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Securities code: 4662

June 14, 2023

(Commencement date of measures for electronic provision: June 7, 2023)

To Shareholders with Voting Rights:

Keiichi Mori
President, Representative Director
Focus Systems Corporation
2-7-8 Higashi Gotanda, Shinagawa-ku,
Tokyo, Japan

**NOTICE OF
THE 47TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 47th Ordinary General Meeting of Shareholders of Focus Systems Corporation (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision, and posted matters subject to the measures for electronic provision as the “Notice of the 47th Ordinary General Meeting of Shareholders” on the following website on the Internet.

[Company’s website]

<https://www.focus-s.com/focus-s/en/>

You are kindly requested to access the website above and check the information.

In addition to the above, this information has also been posted on the following website on the Internet.

[Tokyo Stock Exchange (TSE) website]

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

Please access the TSE website above, enter the Company’s issue name (company name) or securities code “4662” and click “Search,” then select “Basic information” and “Documents for public inspection/PR information” and view the contents of the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting.”

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders below, follow the “Guide to the Exercise of Voting Rights” on page 3 of the Japanese version of the Notice, and exercise your voting rights no later than 5:45 p.m. on June 28, 2023 (JST).

1. Date and Time: Thursday, June 29, 2023 at 10:00 a.m. (JST)
(Reception is scheduled to start at 9:30 a.m.)

2. Place: TKP Garden City Premium Tamachi
4th floor, msb Tamachi Station Tower S
3-1-21, Shibaura, Minato-ku, Tokyo, Japan

3. Meeting Agenda:

Matters to be reported: The Business Report and Non-Consolidated Financial Statements for the Company's 47th Fiscal Year (April 1, 2022 - March 31, 2023)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Six (6) Directors
- Proposal 3:** Election of One (1) Audit & Supervisory Board Member
- Proposal 4:** Provision of Bonuses to Directors

- When attending the Meeting in person, please submit the enclosed voting form at the reception.
- In accordance with Article 15 of the Company's Articles of Incorporation, exercise of voting rights by proxy is permitted, provided that another shareholder with voting rights is designated as a proxy. To enable exercise of voting rights by proxy, please submit a document evidencing the proxy's power of representation (proxy form).
- If there is no indication of approval or disapproval for each proposal on the voting form, the Company will treat the vote as an approval.
- Of the paper-based documents delivered to shareholders who have requested document delivery, the Company does not include the "Company structure and policy" of the Business Report, the "Non-Consolidated Statement of Changes in Shareholders' Equity" and "Notes to Non-Consolidated Financial Statements" of the Non-Consolidated Financial Statements in accordance with laws and regulations and Article 13 of the Company's Articles of Incorporation. These are a portion of the documents that have been audited by the Audit & Supervisory Board Members and Accounting Auditor in preparing their audit reports.
- Any revisions to the matters subject to the measures for electronic provision will be posted on each website on which the matters are posted.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Based on the Company's policy of continuous stable dividends and taking into consideration profit distribution in line with business performance of the current fiscal year, the Company proposes to pay a year-end dividend for the current fiscal year as follows.

- (1) Type of dividend property
Cash.
- (2) Matters concerning allotment of dividend property to shareholders and their aggregate amount
30 yen per common share of the Company (ordinary dividend: 30 yen)
(Reference) The annual dividend, including interim dividend, will be 35 yen per share.
Total amount: ¥452,804,400
- (3) Effective date of distribution of surplus
June 30, 2023

