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Securities Code: 9889  
May 30, 2022

To our Shareholders:

Seiji Higashiue  
Representative Director and President  
**JBCC Holdings Inc.**  
Nissay Aroma Square, 5-37-1, Kamata, Ota-ku, Tokyo

## Notice of the 58th Annual General Meeting of Shareholders

We are happy to announce that the 58th Annual General Meeting of Shareholders of JBCC Holdings Inc. (the “Company”) will be held as indicated below.

From the viewpoint of preventing the spread of the novel coronavirus disease (COVID-19), we would like you to exercise your voting rights using the internet or paper-based documents in advance of this General Meeting of Shareholders as much as possible, and to refrain from coming to the venue on the day of the meeting. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. on Monday, June 20, 2022 (JST).

**1. Date and Time:** Tuesday, June 21, 2022, at 9:30 a.m. (JST) \*

(Reception will open at 9:00 a.m.)

\*Please mind the time of the event.

**2. Venue:** Conference room at JBCC Holdings Inc.  
15th floor, Nissay Aroma Square, 5-37-1, Kamata, Ota-ku, Tokyo

### 3. Purpose of the Meeting

#### Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 58th fiscal year (from April 1, 2021 to March 31, 2022), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 58th fiscal year (from April 1, 2021 to March 31, 2022)

#### Matters to be resolved:

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Partial Amendments to the Articles of Incorporation   |
| <b>Proposal No. 2</b> | Election of 8 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| <b>Proposal No. 3</b> | Election of 3 Directors Who Are Audit and Supervisory Committee Members                       |
| <b>Proposal No. 4</b> | Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member            |

#### (Notes)

1. If you attend the meeting in person on the day, please kindly submit the enclosed voting form at the reception desk. Please be aware that non-shareholders such as proxies and people accompanying shareholders may not attend the General Meeting of Shareholders.
2. The meeting will be carried out in light clothing with no neckties (“Cool Biz”). We ask that you also visit the venue dressed in light clothing if you attend the meeting.
3. Among the documents to be provided to this notice, the items (1) to (5) below are posted on the Company’s website (<https://www.jbcchd.co.jp/ir/library/meeting/index.html>) as “Information on the Internet Disclosure Regarding the ‘Notice of the 58th Annual General Meeting of Shareholders’” pursuant to laws and regulations and to Article 15 of the Company’s Articles of Incorporation, and are accordingly not included in the documents attached to this notice.
  - (1) From the Business Report: “System to Ensure Properness of Operations”
  - (2) From the Consolidated Financial Statements: “Consolidated Statement of Changes in Equity”
  - (3) From the Consolidated Financial Statements: “Notes to the Consolidated Financial Statements”
  - (4) From the Non-consolidated Financial Statements: “Non-consolidated Statement of Changes in Equity”
  - (5) From the Non-consolidated Financial Statements: “Notes to the Non-consolidated Financial Statements”

Accordingly, the Business Reports, the Consolidated Financial Statements and the Non-consolidated Financial Statements attached to this notice are only part of the Business Reports, the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Financial Auditor and the Audit and Supervisory Committee to prepare a financial audit report or an audit report, respectively.

4. In the event that the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements are revised, these will be posted on our website (<https://www.jbcchd.co.jp/ir/news/index.html>).

## Reference Documents for General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1 Partial Amendments to the Articles of Incorporation

##### 1. Reason for amendment

- (1) The Company proposes to relocate its Head Office as defined in Article 3 of the Current Articles of Incorporation, from Ota-ku, Tokyo, to Chuo-ku, Tokyo, to streamline operations and practice autonomous, diverse and new workstyles by consolidating the business locations in the Tokyo metropolitan area. The Company proposes to adopt a supplementary provision stipulating that the amendment shall take effect as of the date of the relocation of the Head Office, which is to be determined during a Board of Directors meeting by January 31, 2023, and delete the supplementary provision after the effective date.
- (2) Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the implementation of the system for providing informational materials for the general meetings of shareholders in electronic format.
  - (i) Since it will become mandatory to stipulate in the Articles of Incorporation that information presented in the Reference Documents for General Meeting of Shareholders must be provided in electronic format, the Company newly adopt Article 15 (Measures for Provision in Electronic Format, etc.), Paragraph 1 of the Proposed Amendments.
  - (ii) As for information to be provided in electronic format presented in the Reference Documents for General Meeting of Shareholders, the Company newly adopt Article 15 (Measures for Provision in Electronic Format, etc.), Paragraph 2 of the Proposed Amendments, to limit the scope of information provided in paper documents for shareholders upon their request to the scope required by the Ordinance of the Ministry of Justice.
  - (iii) After the system for providing informational materials for general meetings of shareholders in electronic format is implemented, Article 15 of the current Articles of Incorporation (Disclosure of Reference Documents for General Meeting of Shareholders via the Internet and Deemed Provision) will no longer be necessary and thus the Company delete this provision.
  - (iv) The Company adopt supplementary provisions concerning the effectiveness of the provisions that will be newly adopted or deleted as indicated above. The supplementary provisions will be deleted after their expiration dates.
- (3) In addition, the Company proposes to revise some wording.

## 2. Details of amendments

Details of amendments are as follows.

