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Security Code: 2335

June 5, 2025

To Our Shareholders

Masahiro Nakanishi,
Representative Director and President
CUBE SYSTEM INC.
2-11-1, Osaki, Shinagawa-ku, Tokyo, Japan

Notice of the 53rd Ordinary General Meeting of Shareholders

We are pleased to notify you that the 53rd Ordinary General Meeting of Shareholders of CUBE SYSTEM INC. (the “Company”) will be held as follows.

In convening this Ordinary General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company’s website. Please access the following website by using the Internet address shown below to review the information.

The Company’s website: <https://www.cubesystem.co.jp/en/>

(From the above website, select “IR Information,” “IR Library,” and then “IR Meeting on Financial Results.”)

In addition to the Company’s website, the Electronic Provision Measures Matters are also posted on the Tokyo Stock Exchange (TSE) website specified below.

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website using the internet address shown above, enter “CUBE SYSTEM” in “Issue name (company name)” or the Company’s securities code “2335” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Click “Click here for access” in the “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]” column under “Filed information available for public inspection.”)

If you are unable to attend the meeting in person on the day of the meeting, you may exercise your voting rights in writing or via the internet. In this case, after reviewing the Reference Documents for the General Meeting of Shareholders, please exercise your voting rights in advance by indicating your approval or disapproval of the proposals on the Voting Rights Exercise Form sent to you with this notice and return it so that it is received by 5:30 p.m. on Wednesday, June 25, 2025 (JST) or by accessing the dedicated website specified by the Company (<https://evote.tr.mufig.jp/>) and performing the necessary operations by 5:30 p.m. on Wednesday, June 25, 2025 (JST).

- 1. Date and Time** Thursday, June 26, 2025, at 10 a.m. (JST) (Reception opens at 9 a.m.)
- 2. Venue** Osaki Bright Core Hall, 3rd floor, Osaki Bright Core
5-5-15 Kitashinagawa, Shinagawa-ku, Tokyo, Japan
For shareholders who use wheelchairs, a dedicated space will be provided in the venue. The staff will guide you upon your arrival.
- 3. Purpose of the Meeting**
Matters to be reported:
1. Business Report, Consolidated Financial Statements for 53rd Fiscal Year (from April 1, 2024 to March 31, 2025), and the results of audit of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for 53rd Fiscal Year (from April 1, 2024 to March 31, 2025)
- Matters to be resolved:**
- Proposal No. 1** Election of Seven Directors
- Proposal No. 2** Election of One Audit & Supervisory Board Member
- 4. Guidance on Exercising Voting Rights**
In the case of exercising your voting rights in writing (by postal mail), if you do not indicate your approval or disapproval of a proposal on the Voting Rights Exercise Form, it will be deemed that you have indicated your approval on that proposal.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Election of Seven Directors

