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(Stock Exchange Code 4828)
June 4, 2021

To Shareholders with Voting Rights:

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

**NOTICE OF CONVOCATION OF
THE 42nd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

Please be informed that the 42nd Annual General Meeting of Shareholders of Business Engineering Corporation (the “Company”) will be held for the purposes as described below.

Additionally, to prevent the spread of COVID-19 infection, the Company requests that shareholders consider not attending the venue of the General Meeting of Shareholders and the exercise of voting rights either in writing or via the Internet. For the exercise of voting rights either in writing or via the Internet, please review the Reference Documents for the General Meeting of Shareholders attached to the Japanese version of this document and exercise your voting rights no later than 5:30 p.m. on Thursday, June 24, 2021, Japan time.

Measures that will be put into place at the General Meeting of Shareholders to prevent the spread of COVID-19 infection will be provided on the Company’s website. (<https://www.b-en-g.co.jp/ir/soukai.html>).

- 1. Date and Time:** Friday, June 25, 2021 at 10:00 a.m., Japan time
2. Place: “Ho’oh,” First floor, The Capital Hotel Tokyu
2-10-3 Nagatacho, Chiyoda-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 42nd Fiscal Year (April 1, 2020 - March 31, 2021) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 42nd Fiscal Year (April 1, 2020 - March 31, 2021)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Eight Directors (excluding Directors who are Audit & Supervisory Committee Members)
Proposal 3: Election of One Substitute Director who is an Audit & Supervisory Committee Member

1. When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
2. The Notes to the Consolidated Financial Statements of the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements of the Non-consolidated Financial Statements are provided on the Company's website* in accordance with laws and regulations and Article 15 of the Articles of Incorporation, and are thus not included with this Notice of Convocation.
Additionally, on the Internet, the attached documents to this Notice of Convocation and the above documents disclosed on the Internet are provided as a combined single file.
The above documents disclosed on the Internet are included in the matters subject to audit by the Accounting Auditor and the Audit & Supervisory Committee.
3. Any revisions to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-consolidated Financial Statements will be provided on the Company's website* after revisions have been made.

The Company's website address* <https://www.b-en-g.co.jp/ir/soukai.html>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's policy is to provide shareholders returns through the payment of dividends, which are determined by comprehensive consideration of projections regarding the Company's business environment, business results forecasts, and the Company's financial standing, among other factors. Additionally, while working to provide continuous and stable dividends, the Company's basic policy is to make efforts toward a dividend payout ratio of over 30% for the medium to long term. Regarding the frequency of dividends, the basic policy is twice a year, consisting of an interim dividend and a year-end dividend.

For its 42nd fiscal year, the Company achieved record-high levels of profit for the fifth consecutive year. As a gesture of appreciation to our shareholder for their support, the year-end dividend for the 42nd fiscal year is proposed as stated below based on the policy mentioned above.

As a result, combined with the interim dividend of 22 yen, the annual dividend will be 70 yen per share.

Matters concerning the year-end dividend

- (1) Type of dividend property
Cash
- (2) Matters related to allocation of dividend property to shareholders and its total amount
48 yen per share of the Company's common stock; total of 287,997,936 yen
- (3) Effective date of distribution of surplus
June 28, 2021

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

The terms of office of all nine Directors (excluding Directors who are Audit & Supervisory Committee Members, the same applies hereinafter in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of eight Directors, reducing the number by one for the purpose of establishing a system enabling flexible execution of management strategy. The candidates for Director are as follows:

