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Corporate Governance Report

Last Update: March 30, 2022

OUTSOURCING Inc.

Haruhiko Doi, Chairman and CEO

Contact: Masashi Umehara, Director: +81-3-3286-4888

Securities Code: 2427

<https://www.outsourcing.co.jp/en/>

The corporate governance of OUTSOURCING Inc. (“the Company”) is described below.

I. Basic Views on Corporate Governance, Capital Structure, Corporate Profile and Other Basic Information

1. Basic Views

Fully embracing its responsibility to contribute to society as an exemplar corporate citizen, the Company established the “Corporate Principles.” The Company recognizes that, in making efforts to achieve growth and enhance corporate value over the medium to long term in a constantly changing business environment, its management must assign the utmost priority to creating a fully autonomous, highly ethical corporate governance system that is closely monitored and routinely reviewed. The Company also recognizes that such a system will prove invaluable in the ongoing building of trust and confidence with all its stakeholders, including shareholders, clients, local communities and employees.

Towards this end, the Company has disclosed the frameworks of its corporate governance system in its “Corporate Governance Guidelines,” and will continue to enhance and fortify this system through various initiatives going forward.

[Reasons for Non-compliance with the Principles of the Corporate Governance Code]

The Company complies with all principles of the Corporate Governance Code.

[Disclosure Based on the Principles of the Corporate Governance Code]

The Company discloses information based on the Corporate Governance Code revised in June 2021.

[Principle 1.4 Shares Held as Cross-Shareholdings]

The Company may possess shares of other companies as cross-shareholdings for purposes including sustainably increasing corporate value, expanding businesses and strengthening relationships with business partners. Decisions on the shares held as cross-shareholding, including the holding of the shares, continuation of holding and the selling of the shares, shall be made after sufficient deliberation by the Board of Directors based on a comparison of the Company’s capital cost with the risks of the shareholding, the impact of the relevant company on the sales and profit of the Company over the past three years and economic rationality with regards to outlook over the medium to long term. Information on such decisions shall be disclosed when deemed to be necessary by the Board of Directors. In addition, the Board of Directors determines the specific terms of the exercise of voting rights by the relevant company based on the Board’s judgement of whether the exercise will contribute to an increase in the corporate value of the relevant company and the Company over the medium to long term.

If a shareholder of cross-held shares of the Company offers to sell the shares, the Company will respect the shareholder’s decision and will not impede with the sale of the shares.

[Principle 1.7 Related-Party Transactions]

Before engaging in transactions with parties related with the Company including its officers and directors, principal shareholders and other stakeholders, the Company shall obtain the Board of Directors’ approval in accordance with the laws and regulations, the Board of Directors Rules and the Audit and Supervisory Committee Rules in order to ensure that the transactions will not harm the common interests of the Company and its shareholders. It is also stipulated that the relevant stakeholders shall not participate in the resolution regarding this approval. Significant related-party transactions are disclosed in the securities reports.

[Supplementary Principle 2.4.1 Ensuring Diversity in Hiring for Key Roles]

Under the corporate principle of “enhancing the quality of life of everyone around the world,” the Group has been developing its business globally and recognizes that ensuring diversity, such as in hiring for key

roles, is an important goal in management.

The Company believes that its group's growth and increase in corporate value over the medium to long term are brought by creating employment opportunities and education opportunities for people around the world with various different backgrounds, working on the creation of work environments in which a diverse group of people can demonstrate each of their uniqueness and abilities regardless of their personal attributes (such as age, nationality, disability and gender) and continuously providing opportunities for reskilling and recurrent education to make the most of the values and perspectives of the diverse group of people working in the Group. The Company also of course works on promoting diversity at a global level in hiring for key roles and other related matters. In addition, along with respecting diversity and implementing diversity management, the Company has been working on realizing a society in which women can actively participate by launching the Promotion of Women's Participation and Advancement in Workplace Project and other initiatives to enhance the training for female manager candidates. In the SDGs Declaration made in FY2021, it has set the goal to raise the percentage of female directors (management team members) in the Group to 30% by FY2030 as its materiality (priority issues) and KPI. The Sustainability Committee monitors the progress with this goal.

[Principle 2.6 Fulfillment of Role as Asset Owner of Corporate Pension Plan]

The Company does not have a corporate pension plan that requires the Company to conduct stewardship activities as an asset owner. However, in FY2020, it adopted a corporate-type defined contribution pension plan to support its employees in stable asset building. Upon starting this pension plan, the Company started holding training workshops at least once a year for employees who are eligible to participate in the plan. The training workshops are aimed to help employees learn about making investments to realize their life plan. Relevant materials are also provided. In addition, the Company has set up a system to respond and answer to related inquiries, consultations and other matters, both online and by phone.