Proposal 2: Election of Six (6) Directors

Of the eight (8) Directors, the terms of office of six (6) Directors, Hiroyuki Miura, Makoto Muroi, Makoto Goto, Takahiro Suzuki, Toshihiko Yamaguchi, and Mayumi Araya will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of six (6) Directors.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		
1	Hiroyuki Miura (October 17, 1962)	December	1981	Joined the Company
		April	1989	Section Manager, Systems Development Department 1
	[Reappointment]	April	1996	Development Department Manager, Business Division 2
		April	2002	Control Department 2 Manager, Business Headquarters 2
	Years in office as	April	2003	IT Services Division Manager
	Director	April	2009	Control Department Manager, Business Department
	(as of the end of this	June	2009	Director; Control Department Manager, Business
	Meeting)	April	2011	Department
	14 years			Executive Managing Director; In charge of Business
Numbers of shares of			Headquarters; Communications Business Headquarters	
the Company held	June	2012	Manager	
229,700 shares	April	2014	Vice-President, Representative Director; Communications	
			Business Headquarters Manager	
			Vice-President, Representative Director (current position)	
[Reason for nomination as candidate for Director]				
Mr. Hiroyuki Miura possesses practical experience gained in his years working in systems development business divisions, as well as management experience as Vice-President, Representative Director of the Company. He has led the Company's main businesses with a strong leadership, playing an important role in its growth process. We would like to continue to utilize his experience and abilities in our management, and thus have nominated him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		
2	Makoto Muroi (May 21, 1963) [Reappointment] Years in office as Director (as of the end of this Meeting) 12 years Numbers of shares of the Company held 159,800 shares	March	1985	Joined the Company
		April	1997	Section Manager, Systems Department 1, Business Division 4
		April	2001	Sales Department Manager, Sales Planning Division, Business Headquarters 2
		April	2004	IT Solution Services Department Manager, IT Services Division
		April	2008	IT Services Division Deputy Manager
		April	2009	IT Services Division Manager
		April	2011	IT Services Headquarters Manager
		June	2011	Director; IT Services Headquarters Manager
		April	2014	Executive Managing Director; IT Services Headquarters 1 Manager; IT Services Headquarters 2 Manager
		May	2014	Executive Managing Director; In charge of IT Services Headquarters 1 and IT Services Headquarters 2
		April	2015	Executive Managing Director; In charge of IT Services Headquarters and IT Innovation Headquarters
		April	2016	Executive Managing Director; In charge of IT Services Headquarters, IT Solutions Headquarters, and IT Innovation Headquarters
		April	2017	Executive Managing Director; In charge of Public Financial Business Headquarters and IT Services Headquarters
		June	2017	Senior Managing Director; In charge of Public Financial Business Headquarters and IT Services Headquarters
		April	2019	Senior Managing Director; In charge of Public Financial Business Headquarters and Digital Business Headquarters
April	2022	Senior Managing Director; In charge of Public Financial Business Headquarters 1, Public Financial Business Headquarters 2, and Digital Business Headquarters		
April	2023	Senior Managing Director; In charge of Public Financial Business Headquarters, Public Corporation Business Headquarters, and Digital Business Headquarters (current position)		

[Reason for nomination as candidate for Director]

Mr. Makoto Muroi possesses practical experience gained in his years working in systems development business divisions, as well as management experience as Director of the Company. He has greatly contributed to the growth of the Company by elevating the maintenance and operation business up to one of the Company's revenue foundations as it expanded business areas through structural revitalization in which he took initiative. We would like to continue to utilize his experience and abilities in our management, and thus have nominated him as a candidate for Director.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		
3	Makoto Goto (April 9, 1963) [Reappointment] Years in office as Director (as of the end of this Meeting) 12 years Numbers of shares of the Company held 95,700 shares	March	1986	Joined the Company
		April	1996	Section Manager, Systems Development Department, Business Division 2
		April	2001	Systems Department 3 Manager, Control Department 1, Business Headquarters 2
		April	2007	Sales Management Department Manager, Public Utilities Division 2
		April	2008	Public Utilities Division 2 Manager
		April	2011	Public Financial Business Headquarters Manager
		June	2011	Director; Public Financial Business Headquarters Manager
		April	2016	Director; In charge of Public Financial Business Headquarters
		April	2017	Director; In charge of Administration Headquarters
June	2018	Executive Managing Director; In charge of Administration Headquarters (current position)		
[Reason for nomination as candidate for Director] Mr. Makoto Goto possesses practical experience gained in his years working in systems development business divisions, as well as management experience as Director in charge of Administration Headquarters of the Company. He has greatly contributed to the Company's sound growth and enhancement in corporate value through management from a broad-perspective with a sustainability standpoint. We would like to continue to utilize his experience and abilities in our management, and thus have nominated him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		
4	Takahiro Suzuki (November 14, 1969) [Reappointment] Years in office as Director (as of the end of this Meeting) 6 years Numbers of shares of the Company held 16,900 shares	April	1991	Joined the Company
		June	2003	Section Manager, IT Services Department, IT Services Division
		June	2005	Technical Frontier Services Department Manager, IT Services Division
		April	2011	Business Innovation Division Manager, IT Services Headquarters
		April	2014	IT Services Headquarters 2 Deputy Manager
		May	2014	IT Services Headquarters 2 Manager
		April	2015	IT Innovation Headquarters Manager
		June	2017	Director; In charge of IT Solutions Headquarters and IT Innovation Headquarters; IT Innovation Headquarters Manager
		April	2018	Director; In charge of IT Innovation Headquarters and IT Solutions Headquarters
		April	2023	Director; In charge of IT Innovation Headquarters 1, IT Innovation Headquarters 2, and IT Solutions Headquarters; Corporate Planning Office Manager (current position)
[Reason for nomination as candidate for Director] Mr. Takahiro Suzuki possesses practical experience gained in his years working in systems development business divisions, as well as management experience as Director of the Company. He has greatly contributed to the growth of the Company by establishing main business foundations such as building IT infrastructures, and overseeing research and development, with his high ability to execute strategies. We would like to continue to utilize his experience and abilities in our management, and thus have nominated him as a candidate for Director.				

