting of an interim dividend and a year-end dividend.

For its 46th fiscal year, the Company achieved record-high levels of profit for the ninth consecutive year. As a gesture of appreciation to our shareholders for their support, the year-end dividend for the 46th fiscal year is proposed as stated below based on the policy mentioned above.

As a result, combined with the interim dividend of 42 yen, the annual dividend will be 100 yen per share.

Matters concerning the year-end dividend

- (1) Type of dividend property Cash
- (2) Matters related to allocation of dividend property to shareholders and its total amount 58 yen per share of the Company's common stock; total of 695,984,456 yen
- (3) Effective date of distribution of surplus June 23, 2025

Proposal 2: Election of Eight Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all eight Directors (excluding Directors who are Audit & Supervisory Committee Members, the same applies hereinafter in this Proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of eight Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Masakazu Haneda (January 13, 1965) Reelection Male	Apr. 1987 Joined Toyo Engineering Corporation Apr. 1999 Joined the Company Apr. 2004 Division General Manager, MCFrame Business Division Apr. 2006 Division General Manager, Products Business Division Jun. 2010 Director Jun. 2014 In charge of Kansai Branch; in charge of Chubu Office Jun. 2015 Managing Director Jun. 2015 Division General Manager, Product & Service Planning Division Jun. 2019 Senior Managing Director Apr. 2020 Representative Director Apr. 2020 President & Chief Executive Officer To the present (Currently Representative Director, President & Chief Executive Officer, and Chief Executive Officer (CEO) of the Company)	33,859 shares *
	house products and has ad	a candidate for Director] s a wealth of experience in the Company's businesses vanced insight in the Company's business fields. The seful in the Company's management, and thus reque	e Company

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held		
	Shigeaki Betsunou (March 26, 1964) Reelection Male	Apr. 1986 Joined Toyo Engineering Corporation Sep. 1999 Joined the Company Apr. 2011 Deputy Division General Manager, Solutions Project Division Jun. 2013 Director Jun. 2013 Division General Manager, Solutions Project Division Jun. 2015 Division General Manager, Solutions Business Division Apr. 2019 Division General Manager, Administration & Finance Division Jun. 2019 Managing Director Apr. 2020 Division General Manager, Corporate Administration & Planning Division; in charge of Global Business Promotion Division Jun. 2022 Representative Director Jun. 2022 Senior Managing Director Jun. 2023 In charge of Alliance Department To the present (Currently Representative Director, Senior Managing Director, Chief Financial Officer (CFO), Division General Manager, Corporate Administration & Planning Division, and in charge of Alliance Department of the Company)	16,280 shares *		
	[Reasons for selection as a candidate for Director] Mr. Shigeaki Betsunou has been involved in businesses which provide IT services mainly using other companies' products for many years and has served as an executive officer, in charge of corporate departments since April 2019. He has a wealth of experience and advanced insight in a wide range of fields. The Company believes that this will be useful in the Company's management, and thus requests his election.				

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held		
3	Atsushi Nakano (March 14, 1965) Reelection Male	Apr. 1989 Joined Toyo Engineering Corporation Apr. 1999 Joined the Company Apr. 2009 Chief General Manager, Systems Development Division, Products Business Division Apr. 2014 Chief General Manager, Sales Division, Products Business Division Jun. 2015 Director Jun. 2015 Division General Manager, Products Business Division; in charge of Kansai Branch; in charge of Chubu Office Jun. 2022 Managing Director Apr. 2023 In charge of Kansai and Chubu Region Management Division Apr. 2024 Division General Manager, Solutions Business Division To the present (Currently Managing Director and Division General Manager, Solutions Business Division of the Company)	26,454 shares *		
	[Reasons for selection as a candidate for Director] Mr. Atsushi Nakano has been involved in businesses relating to in-house products for many years and is familiar with the Company's business fields. The Company believes that his track record and insight will be useful in the Company's management, and thus requests his election.				