(Changed parts are underlined)

Current Articles of Incorporation	Proposed amendments
<p>(Location of Head Office) Article 3 The Company shall have Head Office in <u>Ota-ku</u>, Tokyo.</p>	<p>(Location of Head Office) Article 3 The Company shall have Head Office in <u>Chuo-ku</u>, Tokyo.</p>
<p><u>(Disclosure of Reference Documents for General Meeting of Shareholders on the Internet and Deemed Provision)</u></p>	<p>(Deleted)</p>
<p>Article 15 <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the Reference Documents for General Meeting of Shareholders, business report, financial statements and consolidated financial statements through the Internet in accordance with the legally prescribed provisions, it may be deemed that the Company has provided this information to shareholders.</u></p>	
<p>(Newly established)</p>	<p><u>(Measures for Provision in Electronic Format, etc.)</u></p>
<p>Supplementary Provisions</p>	<p>Article 15 <u>1. When the Company convenes a general meeting of shareholders, it will take measures for providing information that constitutes the content of the Reference Documents for General Meeting of Shareholders, etc. in electronic format.</u> <u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>
<p>(Transitional Measures concerning Exemption from Liability of Auditors)</p>	<p>Supplementary Provisions</p>
<p>(Text omitted)</p>	<p>(Transitional Measures concerning Exemption from Liability of Auditors)</p>
<p>(Newly established)</p>	<p>Article 1(Unchanged)</p>
	<p><u>Transitional Measures concerning Measures for Provision in Electronic Format, etc.</u></p>
	<p>Article 2 <u>1. The deletion of Article 15 (Disclosure of Reference Documents for General Meeting of Shareholders on the Internet and Deemed Provision) of the current Articles of Incorporation and the establishment of the new Article 15 (Measures for Provision in Electronic Format, etc.) of the amended Articles of Incorporation will be effective from September 1, 2022 (hereinafter referred to as the “Date of Enforcement”), which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u> <u>2. Notwithstanding the provision of the preceding paragraph, Article 15 of the current Articles of Incorporation (Disclosure of Reference Documents for General Meeting of Shareholders on the Internet and Deemed Provision) will remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p>

Current Articles of Incorporation	Proposed amendments
(Newly established)	<p><u>3. The provisions in this Article will be deleted after the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders mentioned in the preceding paragraph, whichever is later.</u></p> <p><u>(Transitional Measures concerning the Location of Head Office)</u></p> <p><u>Article 3</u></p> <p><u>The amendment to Article 3 (Location of Head Office) shall take effect on the date of the relocation of Head Office, which is to be determined during a Board of Directors meeting by January 31, 2023. This Article shall be deleted after the effective date of the relocation of Head Office.</u></p>

**Proposal No. 2** Election of 8 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 8 Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of 8 Directors.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company	Responsibility	Candidate attributes
1	Seiji Higashiue	Representative Director and President	Supervisor of the JB Group companies (the "Group") Representative Director and President of JBCC Corporation	Reelection
2	Yoshiaki Mitsuboshi	Director	In charge of Service Representative Director and President of JB Service Corporation	Reelection
3	Yasutoki Takahashi	Director	In charge of Financial Affairs Representative Director and President of C&C Business Service Corporation	Reelection
4	Masami Yoshimatsu	Director	In charge of JB Software Representative Director and President of JB Advanced Technology Corporation	Reelection
5	Shinpei Yabushita	Director	In charge of Solutions Director and Vice President of JBCC Corporation	Reelection
6	Yoshitaka Uchida	Director	In charge of SI/Security/ITS Director and Managing Executive Officer of JBCC Corporation	Reelection
7	Kiyoshi Ido	Outside Director	–	Reelection Outside Independent
8	Mari Sagiya	Outside Director	–	Reelection Outside Independent Female