At the conclusion of this meeting, the terms of office of all six Directors will expire. Therefore, the Company proposes the election of seven Directors, including three Outside Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Chairman Osamu Sakiyama July 16, 1950 (age 74) Reelection Number of years in office as Director 49 years (at the conclusion of this meeting) Attendance at Board of Directors meetings 14/16 times	July 1972 Oct. 1975 May 1989 June 2015 Apr. 2020 Significant concurrent positions outside the Company None	Established the Company Director Representative Director and President Representative Director and President Chairman (current position)	946,540 shares
	Reasons for nomination as candidate for Director Osamu Sakiyama has led the management of the Group for many years since the establishment of the Company in July 1972. He has driven growth with both technology and creativity, constantly seeking innovation, including strengthening the earnings base by establishing business models and management innovation for continuous business growth. In addition, he has also worked to strengthen corporate governance and promote the transparency and soundness of management. Based on the above, the Company judges that he is appropriate to continue serving as a Director and nominates him as a candidate.			
2	Representative Director and President Masahiro Nakanishi November 6, 1958 (age 66) Reelection Number of years in office as Director 5 years (at the conclusion of this meeting) Attendance at Board of Directors meetings 16/16 times	Apr. 1982 Apr. 2002 Apr. 2008 Oct. 2009 Apr. 2017 Apr. 2018 Apr. 2020 June 2020 Significant concurrent positions outside the Company None	Joined Nomura Computer Systems Co., Ltd. (currently Nomura Research Institute, Ltd.) General Manager of Business Planning Office of Distribution & Social Solutions Division General Manager of General Administration Office of Service & Industrial Systems Business Division Deputy General Manager of Chubu Regional Headquarters Corporate Officer of the Company Executive Managing Officer President and CDO (Chief Digital Officer) (current position) Representative Director (current position)	32,700 shares
	Reasons for nomination as candidate for Director Since assuming office as a Corporate Officer of the Company in 2017, Masahiro Nakanishi has contributed to the growth of the business in the system solution services business by strengthening and promoting relationships with specific customers. In addition, he has constantly sought innovation, including management innovation for continuous business growth, driven growth with both technology and creativity, demonstrated strong leadership to realize the management vision “V2026,” and steadily promoted management reform. Based on the above, the Company judges that he is appropriate to serve as a Director and nominates him as a candidate.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Director Masaki Tochizawa January 14, 1953 (age 72) Reelection Number of years in office as Director 17 years (at the conclusion of this meeting) Attendance at Board of Directors meetings 16/16 times	Apr. 1975 Apr. 2006 Apr. 2008 June 2008 June 2012 June 2015 Apr. 2020 Significant concurrent positions outside the Company None	Joined Nomura Computer Systems Co., Ltd. (currently Nomura Research Institute, Ltd.) Senior Managing Director and Head of Kansai Regional Office Corporate Officer of the Company Director Managing Director Director and Senior Executive Managing Officer Director (current position)	20,600 shares
	Reasons for nomination as candidate for Director Since assuming office as a Director of the Company in 2008, Masaki Tochizawa has contributed to the growth of the business in the system solution services business by strengthening and promoting relationships with specific customers. He has contributed to appropriate decision-making of the Company's management and the strengthening of the supervisory function from multilateral viewpoints based on his experience gained and performance achieved as a non-executive Director since 2020. Based on the above, the Company judges that he is appropriate to continue serving as a Director and nominates him as a candidate.			
4	Executive Managing Officer Minoru Odaka March 20, 1967 (age 58) New election	Oct. 1999 Oct. 2007 Apr. 2018 Apr. 2020 Significant concurrent positions outside the Company None	Joined the Company Corporate Officer of the Company Seniority Executive Officer Executive Managing Officer (current position)	26,000 shares
	Reasons for nomination as candidate for Director Since assuming office as a Corporate Officer of the Company in 2007, Minoru Odaka has contributed to the growth of the business in the system solution services business by strengthening and promoting relationships with specific customers. The Company expects that he will contribute to the enhancement of the Company's corporate value as a Director and Executive Managing Officer from the perspectives of both the execution and supervisory functions to realize the management vision "V2026." Based on the above, the Company judges that he is appropriate to serve as a Director and nominates him as a candidate.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
5	Director (Independent Outside) Takao Shiino September 17, 1954 (age 70) Reelection Outside Independent Number of years in office as Outside Director 10 years (at the conclusion of this meeting) Attendance at Board of Directors meetings 16/16 times	Apr. 1979 June 2000 Apr. 2002 Apr. 2007 May 2007 Apr. 2009 July 2010 Apr. 2012 June 2012 June 2015 Significant concurrent positions outside the Company None	Joined Nomura Research Institute, Ltd. Member of the Board Member of the Board and Senior Corporate Managing Director Counselor Executive Director of Japan Information Technology Services Industry Association Director of Japan Data Center Council Chair of The Green Grid Japan Liaison Committee Dean of Nomura School of Advanced Management Senior Managing Director Independent Outside Director of the Company (current position)	-
	Reasons for nomination as candidate for Outside Director and summary of expected roles Takao Shiino has extensive experience and knowledge in corporate management and the information industry acquired over many years and provides appropriate and useful advice and recommendations to the Board of Directors of the Company. Since the Company expects that he will continue to supervise the Company's management from an independent and objective standpoint and actively provide suggestions on, and be committed to, the strengthening of the governance structure, the Company judges that he is appropriate to continue serving as an Outside Director and nominates him as a candidate. In addition, if he is elected, he will make decisions on the execution of business and supervising the execution of duties as the chairperson of the Board of Directors among other matters, and also will be involved in the selection of candidates for officers of the Company and the determination of officers remuneration, etc. from an objective and neutral standpoint as a member of the Nomination and Compensation Advisory Committee.			
6	Director (Independent Outside) Hanae Nagata December 5, 1986 (age 38) Reelection Outside Independent Number of years in office as Outside Director 5 years (at the conclusion of this meeting) Attendance at Board of Directors meetings 16/16 times	Apr. 2012 Apr. 2012 May 2016 May 2018 June 2020 Significant concurrent positions outside the Company Representative Director of PhileLife Co., Ltd.	Obtained a medical practitioner's license Joined Japanese Red Cross Musashino Hospital Industrial physician of Yahoo Japan Corporation Representative Director of PhileLife Co., Ltd. (current position) Independent Outside Director of the Company (current position)	-
	Reasons for nomination as candidate for Outside Director and summary of expected roles Hanae Nagata has experience as an industrial physician in a variety of industries, including a major IT company, a food company, and service companies, and extensive knowledge in the development of workplace environments, mental health measures, etc. She also has provided useful advice and recommendations in such fields to the Board of Directors of the Company. Since the Company expects that she will continue to supervise the Company's management from an independent and objective standpoint and actively provide suggestions on, and be committed to, the strengthening of the governance structure, the Company judges that she is appropriate to continue serving as an Outside Director and nominates her as a candidate. In addition, if she is elected, she will be involved in the selection of candidates for officers of the Company and the determination of officers remuneration, etc. from an objective and neutral standpoint as a member of the Nomination and Compensation Advisory Committee.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	<p>Director (Independent Outside) Takaaki Saito December 3, 1971 (age 53)</p> <p>Reelection Outside Independent</p> <p>Number of years in office as Outside Director 2 years (at the conclusion of this meeting)</p> <p>Attendance at Board of Directors meetings 16/16 times</p>	<p>Apr. 1995 Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>July 1999 Registered as a Certified Public Accountant (No. 15348)</p> <p>Apr. 2001 Seconded to The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>July 2012 Named as Partner of Deloitte Touche Tohmatsu LLC</p> <p>Sept. 2021 CEO of SET THE DIRECTION Co., Ltd. (current position)</p> <p>Nov. 2021 Director of Takaaki Saito Certified Public Accountant Office (current position)</p> <p>June 2023 Independent Outside Director of the Company (current position)</p> <p>May 2024 Outside Director of YAKUODO HOLDINGS CO.,LTD. (current position)</p> <p>Significant concurrent positions outside the Company CEO of SET THE DIRECTION Co., Ltd. Director of Takaaki Saito Certified Public Accountant Office Outside Director of YAKUODO HOLDINGS CO.,LTD.</p>	-
<p>Reasons for nomination as candidate for Outside Director and summary of expected roles</p> <p>Takaaki Saito has a wide variety of knowledge about corporate accounting and governance as a certified public accountant, has extensive experience and knowledge related to corporate management, and has provided useful advice and recommendations in such fields to the Board of Directors of the Company. Since the Company expects that he will continue to supervise the Company's management from an independent and objective standpoint and actively provide suggestions on, and be committed to, the strengthening of the governance structure, the Company judges that he is appropriate to continue serving as an Outside Director and nominates him as a candidate. In addition, if he is elected, he will be involved in the selection of candidates for officers of the Company and the determination of officers remuneration, etc. from an objective and neutral standpoint as the chairperson of the Nomination and Compensation Advisory Committee.</p>			