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	other companies' product the Company's business fi	involved in businesses which provide IT services may as well as corporate planning for many years and is fields. The Company believes that his track record and	s familiar with
	userui ili ule Company 8 li	nanagement, and thus requests his election.	

Candidate No.	Name (Date of birth) Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Toshiyuki Irimajiri (May 28, 1968) Reelection Male	Apr. 1993 Joined Toyo Engineering Corporation Apr. 2000 Joined the Company Apr. 2010 Chief General Manager, Sales Division, Products Business Division Apr. 2013 Chief General Manager, Marketing Division, Products Business Division Jun. 2015 Deputy Division General Manager, Product & Service Planning Divisio Oct. 2016 Division General Manager, Marketing Planning Division, Product & Service Development Division Apr. 2019 Deputy Division General Manager, Product & Service Development Division Apr. 2021 Deputy Division General Manager, Products Business Division; Chief General Manager, Systems Development Division, Products Business Division Jun. 2023 Director Apr. 2024 In charge of Global Business Promotion Division To the present	6,103 shares
	years and is familiar with	(Currently Director, Deputy Division General Manager, Products Business Division, Chief General Manager, Systems Development Division, Products Business Division, and in charge of Global Business Promotion Division of the Company) a candidate for Director] as been involved in businesses relating to in-house the Company's business fields. The Company belifuseful in the Company's management, and thus re	products for many

Candidate No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held		
6	Yumiko Miyazawa (November 13, 1969) Reelection Female	Apr. 1992 Joined Toyo Engineering Corporation Jan. 2000 Joined the Company Apr. 2014 General Manager, b-ridge Business Division, Solution Project Division Apr. 2015 Chief General Manager, b-ridge Division, Solutions Business Division Oct. 2016 Deputy Division General Manager, Marketing Planning Division, Product & Service Development Division Apr. 2018 Chief General Manager, Sales Division 1, Solutions Business Division Apr. 2019 Deputy Division General Manager, Solutions Business Division Jun. 2023 Director Apr. 2024 In charge of Marketing Planning Division To the present (Currently Director, Deputy Division General Manager, Solutions Business Division, and in charge of Marketing Planning Division of the Company)	39,903 shares *		
	[Reasons for selection as a candidate for Director] Ms. Yumiko Miyazawa has been involved in businesses which provide IT services mainly using other companies' products for many years and is familiar with the Company's business				
	es that her track record and insight will be useful in ests her election.	the Company's			

Candidate	Name	Past experience, positions, responsibilities,	Number of			
No.	(Date of birth)	and significant concurrent positions	shares of the			
		-	Company held			
7	Hiroshi Shimizu (March 29, 1961) Reelection Male Candidate for Outside Director Candidate for Independent Director	Apr. 1984 Joined Toyo Engineering Corporation (Retired in Sep. 1990) Oct. 1990 Joined Arthur D. Little Japan Inc. Jan. 2003 Director Apr. 2010 Professor, Graduate School of Management of Technology, Nippon Institute of Technology Jun. 2011 Outside Director, the Company Apr. 2015 Senior Advisor, Arthur D. Little Japan Inc. To the present (Currently Outside Director of the Company) Significant concurrent positions Professor, Graduate School of Management of Technology, Nippon Institute of Technology Senior Advisor, Arthur D. Little Japan Inc.	9,500 shares			
	[Reasons for selection as a candidate for Outside Director and overview of expected roles]					
	Mr. Hiroshi Shimizu has a wealth of experience in strategic consulting operations and					
		business strategy primarily in the manufacturing in				
		base. The Company expects that this background w				
		priate supervision of the Company's management f	from a broad,			
	medium- to long-term persp	ective, and thus requests his election.				