Note: Reelection: candidate for Director to be reelected

Outside: candidate for Outside Director

Independent: independent officer registered with the securities exchange

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Seiji Higashiue (February 4, 1958)</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">[Tenure as Director] 10 years</p> <p style="text-align: center;">[Attendance at Board of Directors meetings] 100% (12/12)</p>	<p>Apr. 1982      Joined IBM Japan, Ltd.</p> <p>Jan. 2006      Executive Officer in charge of Finance Business of IBM Japan, Ltd.</p> <p>Jan. 2007      Managing Executive Officer in charge of Finance Business of IBM Japan, Ltd.</p> <p>Oct. 2007      Senior Managing Executive Officer in charge of Finance Business of IBM Japan, Ltd.</p> <p>Jan. 2009      Director and Senior Managing Executive Officer in charge of Sales of IBM Japan, Ltd.</p> <p>July 2010      Director and Senior Managing Executive Officer in charge of System Quality, Global Technology Services Business of IBM Japan, Ltd.</p> <p>Feb. 2012      Joined the Company, Advisor</p> <p>Apr. 2012      Representative Director and President of JBCC Corporation (current position)</p> <p>June 2012      Representative Director of the Company</p> <p>Apr. 2019      Representative Director and President (current position)</p>	91,300
<p>[Reasons for nomination as candidate for Director] He demonstrates strong leadership as Representative Director and President, leading the entire Group to drive the business structural transformation to achieve the Medium-Term Business Plan “HARMONIZE 2023”. As a result, the Company has been making solid progress toward achieving the Medium-Term Business Plan. The Company has decided to nominate him for another term as a Director, because it expects that he can help drive sustainable growth of the Group and increase its corporate value by further focusing on high value-added solutions to strengthen its profitability and drive the transition to a value-creating company.</p> <p>[To our shareholders] Since the launch of the new Medium-term Business Plan, “HARMONIZE 2023,” I have been working to drive the business structural transformation by enabling continuous and drastic growth of the focus areas, which are ultra-high-speed development, cloud computing and security. For this fiscal year, I am determined to help further unify the Group as one, while reinforcing its recurring-revenue business and aiming to increase the sales, transforming the Company into a value-creating company that helps customers achieve digital transformation with HARMONIZE.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p>Yoshiaki Mitsuboshi (November 9, 1960)</p> <p>Reelection</p> <p>[Tenure as Director] 5 years</p> <p>[Attendance at Board of Directors meetings] 100% (12/12)</p>	<p>Apr. 1983      Joined the Company</p> <p>Apr. 2011      Director, Senior Executive Officer and General Manager of Medical Solution Division of Japan Business Computer Corporation</p> <p>Apr. 2012      Director, Managing Executive Office supervising SI &amp; Service and General Manager of Medical Solution Division of JBCC Corporation</p> <p>Apr. 2013      Director and Managing Executive Officer supervising SI &amp; Service of JBCC Corporation</p> <p>Jan. 2015      Director and Managing Executive Officer in charge of SI &amp; Service of JBCC Corporation</p> <p>Apr. 2016      Director of JBCC Corporation (current position)</p> <p>Apr. 2016      Representative Director and President of JB Service Corporation (current position)</p> <p>June 2017      Director of the Company (current position)</p>	43,700
<p>[Reasons for nomination as candidate for Director]</p> <p>As Representative Director and President of JB Service Corporation, he has been helping improve the Group's business performance by expanding its security operational services, which is key business, and Non-IT service businesses, for the Medium-Term Business Plan, "HARMONIZE 2023," to expand its recurring-revenue business. The Company has nominated him for another term as a Director since it expects that he can help increase the Group's corporate value and build a stable earnings base by aiming to further expand its various recurring-revenue businesses going forward.</p> <p>[To our shareholders]</p> <p>Two years into the Medium-Term Business Plan, the transition to the focus areas of business is expected to accelerate even further. With HARMONIZE 2023 as the core strategy, I intend to meet customer needs by utilizing characteristics of each Group company specializing in security, cloud computing and ultra-high-speed development, respectively. For the entire Group, I will fully dedicate myself to helping society through SDGs and sustainability initiatives by utilizing solutions offered by the Group.</p>			