| Candidate No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|---------------|---------------------------------------|---|--------------------------------------|
| 1 | Masanori Osawa (August 12, 1953) | Apr. 1978 Joined Toyo Engineering Corporation Apr. 1999 Joined the Company Jun. 2004 Director Jun. 2006 Managing Director Apr. 2008 Representative Director Apr. 2008 Senior Managing Director Jun. 2014 President & Chief Executive Officer Apr. 2020 Board Chairman To the present (Currently Board Chairman of the Company) | 19,100 shares |
| | | <p>[Reasons for selection as a candidate for Director] Mr. Masanori Osawa has many years of experience from being involved in the Company as a Representative Director and has served as the President & Chief Executive Officer since June 2014. The Company believes that his wealth of experience and advanced insight will continue to be useful in the Company's management, and thus requests his election.</p> | |
| 2 | Masakazu Haneda (January 13, 1965) | Apr. 1987 Joined Toyo Engineering Corporation Apr. 1999 Joined the Company Apr. 2004 Division General Manager, MCFRAME Business Division Apr. 2006 Division General Manager, Products Business Division Jun. 2010 Director Jun. 2014 In charge of Kansai Branch; in charge of Chubu Office Jun. 2015 Managing Director Jun. 2015 Division General Manager, Product & Service Planning Division Jun. 2019 Senior Managing Director Apr. 2020 Representative Director Apr. 2020 President & Chief Executive Officer To the present (Currently Representative Director, President & Chief Executive Officer, and Chief Executive Officer (CEO) of the Company) | 13,200 shares |
| | | <p>[Reasons for selection as a candidate for Director] Mr. Masakazu Haneda has a wealth of experience in the Company's businesses relating to in-house products and has advanced insight in the Company's business fields. The Company believes that this will be useful in the Company's management, and thus requests his election.</p> | |

| Candidate No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held | |
|---|---------------------------------------|--|---|---------------|
| 3 | Hiroshi Katayama (May 4, 1957) | Apr. 1981 | Joined Toyo Engineering Corporation | 22,800 shares |
| | | Oct. 2000 | Joined Seven-Eleven Japan Co., Ltd. | |
| | | Jun. 2002 | Joined the Company | |
| | | Apr. 2005 | Division General Manager, Administration & Finance Division | |
| | | Jun. 2007 | Director | |
| | | Jun. 2013 | Managing Director | |
| | | Jun. 2015 | Representative Director | |
| | | Jun. 2015 | Senior Managing Director | |
| | | Jun. 2019 | Executive Vice President | |
| | | | To the present (Currently Representative Director, Executive Vice President, and Chief Financial Officer (CFO) of the Company) | |
| [Reasons for selection as a candidate for Director] Mr. Hiroshi Katayama has a wealth of experience and advanced insight in the field of finance, as well as corporate planning, legal affairs, public relations and other corporate departments. The Company believes that this will be useful in the Company's management, and thus requests his election. | | | | |
| 4 | Shigeaki Betsunou (March 26, 1964) | Apr. 1986 | Joined Toyo Engineering Corporation | 5,900 shares |
| | | Sep. 1999 | Joined the Company | |
| | | Apr. 2011 | Deputy Division General Manager, Solutions Project Division | |
| | | Jun. 2013 | Director | |
| | | Jun. 2013 | Division General Manager, Solutions Project Division | |
| | | Jun. 2015 | Division General Manager, Solutions Business Division | |
| | | Apr. 2019 | Division General Manager, Administration & Finance Division | |
| | | Jun. 2019 | Managing Director | |
| | | Apr. 2020 | Division General Manager, Corporate Administration & Planning Division; in charge of Global Business Promotion Division | |
| | | | To the present (Currently Managing Director, Division General Manager, Corporate Administration & Planning Division, and in charge of Global Business Promotion Division of the Company) | |
| [Reasons for selection as a candidate for Director] Mr. Shigeaki Betsunou has been involved in businesses which provide IT services mainly using other companies' products for many years and is familiar with the Company's business fields. The Company believes that his track record and insight will be useful in the Company's management, and thus requests his election. | | | | |

| Candidate No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|--|------------------------------------|--|--------------------------------------|
| 5 | Atsushi Nakano (March 14, 1965) | <p>Apr. 1989 Joined Toyo Engineering Corporation</p> <p>Apr. 1999 Joined the Company</p> <p>Apr. 2009 Chief General Manager, Systems Development Division, Products Business Division</p> <p>Apr. 2014 Chief General Manager, Sales Division, Products Business Division</p> <p>Jun. 2015 Director</p> <p>Jun. 2015 Division General Manager, Products Business Division; in charge of Kansai Branch; in charge of Chubu Office</p> <p>To the present (Currently Director, Division General Manager, Products Business Division, in charge of Kansai Branch, and in charge of Chubu Office of the Company)</p> | 11,800 shares |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Atsushi Nakano has been involved in businesses relating to in-house products for many years and is familiar with the Company's business fields. The Company believes that his track record and insight will be useful in the Company's management, and thus requests his election.</p> | | | |
| 6 | Yusuke Sato (October 6, 1967) | <p>Apr. 1993 Joined Toyo Engineering Corporation</p> <p>Jul. 2000 Joined the Company</p> <p>Apr. 2006 General Manager, Corporate Planning Department, Corporate Planning Division</p> <p>Apr. 2015 Deputy Division General Manager, Corporate Planning Division</p> <p>Apr. 2016 Chief General Manager, Sales Division 2, Solutions Business Division</p> <p>Apr. 2019 Division General Manager, Solutions Business Division</p> <p>Jun. 2019 Director</p> <p>To the present (Currently Director and Division General Manager, Solutions Business Division of the Company)</p> | 2,400 shares |
| <p>[Reasons for selection as a candidate for Director]</p> <p>Mr. Yusuke Sato has been involved in businesses which provide IT services mainly using other companies' products as well as corporate planning for many years and is familiar with the Company's business fields. The Company believes that his track record and insight will be useful in the Company's management, and thus requests his election.</p> | | | |