Candidate No.	Name (Date of birth)		perience, positions, responsibilities, significant concurrent positions	Number of shares of the Company held
8	Mr. Masahito Kitamura ha	Significant Professor Kansai U candidate for s a wealth of	Division Executive Officer, Chief Information Security Officer Executive Officer, Vice President, Chief Information Security Officer (retired in March 2021)	ling corporate
	establishing a global busin him to provide advice and	ess system. Tappropriate s	The Company expects that this backgrous supervision of the Company's managem we, and thus requests his election.	nd will enable

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

- 2. Ms. Yumiko Miyazawa's registered name under the family registration system of Japan is Yumiko Uchitsu.
- 3. The number of shares of the Company held that is marked with an asterisk (*) includes the number of shares (as of March 31, 2025) that is scheduled to be allotted to each Director under the stock compensation plan when he or she retires as Director.
- 4. Mr. Hiroshi Shimizu and Mr. Masahito Kitamura are candidates for Outside Director. The Company has submitted both persons to the Tokyo Stock Exchange as Independent Directors under the stipulations of the Exchange, and if they are both elected, they will continue to be Independent Directors.
- 5. The terms of office of Mr. Hiroshi Shimizu and Mr. Masahito Kitamura as Outside Directors of the Company will be 14 years and 2 years, respectively, at the conclusion of this Annual General Meeting of Shareholders.
- 6. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Mr. Hiroshi Shimizu and Mr. Masahito Kitamura to limit liabilities for damages in Article 423, Paragraph 1 of the Companies Act. The limit of liability under said agreement is the minimum amount of liability as stipulated by laws and regulations. If they are both elected, the Company plans to renew the agreements.

7. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The said insurance agreement will cover damages that may arise when an insured director or officer assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. However, this policy includes certain exemption clauses, such as not providing compensation for damages attributable to acts in violation of laws or regulations that were carried out with full knowledge of their illegality. The insured parties of the insurance policy are Directors (including Directors who are Audit & Supervisory Committee Members) of the Company and its subsidiaries, Statutory Auditors, Executive Officers and employees in managerial positions, and the candidates for Directors are included as the insured under this insurance policy. Additionally, all premiums are borne by the Company, and the Company plans to renew the policy with the same contents at the next agreement renewal.

Proposal 3: Election of One Substitute Director who is an Audit & Supervisory Committee Member

In preparation for the situation in which the number of Directors who are Audit & Supervisory Committee Members falls short of the number stipulated by laws and regulations, the Company proposes the election of one substitute Director who is an Audit & Supervisory Committee Member in advance.

Additionally, regarding the effectiveness of this election, election may be nullified by a resolution of the Board of Directors upon gaining approval from the Audit & Supervisory Committee, provided that it is prior to assumption of office. Furthermore, this Proposal has received the approval of the Audit & Supervisory Committee.

The candidate for substitute Director who is an Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Past expe	rience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
Masahito Kitamura (January 3, 1959) Male Candidate for Outside Director Candidate for Independent Director	Significant Professor	Joined Olympus Optical Co., Ltd. (currently Olympus Corporation) Assigned to Olympus Singapore Pte. Ltd. General Manager, Industrial Information Department, Olympus Optical Co., Ltd. (currently Olympus Corporation) Head of IT Strategy Office General Manager, IT Reform Promotion Department; General Manager, IT Infrastructure Department Head of IT Division Executive Officer, Chief Compliance Officer Executive Officer, Head of CSR Division Executive Officer, Chief Information Security Officer Executive Officer, Vice President, Chief Information Security Officer (retired in March 2021) External Member of Board, Cybernet Systems Co., Ltd. Professor, School of Business Administration, Kansai University of International Studies Outside Director, the Company To the present Outside Director of the Company) concurrent positions , School of Business Administration, Kansai y of International Studies	200 shares

[Reasons for selection as a candidate for Outside Director and overview of expected roles] Mr. Masahito Kitamura has a wealth of experience and advanced insight regarding corporate management and the IT sector within Olympus Corporation as well as experience in establishing a global business system. The Company expects that this background will enable him to provide advice and appropriate supervision and audit of the Company's management from a broad, medium- to long-term perspective, and thus requests his election.

Additionally, if Proposal 2 is approved as originally proposed, he will assume the position of Director (excluding Director who is an Audit & Supervisory Committee Member), but if the number of Directors who are Audit & Supervisory Committee Members falls short of the number stipulated by laws and regulations, he will resign from the position of Director and assume the position of Director who is an Audit & Supervisory Committee Member.