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Yasutoki Takahashi (January 15, 1964)  Reelection  [Tenure as Director] 5 years  [Attendance at Board of Directors meetings] 100% (12/12)	<p>Apr. 1984      Joined the Company</p> <p>Apr. 2007      Executive Officer in charge of Accounting and Finance of C&amp;C Business Service Corporation</p> <p>Apr. 2009      Administrative Officer in charge of Accounting of the Company</p> <p>Apr. 2010      Executive Officer in charge of Accounting and Finance of C&amp;C Business Service Corporation</p> <p>Apr. 2015      Senior Executive Officer in charge of Accounting and Finance of C&amp;C Business Service Corporation</p> <p>Apr. 2017      Director and Senior Executive Officer in charge of Accounting and Finance of C&amp;C Business Service Corporation</p> <p>Apr. 2017      Executive Officer in charge of Finance of the Company</p> <p>June 2017      Director and Executive Officer in charge of Finance (current position)</p> <p>Apr. 2020      Representative Director and President of C&amp;C Business Service Corporation (current position)</p>	17,800
<p>[Reasons for nomination as candidate for Director] He has strong expertise and tracks records in finance and accounting, and in charge of Finance of the Group, he has formulated and executed financial strategies, capital policies and shareholder return policies. As Representative Director and President of C&amp;C Business Service Corporation, he has also driven and achieved results in the DX (Digital Transformation) of business processes for the back office division. The Company judges that he can continue to help reinforce the financial base and formulate and execute financial policies by utilizing his abundant experience and expertise, and nominated him for another term as a Director.</p> <p>[To our shareholders] Thanks to the progress on the Medium-Term Business Plan, "HARMONIZE 2023," the Company has succeeded in solidifying the earnings base even further. I will continue to pursue efficiency enabled by operational Digital Transformation for the back office division, and work to reduce fixed costs by reducing the use of paper and signature stamps and promoting remote work.</p> <p>In order to further drive the transformation, I intend to dedicate myself to reinforcing the risk management system.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	<p>Masami Yoshimatsu (January 3, 1965)</p> <p>Reelection</p> <p>[Tenure as Director] 4 years</p> <p>[Attendance at Board of Directors meetings] 100% (12/12)</p>	<p>Apr. 1987      Joined IBM Japan, Ltd.</p> <p>Jan. 2008      General Manager of Storage Division, System Products Business of IBM Japan, Ltd.</p> <p>Jan. 2010      In charge of Sales Development, Cloud Computing Business of IBM Japan, Ltd.</p> <p>July 2011      Administrative Officer in charge of Business Operations, ibm.com Business of IBM Japan, Ltd.</p> <p>Jan. 2012      Administrative Officer and General Manager of GTS Division, Inside Sales Business (ibm.com Business) of IBM Japan, Ltd.</p> <p>Jan. 2013      Joined JBCC Corporation, Administrative Officer and General Manager of Business Development Division</p> <p>Apr. 2014      Executive Officer and General Manager of Platform Solution Division of JBCC Corporation</p> <p>Apr. 2016      Senior Executive Officer and General Manager of Platform Solution Division of JBCC Corporation</p> <p>Apr. 2017      Director and Managing Executive Officer in charge of Solution Business of JBCC Corporation</p> <p>June 2018      Director of the Company</p> <p>Apr. 2019      Director in charge of Corporate Planning</p> <p>Apr. 2020      Representative Director and President of JB Advanced Technology Corporation (current position)</p> <p>Apr. 2021      Director of the Company (current position)</p>	14,900
<p>[Reasons for nomination as candidate for Director] The initiative to transform business models by utilizing Cloud Connectivity Platform, a main solution for the Medium-Term Business Plan, "HARMONIZE 2023," has helped gain contracts steadily and expand the application areas. The Company has decided to nominate him for another term as a Director since it expects that he can help increase the Group's corporate value and stabilize the management base by continuing to vigorously drive the initiative to create subscription services based on the business model utilizing Cloud Connectivity Platform, which is the Company's proprietary solution.</p> <p>[To our shareholders] I will continue to be in charge of JB Advanced Technology Corporation, which is the only manufacturer in the Group. I will endeavor to meet customer needs by providing technologies and solutions with higher added-value, and take on challenges to solve problems and realize digital transformation with employees who have diverse values. I believe in the value that innovation can bring, and will do my utmost to achieve continuous business growth and increase corporate value.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
5	Shinpei Yabushita (September 11, 1962)  Reelection  [Tenure as Director] 1 year  [Attendance at Board of Directors meetings] 100% (9/9) Assumed the position in June 2021	Apr. 1985	Joined IBM Japan, Ltd.	21,100
	July 2008	Executive Officer in charge of Enterprise Systems, System Products Business of IBM Japan, Ltd.		
		July 2010	Senior Managing Executive Officer in charge of System Products Business of IBM Japan, Ltd.	
		Apr. 2014	Director, Senior Executive Officer, and General Manager of Enterprise Business Division of IBM Japan, Ltd.	
		Feb. 2018	Senior Managing Executive Officer and General Manager of Financial Business Unit 2, Industry Business Division of IBM Japan, Ltd.	
		May 2020	Joined JBCC Corporation, Director and Vice President in charge of Solution Business (current position)	
		June 2021	Director of the Company (current position)	
[Reasons for nomination as candidate for Director] In charge of the solution business of JBCC Corporation, which is the Group's core company, he has been vigorously promoting its cloud business, which is a main business for the Medium-Term Business Plan, "HARMONIZE 2023," helping the Group drive its business structural transformation. The Company has decided to nominate him for another term as a Director since it expects that he can help improve the Group's corporate value by continuing to play a leading role in driving the growth of the entire Group's cloud business. [To our shareholders] I will continue to work to deliver solutions that customers want most as soon as possible to help them further drive their digital transformation, with "HARMONIZE," which is the JB Group's comprehensive IT service package. In addition, I am determined to dedicate myself to increasing the Group's corporate value by consolidating the JB Group's technologies, technical capabilities and ability to propose solutions and continuing to strive to create value-added IT solutions for customers.				
6	Yoshitaka Uchida (March 1, 1965)  Reelection  [Tenure as Director] 1 year  [Attendance at Board of Directors meetings] 100% (9/9) Assumed the position in June 2021	Jan. 1986	Joined the Company	21,139
	Jan. 2015	Executive Officer and General Manager of IT Services Division of JBCC Corporation		
		Apr. 2016	Senior Executive Officer and General Manager of IT Services Division of JBCC Corporation	
		Apr. 2017	Director and Senior Executive Officer in charge of IT Services Business of JBCC Corporation	
		Apr. 2018	Director and Managing Executive Officer in charge of IT Services Business of JBCC Corporation	
		Jan. 2021	Director and Managing Executive Officer in charge of Service Business (current position) of JBCC Corporation	
		June 2021	Director of the Company (current position)	
[Reasons for nomination as candidate for Director] In charge of the service business of JBCC Corporation, which is the Group's core company, he has been playing a leading role in the ultra-high-speed development and security businesses, which are the main businesses for the Medium-Term Business Plan, "HARMONIZE 2023," thereby successfully growing them. The Company has decided to nominate him for another term as a Director since it expects that he will be able to continue to demonstrate strong leadership for these main businesses and help increase the Group's corporate value. [To our shareholders] For this fiscal year, I will continue to take charge of the ultra-high-speed development (SI) and security businesses, which are focus areas for HARMONIZE 2023. Amid the increasing demand for agility to keep up with changing business needs and solutions for security risks, I'm determined to further drive business structural transformation, provide optimal services for customers and promote the continuous growth of businesses and increase the corporate value.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	<p style="text-align: center;">Kiyoshi Ido (November 23, 1955)</p> <p style="text-align: center;">Reelection Outside Independent</p> <p style="text-align: center;">[Tenure as Outside Director] 4 years</p> <p style="text-align: center;">[Attendance at Board of Directors meetings] 100% (12/12)</p>	<p>Apr. 1978      Joined The Yasuda Fire and Marine Insurance Co., Ltd.</p> <p>June 2002     Representative Director and President of The Yasuda Fire System Development Co., Ltd.</p> <p>July 2002     Representative Director and President of Sompo Japan System Solution Inc.</p> <p>Apr. 2007     Executive Officer of Sompo Japan Insurance Inc.</p> <p>Apr. 2009     Director and Managing Executive Officer of Sompo Japan Himawari Life Insurance Inc.</p> <p>Apr. 2010     Director and Senior Managing Executive Officer of Sompo Japan Himawari Life Insurance Inc.</p> <p>Oct. 2011     Director and Senior Managing Executive Officer of NKSJ Himawari Life Insurance, Inc.</p> <p>June 2013     Senior Managing Executive Officer of JAPAN POST INSURANCE Co., Ltd.</p> <p>July 2013     Director of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD.</p> <p>June 2016     Director and Deputy President Representative Executive Officer of JAPAN POST INSURANCE Co., Ltd.</p> <p>June 2017     Director and Deputy Chairman of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD.</p> <p>June 2018     Outside Director of the Company (current position)</p> <p>Apr. 2020     Representative Director and Chief Development Officer of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD.</p> <p>June 2020     Representative Director and President of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD. (current position)</p>	
<p>[Reason for nomination as candidate for Outside Director and expected role, etc.]</p> <p>He has abundant experience and a wide range of knowledge as a manager of an IT-related company and helps enhance the effectiveness of the Board of Directors by providing management advice and supervising business execution. The Company expects that he will be able to continue to help enhance the effectiveness of the Board of Directors, drive sustainable growth of the Group and increase its corporate value by providing proper advice and supervision based on his wealth of experience and extensive knowledge and thus has nominated him for another term as an Outside Director.</p> <p>[To our shareholders]</p> <p>We got off to a flying start in the first fiscal year for the Medium-Term Business Plan, "HARMONIZE 2023" by hitting numerical targets and strengthening the corporate structure, clearly marking significant progress on the business structural transformation. I'm determined to help achieve business plans and further increase the corporate value by providing objective and precise advice as an Outside Director to unify the employees and corporate management to drive the business structural transformation and reinforce the corporate structure to keep up with the ever advancing and customer demand for change.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
8	Mari Sagiya (November 16, 1962)  Reelection Outside Independent Female  [Tenure as Outside Director] 1 year  [Attendance at Board of Directors meetings] 100% (9/9) Assumed the position in June 2021	Apr. 1985      Joined IBM Japan, Ltd. July 2005      Executive Officer in charge of General Business of IBM Japan, Ltd. July 2007      Executive Officer in charge of Corporate Planning, Marketing and Communications of IBM Japan, Ltd. Jan. 2011      Executive Officer in charge of Communications, Media and Utilities of IBM Japan, Ltd. July 2014      Managing Executive Officer in charge of Strategy Marketing and Communications of SAP Japan Co., Ltd. Jan. 2016      Managing Executive Officer and Chief Marketing Officer of salesforce.com Co., Ltd. June 2019      Outside Director of Mizuho Leasing Company, Limited (current position) Outside Director of KOKUSAI PULP&PAPER CO., LTD. (current position) Mar. 2020      Outside Director of MonotaRO Co., Ltd. (current position) June 2021      Outside Director of the Company (current position)	-
<p>[Reason for nomination as candidate for Outside Director and expected role, etc.] She has a wealth of experience and knowledge acquired through serving as a management executive in charge of the sales and marketing divisions of several IT-related companies, etc. and provides management advice and supervises business execution based on new perspectives cultivated through the aforementioned experience. The Company judges that she can help drive sustainable growth and increase the corporate value of the Group as an independent individual by utilizing her abundant experience and expertise, and nominated her for another term as an Outside Director.</p> <p>[To our shareholders] Under the Medium-Term Business Plan, "HARMONIZE 2023," the Company is continuing its business structural transformation, which is targeted at its high value-added businesses. Amid the ever increasing uncertainty of the social and economic environment, I expect that the current customer trend of promoting digital transformation to solve management problems will continue. As an Outside Director, I am determined to focus on providing advice that will help the Company stably grow over the medium to long term by seizing on this opportunity, while helping strengthen the governance system by providing candid feedback.</p>			