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		
5	Toshihiko Yamaguchi (May 30, 1952) [Reappointment] [Outside] [Independent] Years in office as Director (as of the end of this Meeting) 8 years Numbers of shares of the Company held 0 shares	March	1975	Appointed to Japan Ground Self-Defense Force
		January	1987	Personnel Department, Western Army HQ
		April	1990	Administration Division, Comptroller Department, Ground Staff Office
		April	1993	Commander of the 6th Antiaircraft Artillery Battalion
		April	1995	Equipment Division, Eastern Army HQ
		April	1998	Logistical Support System Preparatory Office Manager, Ground Staff Office
		April	2001	Planning Office Manager, Kansai Logistics Depot
		August	2002	General Affairs Division Manager, AA School
		December	2003	General Affairs Division Manager, JSDF Sapporo Hospital
		March	2005	General Service Unit Commander, Camp Kasumigaura
		August	2006	General Manager of Personal and Education Department, Kodaira School
		May	2008	Retired from Japan Ground Self-Defense Force
		June	2008	Joined Fuji Security Ltd.; General Manager, Stationed Guard Business Division 2
June	2012	General Manager in charge of Commission & Contract Services Division		
June	2015	Outside Director of the Company (current position)		

[Reason for nomination as candidate for Outside Director and expected role]

Mr. Toshihiko Yamaguchi possesses many years of experience in operation and management of organizations as a member of the Japan Self-Defense Force. The Company has determined that his abundant experience and broad insight is appropriate for monitoring and supervising corporate governance from an objective perspective. If he is elected, the Company expects that he will contribute to the medium- to long-term growth of the Company through monitoring and supervision from an independent standpoint, utilizing his deep insight into corporate governance and organizational and information control. We have thus nominated him as a candidate for Outside Director.

[Matters concerning independence]

Mr. Toshihiko Yamaguchi is a candidate for Outside Director with an independent standpoint with no special interests with the Company, and has no risk of conflicts of interest with ordinary shareholders. He is designated as an independent officer as prescribed in requirements provided for by the Tokyo Stock Exchange, and the Company has submitted notification as such. If he is reappointed, the Company plans to continue his registration as an independent officer.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions
6	Mayumi Araya (January 27, 1983) [Reappointment] [Outside] [Independent] Years in office as Director (as of the end of this Meeting) 2 years Numbers of shares of the Company held 0 shares	December 2010 Registered as an attorney at law December 2010 Joined Ichibancho Sogo Law Offices L.P.C October 2015 Joined Furuya Law Office June 2021 Outside Director of the Company (current position)

[Reason for nomination as candidate for Outside Director and expected role]

Ms. Mayumi Araya has numerous experience in compliance, risk management, labor affairs, diversity, etc., in her involvement mainly in corporate legal affairs and civil cases as a lawyer. The Company has determined that her abundant and diverse experience and broad insight is appropriate for monitoring and supervising the Company's management from an objective perspective. If she is elected, the Company expects that she will contribute to the growth of the Company by offering suggestions and advice from an independent standpoint, utilizing her expertise and professional experience mainly in legal affairs. We have thus nominated her as a candidate for Outside Director.

[Matters concerning independence]

Ms. Mayumi Araya is a candidate for Outside Director with an independent standpoint with no special interests with the Company, and has no risk of conflicts of interest with ordinary shareholders. She is designated as an independent officer as prescribed in requirements provided for by the Tokyo Stock Exchange, and the Company has submitted notification as such. If she is reappointed, the Company plans to continue her registration as an independent officer.

- Notes:
1. There are no special interests between each candidate and the Company.
 2. The Company has entered into a directors and officers liability insurance (D&O Insurance) contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with the Company bearing the full amount of all insurance premiums. If the election of each candidate for Director is approved, they will be insured under the insurance contract. An overview of the insurance contract is described in "4. Matters Related to Officers of the Company (3) Overview of directors and officers liability insurance contract" of the Business Report (in the Japanese version). The Company plans to renew the insurance policy with the same contents at the next renewal.

