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(Securities Code: 3741)

Date of sending by postal mail: June 5, 2025

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To Shareholders with Voting Rights:

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

NOTICE OF CONVOCAION OF THE 55TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 55th Annual General Meeting of Shareholders of Systems Engineering Consultants Co., LTD. (the “Company”), which will be held as described below.

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

■ The Company’s website:

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

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

■ TSE website (Listed Company Search):

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

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

Instead of attending the meeting, you may exercise your voting rights in writing (by post) or by voting via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders as described hereinafter and exercise your voting rights by no later than 5:00 p.m. on Wednesday, June 25, 2025 (JST).

1. Date and Time: Thursday, June 26, 2025, at 10:00 a.m. (JST) (Reception to start at 9:30 a.m.)

2. Venue: Setagaya Business Square Tower, 10th Floor, Company Conference Room
4-10-1 Yoga, Setagaya-ku, Tokyo

3. Purpose of the Meeting:

Matter to be reported:

55th Fiscal Year (April 1, 2024 to March 31, 2025)

The Business Report and the Financial Statements

Matters to be resolved:

Proposal No. 1 Appropriation of Surplus

Proposal No. 2 Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

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

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

Proposal No. 5 Revision of Remuneration Amount for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

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

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

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

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

The Company proposes to pay a year-end dividend of ¥110 per share for the 55th fiscal year, comprising an ordinary dividend of ¥105 per share and a commemorative dividend of ¥5 per share, to commemorate the 20th anniversary of the Company's listing.

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and their aggregate amount
¥110 per common share of the Company
Total dividends: ¥561,004,730
- (3) Effective date of dividends of surplus
June 27, 2025

Proposal No. 2 Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members), with an increase of one (1) Director in order to strengthen the management system.

The Audit and Supervisory Committee has determined that each candidate is qualified to serve as a Director of the Company.

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

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned		
1	<div>Re-election</div> Itsushi Akiyama (August 23, 1951)	Apr. 1976	Joined the Company	48,300		
		May 1996	General Manager of Development Department 1 of the Company			
		June 1998	Executive Officer of the Company			
		Apr. 2001	General Manager of Accounting and Finance Department of the Company			
		June 2002	Director of the Company			
		June 2006	President and Representative Director of the Company			
		Apr. 2019	Chairperson and Representative Director of the Company (current position)			
		(Reasons for nomination) The Company has judged that he continues to be suitable for the position of Director based on his track record of taking charge of the Company's management and contributing to the improvement of corporate value by serving as Chairperson of the Board of Directors as Chairperson and Representative Director, and his abundant experience and insight in overall management.				
2	<div>Re-election</div> Shintaroh Sakurai (March 24, 1958)	Apr. 1983	Joined the Company	16,300		
		Apr. 1999	Manager in charge of Development Department 2 of the Company			
		Apr. 2001	General Manager of Internet Business Field of SI Division of the Company			
		Apr. 2006	Deputy General Manager of Engineering and Development Division of the Company General Manager of Product Business Promotion Department, and General Manager of Research Planning Office of the Company			
		June 2006	Senior Executive Officer of the Company			
		Apr. 2012	Deputy General Manager of Engineering and Development Division of the Company General Manager of 5th Development Department, and General Manager of Research Planning Office of the Company			
		Apr. 2016	General Manager of Engineering and Development Division of the Company			
		June 2016	Director of the Company			
		Apr. 2019	President and Representative Director of the Company (current position)			
		Dec. 2022	President of AMSEC,INC. (current position)			
		(Reasons for nomination) The Company has judged that he continues to be suitable for the position of Director based on his track record of driving the growth of the Company by contributing to the improvement of business performance as President and Representative Director, and his abundant experience and insight in general development and research and development, which have earned him strong trust from within the Company.				