- Notes:
1. There is no special interest between any of the candidates for Director and the Company.
  2. Candidates for Outside Director  
At the conclusion of this meeting, Kiyoshi Ido's tenure as Outside Director of the Company will have been 4 years.  
At the conclusion of this meeting, Mari Sagiya's tenure as Outside Director of the Company will have been 1 year.  
In June 2022, Ms. Sagiya is scheduled to retire from office as Outside Director of KOKUSAI PULP&PAPER CO., LTD. and assume office as Outside Director of Mitsubishi Corporation.
  3. Conclusion of Liability Limitation Agreement  
Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Kiyoshi Ido and Mari Sagiya to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under these agreements is the minimum liability amount provided for under laws and regulations, and if the reelection of Kiyoshi Ido and Mari Sagiya is approved, the Company plans to renew the aforementioned agreements with them.
  4. Independent officer  
The Company has submitted notification to Tokyo Stock Exchange that Kiyoshi Ido and Mari Sagiya have been appointed as independent officers as provided for by the aforementioned exchange. If Mr. Ido and Ms. Sagiya are reelected, the Company plans for their appointment as independent officers to continue.  
Mr. Ido is Representative Director and President of JAPAN POST INSURANCE SYSTEM SOLUTIONS Co., LTD.  
Ms. Sagiya has been an executive at IBM Japan, Ltd. in the past, but it has been more than seven years since she left the company in July 2014. Therefore, the Company judges that this does not affect her independence.  
There is a transaction relationship between IBM Japan and JB Group, and the transaction amount is less than 0.9% of the Company's consolidated sales in FY2021.