- Notes:
1. There are no special interests between any of the candidates and the Company.
 2. Takao Shiino, Hanae Nagata, and Takaaki Saito are candidates for Outside Directors.
 3. Takao Shiino, Hanae Nagata, and Takaaki Saito have entered into limited liability agreements for damages with the Company pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph (1), item (i), (c) and item (ii) of the same Act. If their re-election is approved, the Company plans to renew the aforementioned limited liability agreements with them.
 4. The Company has entered into a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. Such liability insurance contract covers the insured, including Directors of the Company, against damages, or any damage such as costs arising from a dispute. If each candidate is elected and assumes the office of Director, they will be the insured under such insurance contract. In addition, when the insurance contract is renewed, the Company plans to renew the insurance contract with the same terms.
 5. The Company has submitted notification to the Tokyo Stock Exchange that Takao Shiino, Hanae Nagata, and Takaaki Saito have been designated as independent officers as provided for by the aforementioned exchange. If their election is approved, the Company plans for their designation as independent officers to continue.

Proposal No. 2 Election of One Audit & Supervisory Board Member

At the conclusion of this meeting, the term of office of Tatsuo Nonaka as Audit & Supervisory Board Member will expire. Therefore, the Company proposes the election of one Outside Audit & Supervisory Board Member.

The Audit & Supervisory Board has given its consent to this proposal.

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

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
<p>Full-time Audit & Supervisory Board Member (Independent Outside)</p> <p>Tatsuo Nonaka</p> <p>October 25, 1958 (age 66)</p> <p>Reelection</p> <p>Outside</p> <p>Independent</p>	<p>Apr. 1982 Joined Mitsubishi Corporation</p> <p>Mar. 1996 Director & Treasurer of Mitsubishi Motors Credit of America, Inc.</p> <p>Feb. 2009 Deputy General Manager, Leasing & Finance Unit of Mitsubishi Corporation</p> <p>May 2010 Managing Executive Officer & General Manager of Finance Dept., Mitsubishi Auto Leasing Corporation</p> <p>Oct. 2018 Retired from Mitsubishi Corporation</p> <p>Transferred to Mitsubishi Auto Leasing Corporation</p> <p>Apr. 2021 Managing Executive Officer of Mitsubishi Auto Leasing Corporation</p> <p>June 2021 Full-time Audit & Supervisory Board Member of the Company (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>None</p>	-
<p>Reasons for nomination as candidate for Outside Audit & Supervisory Board Member</p> <p>Tatsuo Nonaka has been involved in finance and accounting operations and, as an officer in charge of finance, in business management, and has a financial viewpoint, know-how, and highly specialized knowledge that are necessary for corporate management.</p> <p>The Company believes that he will be committed to the Company with his high-quality auditing activities from the viewpoint outside the Company by utilizing his expertise, experience and insight.</p>		