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
3	<div>Re-election</div> Toshiaki Sugiyama (April 17, 1971)	Mar. 2008	Joined the Company	9,700
		Oct. 2016	General Manager of Accounting and Finance Department of Administration Division of the Company	
		July 2018	Executive Officer of the Company	
		June 2019	Director and General Manager of Administration Division of the Company (current position)	
(Reasons for nomination) The Company has judged that he continues to be suitable for the position of Director based on his track record of overseeing the Company's administrative divisions as Director in charge of the Administration Division, his expertise and insight in the fields of accounting and finance, and the trust he has earned from outside organizations such as financial institutions.				
4	<div>New election</div> <div>Outside</div> <div>Independent</div> Kunihiro Nishimura (December 4, 1978)	Apr. 2003	Research Fellow (DC1) of Japan Society for the Promotion of Science	-
		Apr. 2006	Researcher (Project Lecturer) for Industry-Academia-Government Collaboration, Research Center for Advanced Science and Technology, The University of Tokyo	
		Apr. 2007	Assistant Professor, Graduate School of Information Science and Technology, The University of Tokyo	
		Apr. 2011	Visiting Researcher, Research Center for Advanced Science and Technology, The University of Tokyo	
			Established Xcoo, Inc., Representative Director and President (current position)	
		Apr. 2013	Visiting Researcher, Graduate School of Information Science and Technology, The University of Tokyo	
		Oct. 2014	Established Medical Data Card, Inc., Representative Director and President	
		June 2017	Outside Director (Audit and Supervisory Committee Member) of the Company (current position)	
		Apr. 2021	Director and CTO of Medical Data Card, Inc.	
(Reasons for nomination and overview of expected role) Based on his experience as a manager of a venture company specializing in genomic medicine and his knowledge of cutting-edge technologies gained through his network of top-level researchers in Japan, the Company expects him to make suggestions and provide advice on our research and development and cutting-edge technologies as an Outside Director in order to enhance our corporate value. Therefore, the Company has judged that he is qualified to serve as a Director. He is currently Outside Director (Audit and Supervisory Committee Member) of the Company, and his term of office will be eight years at the conclusion of this General Meeting of Shareholders.				

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Kunihiro Nishimura is a candidate for Outside Director.
 3. The Company has entered into a limited liability agreement with Kunihiro Nishimura, which limits his liability to the Company to the higher of two million yen or the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. If the candidate is elected as proposed at this General Meeting of Shareholders, the Company will continue the limited liability agreement with him.
 4. The Company has entered into a liability insurance policy with an insurance company for all officers as stipulated in Article 430-3, paragraph (1) of the Companies Act, naming Directors as the insured, and the insurance policy will cover any damage caused by the insured assuming responsibility for the execution of their duties as Directors, or receiving claims related to the pursuit of such responsibility. If each candidate is elected as a Director, each will be included as an insured party under the relevant insurance policy. The Company plans to renew the relevant insurance policy during the Directors' term of office.

5. The Company has submitted notification to the Tokyo Stock Exchange that Kunihiro Nishimura has been designated as an independent officer as defined by the securities exchange. If he is elected as proposed at this General Meeting of Shareholders, he will continue to be an independent officer.

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

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

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

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

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	<div>Re-election</div> <div>Shunji Sakai</div> <div>(July 8, 1952)</div>	<div>Apr. 1976 Joined the Company</div> <div>Oct. 1993 General Manager of Technical Research Department of the Company</div> <div>June 1998 Executive Officer of the Company</div> <div>Apr. 1999 General Manager of Development Department 2 of the Company</div> <div>Apr. 2001 General Manager of SI Division of the Company</div> <div>June 2002 Director of the Company</div> <div>July 2005 General Manager of Engineering and Development Division of the Company</div> <div>June 2006 Executive Vice President and Director of the Company</div> <div>Apr. 2016 General Manager of Administration Division of the Company</div> <div>Apr. 2019 Director of the Company</div> <div>June 2019 Director of the Company (Audit and Supervisory Committee Member) (current position)</div>	40,000
<div>(Reasons for nomination)</div> <div>In light of his achievements as a Director in leading the Company's Development and Administrative Divisions and contributing to the Company's development, as well as his broad insight in overall management, the Company has determined that he is highly qualified to continue as a Director who is an Audit and Supervisory Committee Member, responsible for upholding and supervising the Company's culture.</div>			
2	<div>New election</div> <div>Outside</div> <div>Independent</div> <div>Tsutomu Sakaida</div> <div>(November 13, 1975)</div>	<div>Dec. 2007 Registered as attorney at law</div> <div>Oct. 2012 Joined Sagami General Legal Professional Corporation</div> <div>Oct. 2012 Established SHIZUOKA EAST LAW OFFICE, Representative Attorney at law (current position)</div> <div>Apr. 2015 Professor of Shizuoka Law School</div> <div>Apr. 2017 Outside Director of SEIKO SANGYO Co., Ltd. (current position)</div> <div>Jan. 2025 Established Tsutomu Sakaida Tax Accountant Office, Representative Tax Accountant (current position)</div> <div>(Significant concurrent positions outside the Company)</div> <div>Representative Attorney at law of SHIZUOKA EAST LAW OFFICE</div> <div>Outside Director of SEIKO SANGYO Co., Ltd.</div>	-
<div>(Reasons for nomination and overview of expected role)</div> <div>Based on his abundant experience and expertise as an attorney at law and expertise as a tax accountant, the Company expects him to point out and provide advice on management policies and strategies as an Outside Director, and to appropriately evaluate and supervise the execution of business. Therefore, the Company has determined that he is qualified to serve as a Director who is an Audit and Supervisory Committee Member.</div>			