She is currently an Outside Director of Mizuho Leasing Company, Limited, KOKUSAI PULP&PAPER CO., LTD., and MonotaRO Co., Ltd., and is not engaged in the execution of business. There is a transaction relationship between Mizuho Leasing Company, Limited and the Group, and the transaction amount is less than 0.3% of the Company's consolidated sales in FY2021. The Company deems that there are no concerns over her independence, considering the past and present situations.

5. Conclusion of a directors and officers liability insurance agreement

The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. The outline of the insurance agreement is provided under item (4) "Outline, etc. of the directors and officers liability insurance agreement" on page 47 of the Business Report (in Japanese only). All the candidates for Directors are included as insured in the insurance agreement.

The insurance agreement is scheduled to be renewed with the same terms and conditions at the next renewal.

6. Major reorganization in the Group

In April 2006, Japan Business Computer Corporation changed its trade name to JBCC Holdings Inc. following the shift to a pure holding company structure, and Japan Business Computer Corporation was established as a new operating company.

In April 2012, JB Enterprise Solutions Corporation absorbed and merged with Japan Business Computer Corporation and took over part of the business of JB Service Corporation through an absorption-type company split with JB Service Corporation. Accordingly, JB Enterprise Solutions Corporation changed its trade name to JBCC Corporation.

**Proposal No. 3** Election of 3 Directors Who Are Audit and Supervisory Committee Members

The terms of office of all 3 Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of 3 Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name	Position in the Company	Responsibility	Candidate attributes
1	Akifumi Imamura	Outside Director, Audit and Supervisory Committee Member	–	Reelection Outside Independent
2	Yoshiko Watanabe	Outside Director, Audit and Supervisory Committee Member	–	Reelection Outside Independent Female
3	Takeshi Yamazaki	–	–	New election

Note: Reelection: candidate for Director who is an Audit and Supervisory Committee Member, to be reelected

New election: candidate for Director who is an Audit and Supervisory Committee Member, to be newly elected

Outside: candidate for Outside Director who is an Audit and Supervisory Committee Member

Independent: independent officer registered with the securities exchange

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p>Akifumi Imamura (April 18, 1953)</p> <p>Reelection Outside Independent</p> <p>[Tenure as Outside Director (Audit and Supervisory Committee Member)] 6 years</p> <p>[Attendance at Board of Directors meetings] 100% (12/12)</p>	<p>Apr. 1982 Registered as an attorney at law</p> <p>Apr. 1989 Attorney (Partner) of Atago Law Office</p> <p>May 2003 Attorney (Partner) of Green Hill Law &amp; Patent Office (current position)</p> <p>June 2005 Outside Auditor of the Company</p> <p>June 2011 Outside Auditor of Itoham Foods Inc. (currently ITOHAM YONEKYU HOLDINGS INC.)</p> <p>June 2016 Outside Director, and Audit and Supervisory Committee Member of the Company (current position)</p> <p>Mar. 2020 Outside Auditor of Otomo Logistics Service Co., Ltd. (current position)</p> <p>June 2021 Outside Director, and Audit and Supervisory Committee Member of SHIBAURA MACHINE CO., LTD. (current position)</p>	-
<p>[Reasons for nomination as candidate for Outside Director and expected role, etc.]</p> <p>Although he has not been directly involved in corporate management in the past, other than as an outside officer, he has expertise in corporate legal affairs as an attorney and knowledge of corporate management supervision acquired while serving as an auditor of other companies. He has been supervising and advising on business execution as an Outside Director, Audit and Supervisory Committee Member. The Company has nominated him for another term as an Outside Director, Audit and Supervisory Committee Member, expecting him to continue to ensure proper decision making practice and help further strengthen the governance system as an independent individual.</p> <p>[To our shareholders]</p> <p>Amid the prolonged COVID-19 pandemic, the entire society is going through a workstyle reform. Under these circumstances, I'm determined to strive as an Audit and Supervisory Committee Member to strengthen the corporate governance system so that employees of the Group can help customers drive their digital transformation under the Group vision of "Together driving a dynamic society through innovative technologies."</p>			