| Candidate No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|--|--|--|--------------------------------------|
| 7 | <p style="text-align: center;">Hiroshi Shimizu (March 29, 1961)</p> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: auto;">Candidate for Outside Director</div> | <p>Apr. 1984 Joined Toyo Engineering Corporation (Retired in Sep. 1990)</p> <p>Oct. 1990 Joined Arthur D. Little Japan Inc.</p> <p>Jan. 2003 Director</p> <p>Apr. 2010 Professor, Graduate School of Management of Technology, Nippon Institute of Technology</p> <p>Jun. 2011 Outside Director, the Company</p> <p>Apr. 2015 Senior Advisor, Arthur D. Little Japan Inc. To the present</p> <p>(Currently Outside Director of the Company)</p> <p>Significant concurrent positions Professor, Graduate School of Management of Technology, Nippon Institute of Technology Senior Advisor, Arthur D. Little Japan Inc.</p> | 4,300 shares |
| <p>[Reasons for selection as a candidate for Outside Director and overview of expected roles]</p> <p>Mr. Hiroshi Shimizu has a wealth of experience in strategic consulting operations and advanced insight regarding business strategy primarily in the manufacturing industry, which is the Company's main client base. The Company expects that this background will enable him to provide advice and appropriate supervision of the Company's management from a broad, medium- to long-term perspective, and thus requests his election.</p> | | | |

| Candidate No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|---|---|---|--------------------------------------|
| 8 | Hideo Higuchi (March 5, 1950) Candidate for Outside Director | <p>Apr. 1972 Joined Tateisi Electronics Co. (Currently OMRON Corporation)</p> <p>Jun. 2004 Executive Officer and Senior General Manager, Operational Reform HQ</p> <p>Jun. 2004 Director, OMRON Network Applications Co., Ltd.</p> <p>Mar. 2007 Senior General Manager, Business Process Innovation HQ, OMRON Corporation</p> <p>Jun. 2007 Managing Executive Officer</p> <p>Dec. 2008 Senior General Manager, Corporate Strategic Planning HQ; Senior General Manager, Business Process Innovation HQ</p> <p>Nov. 2011 Outside Director, SOLOEL Co., Ltd.</p> <p>Mar. 2012 Director</p> <p>Jun. 2012 Outside Statutory Auditor, the Company</p> <p>May 2016 External Director, Furuno Electric Co., Ltd.</p> <p>Jun. 2016 Outside Director, the Company</p> <p>To the present (Currently Outside Director of the Company)</p> <p>Significant concurrent positions External Director, Furuno Electric Co., Ltd.</p> | 2,200 shares |
| <p>[Reasons for selection as a candidate for Outside Director and overview of expected roles] Mr. Hideo Higuchi has a wealth of experience and advanced insight regarding corporate management and the IT sector within the OMRON Group. The Company expects that this background will enable him to provide advice and appropriate supervision of the Company's management from a broad, medium- to long-term perspective, and thus requests his election.</p> | | | |