Candidate No.	Name (Date of birth)	Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	<div> <div>New election</div> <div>Outside</div> <div>Independent</div> </div> Ryoko Ueoka (July 13, 1970)	Apr. 1997 Researcher, NTT Human Interface Labs. Aug. 1999 Co-operative Research Fellow, Research Center for Advanced Science and Technology, The University of Tokyo (Visiting Researcher since October 2003) Apr. 2005 Project Research Assistant, Intelligent Modeling Laboratory, The University of Tokyo (Project Assistant Professor since April 2007) June 2010 AIST Postdoctoral Researcher, Center for Service Research, National Institute of Advanced Industrial Science and Technology Apr. 2012 Associate Professor, Faculty of Design, Kyushu University Apr. 2020 Guest Researcher, Faculty of Science and Engineering, Waseda University June 2021 Established zeroion Inc., President and Representative Director Apr. 2025 Director of zeroion Inc. (current position) Professor, Katayanagi Advanced Research Institute, Tokyo University of Technology (current position) Visiting Professor, Toyama Prefectural University (current position) (Significant concurrent positions outside the Company) Director of zeroion Inc. Professor at Katayanagi Advanced Research Institute, Tokyo University of Technology	-
(Reasons for nomination and overview of expected role) Based on her experience as a researcher and business person in the field of wellbeing leveraging digital technologies and her knowledge of cutting-edge technologies gained through her network of top-level researchers in Japan, the Company expects her to make suggestions and provide advice as an Outside Director to ensure the appropriateness of decision-making by the Board of Directors. Therefore, the Company has determined that she is qualified to serve as a Director who is an Audit and Supervisory Committee Member.			

- Notes:
- There is no special interest between any of the candidates and the Company.
 - Tsutomu Sakaida and Ryoko Ueoka are candidates for Outside Directors.
 - Overview of limited liability agreement
 - The Company has entered into a limited liability agreement with Shunji Sakai, which limits his liability to the Company to the higher of two million yen or the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. If the candidate is elected as proposed at this General Meeting of Shareholders, the Company will continue the limited liability agreement with him.
 - If Tsutomu Sakaida and Ryoko Ueoka are elected as proposed at this General Meeting of Shareholders, the Company plans to enter into a limited liability agreement with them, which limits their liability to the Company to the higher of two million yen or the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act.
 - The Company has entered into a liability insurance policy with an insurance company for all officers as stipulated in Article 430-3, paragraph (1) of the Companies Act, naming Directors as the insured, and the insurance policy will cover any damage caused by the insured assuming responsibility for the execution of their duties as Directors, or receiving claims related to the pursuit of such responsibility. If each candidate is elected as a Director who is an Audit and Supervisory Committee Member, each will be included as an insured party under the relevant insurance policy. The Company plans to renew the relevant insurance policy during the Directors' term of office.
 - Tsutomu Sakaida and Ryoko Ueoka meet the requirements for independent officers as defined by the Tokyo Stock Exchange, and if both are elected as proposed, the Company plan to file them as independent officers.