- (Notes) 1. There are no special interests between the candidate and the Company.
 - 2. Mr. Masahito Kitamura is a candidate for substitute Outside Director who is an Audit & Supervisory Committee Member. The Company has submitted him to the Tokyo Stock Exchange as Independent Director under the stipulations of the Exchange, and if he assumes the position of Director who is an Audit & Supervisory Committee Member, he will be an Independent Director.
 - 3. The term of office of Mr. Masahito Kitamura as an Outside Director of the Company will be 2 years at the conclusion of this Annual General Meeting of Shareholders.
 - 4. If Mr. Masahito Kitamura assumes the position of Director who is an Audit & Supervisory Committee Member, the Company plans to conclude a new agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act to limit liabilities for damages in Article 423, Paragraph 1 of the Companies Act. The limit of liability under said agreement is the minimum amount of liability as stipulated by laws and regulations.
 - 5. If Mr. Masahito Kitamura assumes the position of Director who is an Audit & Supervisory Committee Member, he will be included as the insured under a directors and officers liability insurance agreement provided for in Article 430-3, paragraph 1 of the Companies Act. An outline of the contents of the related insurance policy is as stated on page 12 (Note 7.) of this Notice of the Convocation of the 46th Annual General Meeting of Shareholders. Additionally, the Company plans to renew the policy with the same contents at the next agreement renewal.

Reference: Policy on selection of candidates for directors and skills matrix

Views on the composition of the board of directors

The Company emphasizes the composition of executive Directors and non-executive Directors (Directors who are Audit & Supervisory Committee Members and Outside Directors, etc. The same shall apply hereinafter) having a good overall balance of knowledge in the Company's business (including knowledge in international aspects related to the Company's business domains), a wealth of knowledge related to management, and qualities such as a high level of expertise to effectively perform their respective role and responsibilities and ensuring both an appropriate size and diverse perspectives and values.

In addition, in order to have a highly effective supervisory function, the Company has a policy of maintaining the percentage of Outside Directors on the Board of Directors at one-third or more.

<u>Policy and procedure of selecting candidates for Directors and Directors who are Audit & Supervisory</u> Committee Members

In order to ensure transparency of processes related to policy and procedure of selecting candidates for Directors and Directors who are Audit & Supervisory Committee Members; nomination process of candidates for Directors (including Directors who are Audit & Supervisory Committee Members); as well as selection and dismissal process of Representative Directors and Directors with executive titles, the Company has established a Nomination Advisory Committee which is chaired by an Independent Outside Director and comprised of a majority of Independent Outside Directors.

When selecting candidates for executive Directors and non-executive Directors, the Board of Directors makes a decision in light of the report of the Nomination Advisory Committee, taking into consideration the balance of the entire Board of Directors based on the Company's business, scale, and structure.

Skills and Expertise of Directors (if each candidate is elected at this General Meeting of Shareholders)

Classification	Name	Gender	Outside Director/ Independent Director	Corporate Manage- ment	IT and Technol- ogy	Global	Finance and Accounting	Risk Manage- ment and Legal Affairs
	Masakazu Haneda	Male		0	0	\circ		
	Shigeaki Betsunou	Male				0	0	0
	Atsushi Nakano	Male			0	0		
	Yusuke Sato	Male			0	0		
Directors	Toshiyuki Irimajiri	Male			0	0		
	Yumiko Miyazawa	Female			0	0		
	Hiroshi Shimizu	Male	Outside/ Independent	0	0	0		
	Masahito Kitamura	Male	Outside/ Independent	0	0	0		
Directors (Audit & Supervisory Committee Members)	Naoki Shimizu	Male	Outside/ Independent	0			0	0
	Takako Miyoshi	Female	Outside/ Independent					0
	Hirofumi Otsuka	Male		0	0	0		

Note: For each candidate, up to three categories were selected from the fields in which candidates have experience and expertise. They are indicated with circles (0).