- Notes:
1. There are no special interests between the candidate and the Company.
 2. Tatsuo Nonaka is a candidate for an Outside Audit & Supervisory Board Member.
 3. Tatsuo Nonaka is currently an Outside Audit & Supervisory Board Member of the Company, and his tenure as Audit & Supervisory Board Member will have been four years at the conclusion of this meeting.
 4. Tatsuo Nonaka has entered into a limited liability agreement for damages with the Company pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph (1), item (i), (c) and item (ii) of the same Act. If his re-election is approved, the Company plans to renew the aforementioned limited liability agreements with him.
 5. The Company has entered into a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. Such liability insurance contract covers the insured, including Audit & Supervisory Board Members of the Company, against damages, or any damage such as costs arising from a dispute. If the candidate is elected and assumes the office of Audit & Supervisory Board Member, he will be the insured under such insurance contract. In addition, when the insurance contract is renewed, the Company plans to renew the insurance contract with the same terms.
 6. The Company has submitted notification to the Tokyo Stock Exchange that Tatsuo Nonaka has been designated as an independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his designation as an independent officer again.

(Reference)

If Proposals 1 and 2 are approved and adopted as originally proposed at this Ordinary General Meeting of Shareholders, the composition and expertise of the Board of Directors are as follows.

Name	Attributes	Position in the Company	Areas where expertise can be especially demonstrated						
			Governance/ Business management	Laws and legislation/ Compliance	IT services	DX/ New technology/ Consulting	Production technology/ Quality management	Finance/ Sustainability	Human resources/ Health and Productivity Management
Osamu Sakiyama	Reelection	Chairman	○		○				
Masahiro Nakanishi	Reelection	Representative Director and President				○	○		○
Masaki Tochizawa	Reelection	Director			○				
Minoru Odaka	New election	Director and Executive Managing Officer		○	○				○
Takao Shiino	Reelection	Independent Outside Director	○		○	○			
Hanae Nagata	Reelection	Independent Outside Director							○
Takaaki Saito	Reelection	Independent Outside Director	○	○				○	
Toshio Uchida		Full-time Audit & Supervisory Board Member	○				○		○
Tatsuo Nonaka	Reelection	Full-time Audit & Supervisory Board Member		○				○	
Yukako Miida		Audit & Supervisory Board Member						○	
Misato Fukushima		Audit & Supervisory Board Member	○	○					

Reasons for selecting skills

Governance/ Business management
In order to maintain an appropriate corporate governance system, engage in fair and efficient management, and realize important decision-making and the formulation and promotion of business strategies that contribute to improving corporate value over the medium- to long-term, a wealth of expertise and experience in overall corporate management and business strategies are necessary skills.
Laws and legislation/ Compliance
In order for each employee, as a self-reliant business person, to live up to the trust of all stakeholders and realize sound and sustainable enhancement of corporate value, knowledge of compliance and strict compliance to laws and regulations, which is the basis of corporate activities, is a necessary skill.
IT services
In order to thoroughly understand the SI and System Enhancement Business that are the foundation of our company, and to provide sustainable services and contribute to the development of our customers' businesses, a wealth of knowledge and experience in these IT services are necessary skills.
DX/ New technology/ Consulting
In order to have the experience to contribute to solving social issues from the customer's perspective and to promote company-wide digital transformation (DX), experience in the use of advanced technologies and knowledge of consulting are necessary skills.
Production technology/ Quality management
In order to realize the provision of high quality services that satisfy our customers based on our basic policy of "Customer First," manufacturing through production technology and knowledge to ensure quality are necessary skills.
Finance/ Sustainability
Turning the social challenges our clients face into business opportunities, achieving sustainable growth, and making the necessary investments require knowledge of financial accounting that supports a sound and solid financial foundation.
Human resources/ Health and Productivity Management
In order to reform the human resources system to support employees' taking on challenges and self-realization, propose new ways of working, improve brand value, etc., and solidify the foundation for sustainable growth, a wealth of expertise and experience in human resources, human resource development, and labor affairs are necessary skills.