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

In preparation for the event that the number of Directors who are Audit and Supervisory Committee Members as stipulated in laws and regulations is not sufficient, the Company proposes the election of one (1) substitute Director who is an Audit and Supervisory Committee Member.

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

The candidate for the role of Substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary (Significant concurrent positions outside the Company)	Number of the Company's shares owned
<div>Outside Independent</div> Satoshi Kato (January 9, 1981)	Dec. 2009 Registered as attorney at law Jan. 2010 Joined Sagami General Legal Professional Corporation Apr. 2015 Established Sagami General Law Office, Representative Attorney at law (current position) (Significant concurrent positions outside the Company) Representative Attorney at law of Sagami General Law Office	-
(Reasons for nomination and overview of expected role) Based on his abundant experience and expertise as an attorney at law, he has been nominated as a candidate for Substitute Director who is an Audit and Supervisory Committee Member in the expectation that he will point out and provide advice, etc. on management policies and strategies as an Outside Director, and appropriately evaluate and supervise the execution of business.		

- Notes:
1. There is no special interest between Satoshi Kato and the Company.
 2. Satoshi Kato is a candidate for the Substitute Outside Director.
 3. In the event that Satoshi Kato assumes the office of Director who is an Audit and Supervisory Committee Member, the Company plans to enter into a limited liability agreement with him, which limits his liability to the Company to the higher of two million yen or the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act.
 4. The Company has entered into a liability insurance policy with an insurance company for all officers as stipulated in Article 430-3, paragraph (1) of the Companies Act, naming Directors as the insured, and the insurance policy will cover any damage caused by the insured assuming responsibility for the execution of their duties as Directors, or receiving claims related to the pursuit of such responsibility. In the event that Satoshi Kato assumes the office of Director who is an Audit and Supervisory Committee Member, he will be included as an insured under the relevant insurance policy. The Company plans to renew the relevant insurance policy during the Directors' term of office.
 5. In the event that Satoshi Kato assumes the office of Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification to the Tokyo Stock Exchange that he has been designated as an independent officer as defined by the securities exchange. While a legal advisory agreement has been entered into between Satoshi Kato and the Company, the amount of the advisory fee is minimal and does not affect his independence.

Proposal No. 5 Revision of Remuneration Amount for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the 45th Annual General Meeting of Shareholders held on June 25, 2015, it was resolved that the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) would be not more than 200 million yen per year (not including the portion of employee salaries of Directors who concurrently serve as employees). If Proposal No. 2, “Election of Four (4) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members),” is approved at this Annual General Meeting of Shareholders as proposed, an Outside Director excluding Directors who are Audit and Supervisory Committee Members will be newly elected. Therefore, the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) shall remain unchanged at the current amount of 200 million yen or less per year, of which the amount of remuneration for Outside Directors will be 30 million yen or less per year. As per the past, the amount of remuneration for Directors does not include the portion of employee salaries of Directors who concurrently serve as employees. In principle, remuneration for Outside Directors will consist solely of basic remuneration.

This proposal was discussed and determined by the Board of Directors after consultation with the Nomination and Compensation Committee, a majority of whose members are independent Outside Directors, and is considered to be appropriate. In addition, the Company’s policy for determining the details of remuneration, etc. of individual Directors is as outlined in “3. Matters Concerning Company Officers (5) Remuneration, etc. for Directors” of the business report.

Separately, at the 50th Annual General Meeting of Shareholders held on June 25, 2020, a resolution was passed for remuneration to grant restricted shares to Directors (excluding Directors who are Audit and Supervisory Committee Members) for the amount of up to 50 million yen per year (not including the portion of employee salaries of Directors who concurrently serve as employees), and this remains unchanged.

The current number of Directors (excluding Directors who are Audit and Supervisory Committee Members) is three (3) (including 0 Outside Directors), and if Proposal No. 2 is approved as proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) will be four (4) (including one (1) Outside Director).

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

If Proposal No. 2 and Proposal No. 3 at this General Meeting of Shareholders are approved and passed as proposed, the Company's Board of Directors will consist of members with the following experience and expertise. This table does not indicate all experience and expertise possessed by each Director.

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

Explanation on Experience and Expertise

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

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