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p data-bbox="331 450 544 510">Yoshiko Watanabe (December 13, 1948)</p> <p data-bbox="376 546 499 667">Reelection Outside Independent Female</p> <p data-bbox="300 703 576 831">[Tenure as Outside Director (Audit and Supervisory Committee Member)] 4 years</p> <p data-bbox="320 866 555 958">[Attendance at Board of Directors meetings] 100% (12/12)</p>	<p data-bbox="612 264 1002 293">Apr. 1971      Joined IBM Japan, Ltd.</p> <p data-bbox="612 300 1209 392">Apr. 1992      General Manager of SE Division supervising Manufacturing I Sales Headquarters of IBM Japan, Ltd.</p> <p data-bbox="612 398 1241 490">Jan. 1994      General Manager of Client Server Development Center, Solution Headquarters of IBM Japan, Ltd.</p> <p data-bbox="612 497 1209 557">Sept. 1995     Project Executive of IBM Corporation (New York)</p> <p data-bbox="612 564 1230 593">Apr. 2001      IBM Asia Pacific Service Corporation Director</p> <p data-bbox="612 600 1209 660">Jan. 2003      Administrative Officer in charge of System Technical Service Center of IBM Japan, Ltd.</p> <p data-bbox="612 667 1134 696">Mar. 2006      Statutory Auditor of IBM Japan, Ltd.</p> <p data-bbox="612 703 1177 795">Oct. 2007      Executive Director of Public Interest Incorporated Association Japan Audit &amp; Supervisory Board Members Association</p> <p data-bbox="612 801 1038 831">July 2012      Advisor of IBM Japan, Ltd.</p> <p data-bbox="612 837 1070 866">Jan. 2014      Auditor of PMI Japan Chapter</p> <p data-bbox="612 873 1214 934">June 2014      External Executive Director of Japan Finance Corporation</p> <p data-bbox="612 940 1214 1023">June 2018      Outside Director, and Audit and Supervisory Committee Member of the Company (current position)</p> <p data-bbox="612 1030 1182 1113">Apr. 2020      Executive Director of Tokyo University of Marine Science and Technology (current position)</p> <p data-bbox="612 1120 1134 1149">Dec. 2021      Director of JIPDEC (current position)</p>	-
<p data-bbox="276 1151 1074 1180">[Reasons for nomination as candidate for Outside Director and expected role, etc.]</p> <p data-bbox="276 1187 1445 1373">She has abundant experience and knowledge acquired through her business experience in IT companies and serving as a director, auditor, etc. of other companies and has been providing appropriate opinions on business execution as an Outside Director, Audit and Supervisory Committee Member. The Company has nominated her for another term as an Outside Director who is an Audit and Supervisory Committee Member, expecting her to continue to provide proper advice during Board meetings, supervise the business execution of Directors and help further strengthen the internal control system.</p> <p data-bbox="276 1379 488 1408">[To our shareholders]</p> <p data-bbox="276 1415 1445 1559">Since the Company transitioned to the Prime Market, it has been expected more than ever to achieve sound and sustainable growth and work to increase the corporate value. Amid the global political uncertainty and recurrent surges of COVID-19, we are facing an uncertain future. Nevertheless, I am determined to help the Company achieve the Medium-Term Business Plan, "HARMONIZE 2023," under a new vision, drawing on insight cultivated through managing the global IT and financial (user side) companies and practical experience of serving as an auditor.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p>Takeshi Yamazaki (September 30, 1962)</p> <p>New election</p> <p>[Tenure as Director] –</p> <p>[Attendance at Board of Directors meetings] –</p>	<p>Apr. 1985      Joined the Company</p> <p>Apr. 2001      General Manager of the Sales Business Unit 3, the Industry Business Division</p> <p>Apr. 2008      General Manager of the Sales Department, the Enterprise Business System Division</p> <p>Apr. 2010      Senior General Manager of Manufacturing and Sales Department, Enterprise Business Division I of JB Enterprise Solutions Corporation</p> <p>Apr. 2011      Executive Officer, Sales Supervisor and General Manager of the Enterprise Business Division I of JB Enterprise Solutions Corporation</p> <p>Apr. 2012      Sales Supervisor and General Manager of the Enterprise Business Division I of JBCC Corporation</p> <p>Aug. 2012      Executive Officer, Sales Supervisor and General Manager of the West Japan Division of JBCC Corporation</p> <p>Oct. 2013      Executive Officer, Sales Supervisor and General Manager of the Enterprise Business Division I of JBCC Corporation</p> <p>Apr. 2014      Executive Officer, East Japan Sales Supervisor and General Manager of the Business Division I of JBCC Corporation</p> <p>Apr. 2016      Executive Officer and General Manager of the Cloud Service Business Department, the Service Division of JBCC Corporation</p> <p>Apr. 2017      Executive Officer and General Manager of the Health Care Business Department, the Solution Business Division, JBCC Corporation</p> <p>Apr. 2019      Senior Executive Officer and General Manager of the Health Care Business Division, the Solution Business Division of JBCC Corporation</p> <p>Apr. 2022      Auditor (current position), JBCC Corporation</p>	6,700
<p>[Reasons for nomination as candidate for Director] In charge of the business function, he has extensive experience serving in the Group and proficient operational knowledge. The Company has newly nominated him as a Director who is an Audit and Supervisory Committee Member, expecting him to properly supervise the business execution of Directors as an Audit and Supervisory Committee Member and provide advice and recommendations in order to indicate and solve issues related to Director's performance of their duties by drawing on his expertise.</p> <p>[To our shareholders] Today, many Japanese companies are going through digital transformation. I will continue to provide management feedback to improve the social reputation of the Group while working to develop myself as an Audit and Supervisory Committee Member by drawing on my experience and communicating closely with Outside Audit and Supervisory Committee Members so the Company can execute high quality internal control as a promotor of digital transformation services.</p>			

- Notes:
1. There is no special interest between any of the candidates for Directors who are Audit and Supervisory Committee Member and the Company.
  2. Akifumi Imamura and Yoshiko Watanabe are candidates for Outside Directors who are Audit and Supervisory Committee Members.
  3. Details of Liability Limitation Agreement  
Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Akifumi Imamura and Yoshiko Watanabe to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under these agreements is the minimum liability amount provided for under laws and regulations, and if the reelection of Akifumi Imamura and Yoshiko Watanabe is approved,

the Company plans to renew the aforementioned agreements with them. If Takeshi Yamazaki is elected, the Company plans to enter into the same limited liability agreement with him.

4. Independent officer

The Company has submitted notification to Tokyo Stock Exchange that Akifumi Imamura and Yoshiko Watanabe have been appointed as independent officers as provided for by the aforementioned exchange. If Mr. Imamura and Ms. Watanabe are reelected, the Company plans for their appointment as independent officers to continue.