Proposal 3: Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mitsuru Yoshino will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Audit & Supervisory Board Member. The Audit & Supervisory Board has given its consent to this Proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, positions, and significant concurrent positions		
Mitsuru Yoshino (July 25, 1959) [Reappointment] Years in office as Audit & Supervisory Board Member (as of the end of this Meeting) 4 years Numbers of shares of the Company held 900 shares	August	1985	Joined the Company
	April	2001	Control Department 3 Manager, Business Headquarters 1
	April	2003	Control Department 3 Manager, Development Headquarters
	April	2005	Systems Department 4 Manager, Public Utilities Division 1
	April	2007	Special Project Division Manager
	April	2011	Systems Solution Division Manager, Public Financial Business Headquarters
	April	2012	Social Security Special Project Division Manager, Public Financial Business Headquarters
	April	2016	Business Division 1 Manager, Public Financial Business Headquarters
	April	2019	Manager in charge of Public Financial Business Headquarters
June	2019	Audit & Supervisory Board Member (current position)	
[Reason for nomination as candidate for Audit & Supervisory Board Member] Mr. Mitsuru Yoshino possesses broad knowledge on the Company and its industry through operational experience gained in his years working in systems development business divisions. The Company determines that he is an appropriate candidate for Audit & Supervisory Board Member based on his achievement and experience, and thus has nominated him as a candidate for Audit & Supervisory Board Member.			

- Notes:
1. There are no special interests between the Company and the candidate.
 2. The Company has entered into a directors and officers liability insurance (D&O Insurance) contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with the Company bearing the full amount of all insurance premiums. If the election of the candidate for Audit & Supervisory Board Member is approved, he will be insured under the insurance contract. An overview of the insurance contract is described in "4. Matters Related to Officers of the Company (3) Overview of directors and officers liability insurance contract" of the Business Report (in the Japanese version). The Company plans to renew the insurance policy with the same contents at the next renewal.

(Reference) Skills matrix

The composition of the Board of Directors of the Company is designed to be well-balanced in order to ensure that the achievement, experience and abilities of each Director and Audit & Supervisory Board Member complement one another to enhance Board effectiveness and to ensure that it fulfills its responsibilities in developing and executing growth strategies that are both in the medium- to long-term as well as sustainable.

If Proposal 2 and Proposal 3 are approved as originally proposed at this General Meeting of Shareholders, the principal areas of expertise and experience expected of each Director and Audit & Supervisory Board Member are as follows.

Name	Attribute	Current position and responsibilities at the Company	Experience and expertise (up to four skills per person)									
			Corporate management	Strategy / planning	Sales and marketing	Research and development	Technical specialties and quality	Finance / accounting	Human resource management	Legal affairs, governance and risk management	Sustainability	
Director	Keiichi Mori	Representative Director	○						○	○	○	
	Hiroyuki Miura	Representative Director, Governance Committee Chairperson	○		○			○			○	
	Makoto Muroi	Senior Managing Director		○	○	○	○					
	Makoto Goto	Executive Managing Director, Sustainability Committee Chairperson							○	○	○	○
	Takahiro Suzuki			○		○	○					○
	Toshihiko Yamaguchi	Outside Independent Nomination Advisory Committee Chairperson								○	○	
	Sadataka Seo	Outside Independent Compensation Advisory Committee Chairperson							○	○	○	○
	Mayumi Araya	Outside Independent Female								○	○	
Audit & Supervisory Board Member	Takashi Nanai			○	○				○		○	
	Mitsuru Yoshino			○	○			○				
	Kiyoshi Nakamura	Outside Independent		○	○							
	Masahiro Sugiyama	Outside Independent		○	○			○			○	

Proposal 4: Provision of Bonuses to Directors

The Company proposes to pay a total amount of 30 million yen to five (5) Directors (excluding Outside Directors) as of the end of the current fiscal year.

Bonuses to Directors by the Company are performance-linked compensation. The total amount of bonus above is calculated according to the level of achievement of performance indicators, based on the Company's "Decision-making Policy on Compensation Amount and Calculation Method" and deemed appropriate.

The amount of provision, provision timing and payment, etc. to each Director will be left to the discretion of the Board of Directors.

(Note) The Company's "Basic Policy on Compensation Amount and Calculation Method" is as described in "4. Matters Related to Officers of the Company (4) Matters regarding compensation for Directors and Audit & Supervisory Board Members" of the Business Report (in the Japanese version).