- (Notes)
1. There are no special interests between any of the candidates and the Company.
 2. Mr. Hiroshi Shimizu and Mr. Hideo Higuchi are candidates for Outside Director. The Company has submitted both persons to the Tokyo Stock Exchange as Independent Directors under the stipulations of the Exchange, and if they are both elected, they will continue to be Independent Directors.
 3. The terms of office of Mr. Hiroshi Shimizu and Mr. Hideo Higuchi as Outside Directors of the Company will be 10 years and 5 years, respectively, at the conclusion of this Annual General Meeting of Shareholders.
 4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has concluded agreements with Mr. Hiroshi Shimizu and Mr. Hideo Higuchi to limit liabilities for damages in Article 423, Paragraph 1 of the Companies Act. The limit of liability under said agreement is the minimum amount of liability as stipulated by laws and regulations. If they are both elected, the Company plans to renew the agreements.
 5. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The said insurance agreement will cover damages that may arise when an insured director or officer assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. However, this policy includes certain exemption clauses, such as not providing compensation for damages attributable to acts in violation of laws or regulations that were carried out with full knowledge of their illegality. The insured parties of the insurance policy are Directors (including Directors who are Audit & Supervisory Committee Members) of the Company and Directors and Statutory Auditors of its subsidiaries, and all premiums are borne by the Company. If the candidates for Director are elected, they will be included as the insured under this insurance policy. Additionally, the Company plans to renew the policy with the same contents at the next agreement renewal.

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

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

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

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

| Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|--|---|---|
| <p style="text-align: center;">Hideo Higuchi (March 5, 1950) Candidate for Outside Director</p> | <p>Apr. 1972 Joined Tateisi Electronics Co. (Currently OMRON Corporation)</p> <p>Jun. 2004 Executive Officer and Senior General Manager, Operational Reform HQ</p> <p>Jun. 2004 Director, OMRON Network Applications Co., Ltd.</p> <p>Mar. 2007 Senior General Manager, Business Process Innovation HQ, OMRON Corporation</p> <p>Jun. 2007 Managing Executive Officer</p> <p>Dec. 2008 Senior General Manager, Corporate Strategic Planning HQ; Senior General Manager, Business Process Innovation HQ</p> <p>Nov. 2011 Outside Director, SOLOEL Co., Ltd.</p> <p>Mar. 2012 Director</p> <p>Jun. 2012 Outside Statutory Auditor, the Company</p> <p>May 2016 External Director, Furuno Electric Co., Ltd.</p> <p>Jun. 2016 Outside Director, the Company</p> <p style="text-align: center;">To the present (Currently Outside Director of the Company)</p> <p>Significant concurrent positions External Director, Furuno Electric Co., Ltd.</p> | <p style="text-align: center;">2,200 shares</p> |
| <p>[Reasons for selection as a candidate for Outside Director and overview of expected roles]</p> <p>Mr. Hideo Higuchi has a wealth of experience and advanced insight regarding corporate management and the IT sector within the OMRON Group. The Company expects that this background will enable him to provide advice and appropriate supervision and audit of the Company's management from a broad, medium- to long-term perspective, and thus requests his election.</p> <p>Additionally, if Proposal 2 is approved as originally proposed, he will assume the position of Director (excluding Director who is an Audit & Supervisory Committee Member), but if the number of Directors who are Audit & Supervisory Committee Members falls short of the number stipulated by laws and regulations, he will resign from the position of Director and assume the position of Director who is an Audit & Supervisory Committee Member.</p> | | |

- (Notes)
1. There are no special interests between the candidate and the Company.
 2. Mr. Hideo Higuchi is a candidate for substitute Outside Director who is an Audit & Supervisory Committee Member. The Company has submitted him to the Tokyo Stock Exchange as Independent Director under the stipulations of the Exchange, and if he assumes the position of Director who is an Audit & Supervisory Committee Member, he will continue to be Independent Director.
 3. The term of office of Mr. Hideo Higuchi as Outside Director of the Company will be five years at the conclusion of this Annual General Meeting of Shareholders.
 4. If Mr. Hideo Higuchi assumes the position of Director who is an Audit & Supervisory Committee Member, the Company plans to conclude a new agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act to limit liabilities for damages in Article 423, Paragraph 1 of the Companies Act. The limit of liability under said agreement is the minimum amount of liability as stipulated by laws and regulations.
 5. If Mr. Hideo Higuchi assumes the position of Director who is an Audit & Supervisory Committee Member, he will be included as the insured under a directors and officers liability insurance agreement provided for in Article 430-3, paragraph 1 of the Companies Act. An overview of the related insurance policy is as stated on page 8 (Note 5.) of this

Notice of the Convocation of the 42nd Annual General Meeting of Shareholders. Additionally, the Company plans to renew with the same contents at the next agreement renewal.