Mr. Imamura is currently an Outside Auditor of Otomo Logistics Service Co., Ltd. and an Outside Director, Audit and Supervisory Committee Member of Shibaura Machine Co., Ltd., and is not engaged in the execution of business. There is a transaction relationship between Otomo Logistics Service Co., Ltd. and the Group, and the transaction amount is less than 0.01% of the Company's consolidated sales in FY2021. The Company deems that there are no concerns over his independence, considering the past and present situations.

Ms. Watanabe has been an executive at IBM Japan, Ltd. in the past, but it has been more than 14 years since she left the position. In addition, as more than 9 years have passed since she retired from her office at IBM Japan on September 30, 2012, the Company judges that this does not affect her independence.

There is a transaction relationship between IBM Japan and JB Group companies, and the transaction amount is less than 0.9% of the Company's consolidated sales in FY2021.

5. Conclusion of a directors and officers liability insurance agreement

The Company has a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, paragraph (1), of the Companies Act. The outline of the insurance agreement is provided under item (4) "Outline, etc. of the directors and officers liability insurance agreement" on page 47 of the Business Report (in Japanese only). All the candidates for Directors who are Audit and Supervisory Committee Members are included as insured in the insurance agreement.

The insurance agreement is scheduled to be renewed with the same terms and conditions at the next renewal.

**Proposal No. 4** Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member

At the 56th Annual General Meeting of Shareholders held on June 19, 2020, Hideshige Seo was elected as substitute Director who is an Audit and Supervisory Committee Member, and the validity of the election will expire at the commencement of this annual general meeting of shareholders. Therefore, the Company proposes the election of 1 substitute Director who is an Audit and Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

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

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Hideshige Seo (October 10, 1951)  Outside	Mar. 1974      Joined Maspro Denkoh Corp. June 2005      President & Representative Director of Maspro Denkoh Corp. June 2009      Representative Director and Chairman of Maspro Denkoh Corp. June 2012      Advisor of Maspro Denkoh Corp. June 2012      Outside Director of the Company June 2014      Outside Director of CHUO MALLEABLE IRON CO., LTD. (current position) June 2019      Outside Director of AICHI ELECTRIC Co., Ltd. (current position) Oct. 2021      Trustee of CHUBU UNIVERSITY EDUCATIONAL CORPORATION (current position)	500

[Reasons for nomination as candidate for substitute Outside Director and expected role, etc.]

The Company nominates him to have him contribute to the appropriate decision-making and management oversight of the Directors of the Company from a practical viewpoint based on his many years of experience as a corporate manager.

- Notes:
1. There is no special interest between the candidate and the Company.
  2. Hideshige Seo is a candidate for substitute Outside Director.
  3. Details of Liability Limitation Agreement

If Hideshige Seo assumes the office as Director, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the same Act. Pursuant to this agreement, the maximum amount of liability for damages will be the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.

4. Independent officer

Hideshige Seo retired from Outside Director of the Company in June 2014.

If Mr. Seo assumes the office, the Company plans to submit a notification to Tokyo Stock Exchange concerning his designation as an independent officer as provided for by the aforementioned Exchange.

Hideshige Seo is an Outside Director of CHUO MALLEABLE IRON CO., LTD. and there is a transaction relationship between CHUO MALLEABLE IRON CO., LTD. and the Company's consolidated subsidiaries, JB Service Corporation and Central Information Systems Co., Ltd. (CIS). The transaction amount is less than 0.01% of the Company's consolidated sales in FY2021 and the Company deems that there are no concerns over his independence.

(Reference) Skills matrix of Directors

The Company aims to achieve a balanced Board by appointing Internal Directors with abundant experience and advanced expertise in corporate management and business areas under the pure holding company structure and who will contribute to corporate development as well as selecting Outside Directors that have extensive knowledge and experience in corporate management, accounting, legal affairs, the IT industry and other areas and can play a supervising role by proactively sharing their feedback with the Board of Directors.

If Proposals No. 2 and No. 3 are approved as originally proposed, the skills matrix of Directors of the Company will be as follows.

The positions will be officially confirmed during the Board of Directors meeting after this Annual General Meeting of Shareholders.

Name	Position	Corporate Management	Industrial knowledge/Technology	Sales/Marketing	Finance/Accounting	Legal Affairs/Risk Management	Ability to work globally and internationally	ESG/Sustainability
Seiji Higashiue	Representative Director	●	●	●			●	
Yoshiaki Mitsuboshi	Director	●	●	●				●
Yasutoki Takahashi	Director	●			●	●		
Masami Yoshimatsu	Director	●	●	●			●	
Shinpei Yabushita	Director		●	●			●	
Yoshitaka Uchida	Director		●	●				
Kiyoshi Ido	Director (Independent Outside Director)	●	●			●		
Mari Sagiya	Director (Independent Outside Director)	●	●	●			●	
Takeshi Yamazaki	Director, Audit and Supervisory Committee Member		●	●	●			
Akifumi Imamura	Director, Audit and Supervisory Committee Member (Independent Outside Director)					●		●
Yoshiko Watanabe	Director, Audit and Supervisory Committee Member (Independent Outside Director)	●	●		●		●	

Note: This list does not exclusively include all knowledge and experience of the individuals. Rather, it represents the individuals' key expertise and experience.