[Principle 3.1 Proper and Detailed Disclosure of Information]

(i) The Company's Goals (corporate principles and other), Management Strategy and Management Plan

The Company's corporate principles, management strategy and medium-term management plan are posted on its website.

Corporate Principles:

<https://www.outsourcing.co.jp/en/company/philosophy>

Management Strategy:

<https://www.outsourcing.co.jp/en/ir/irlibrary/integratedreport>

Medium-term Management Plan:

<https://www.outsourcing.co.jp/en/ir/irlibrary/midiplan>

(ii) Basic Views and Policies on Corporate Governance Based on Each Principle of the Corporate Governance Code

The basic views on corporate governance are described in "I-1. Basic Views" of this Report. The basic policies on corporate governance are set forth in the "Corporate Governance Guidelines," which is disclosed on the Company's website.

Corporate Governance Guidelines:

<https://www.outsourcing.co.jp/en/company/csr/guideline>

(iii) Policies and Procedures for Board of Directors' Decisions on the Remuneration of Senior Executives of the Management Team and Directors

Policies and procedures are described in "Disclosure of Policies for Deciding the Amount of Remuneration of Directors and Officers and the Method of Its Calculation" of this Report.

(iv) Policies and Procedures for the Board of Directors' Appointment or Dismissal of Senior Executives of the Management Team and Nomination of Directors and Auditors

(v) Explanation of Individual Appointments, Dismissals and Nominations Regarding the Board of Directors' Appointment or Dismissal of Senior Executives of the Management Team and Nomination of Directors and Auditors According to (iv) Above

Decisions by the Board of Directors on the appointment or dismissal of management team members including the CEO and the directors (excluding directors who are also Audit and Supervisory Committee members) shall be made in accordance with fair and transparent procedures after taking sufficient time for

consideration and based on the recommendations of the Nomination and Remuneration Advisory Committee and the opinions of the Audit and Supervisory Committee.

The reasons for appointing each individual director are described in the convocation notice of the general meeting of shareholders.

[Supplementary Principle 3.1.3 Initiatives for Sustainability and Other Related Matters]

As initiatives for sustainability, the Company has identified its materiality (priority issues) and established KPIs in the SDGs Declaration made in the FY2021. It has also established the Sustainability Committee with the Representative Director as the chairperson. By monitoring the progress with the achievement of KPIs and working on initiatives to increase the effectiveness in achieving sustainability, as well as becoming a signatory to the United Nations Global Compact (UNGC) in the same year to participate in the initiative and becoming a member of GFNJ (Global Compact Network Japan), the Company is promoting compliance with the Ten Principles covering the four areas (Human Rights, Labour, Environment and Anti-Corruption) of the corporate initiatives.

Regarding the risks of climate change and their impact on the Company including its businesses, the Company has introduced KPIs in the SDGs Declaration that it will replace all vehicles used in sales activities by Japanese group companies with next-generation vehicles by FY2025 and increase the percentage of next-generation vehicles used by the entire Group (including overseas companies) to 70% by FY2030. The Company will work on collecting and analyzing the necessary data related to climate change and disclose the data which have been judged to be significant in accordance with the TCFD recommendations.

The Company's initiatives for sustainability are described in the integrated reports.

Integrated Reports (IR Library):

<https://www.outsourcing.co.jp/en/ir/irlibrary/integratedreport>

[Supplementary Principle 4.1.1 Judgement and Decision by the Board of Directors and Extent of Delegation of Authority to the Members of the Management Team]

In accordance with the Company's Board of Directors Rules, the Company's Board of Directors engages in deliberation and decision-making on important managerial matters and conducts oversight of business management with the goals of sustaining growth as a company, raising corporate value over the medium to long term and ensuring appropriate cooperation with the stakeholders, while also fulfilling its fiduciary duty and accountability to the shareholders. The Board of Directors also makes decisions on the duties that the directors shall be in charge of and the extent of authority for executing business to be delegated to the management team members including the executive officers.

[Principle 4.9 Criteria for Independence and Qualities of the Independent External Directors]

In selecting a candidate for an external director, the Company selects a person who satisfies the requirements of an external director set forth in the Companies Act, has no risk of conflicts of interest with the general shareholders and has the qualities and insight necessary for carrying out objective oversight and audit based on his or her professional knowledge so that he or she can appropriately fulfill his or her role and obligation to appropriately reflect the opinions of stakeholders, including the minority shareholders, in the Board of Directors from a position independent from the management team and the controlling shareholders. In addition, the Company also takes into consideration the situation of the person, such as his or her concurrent position as an officer or director at another listed company and other factors, as a criterion for judging whether he or she can allot sufficient time for duties at the Company. Assessment of the independence of the independent external directors is based on the independence criteria set forth in the Code of Corporate Conduct of Tokyo Stock Exchange, the financial instruments exchange.

[Principle 4.10.1 Use of a Non-statutory System for the Directors' Nomination and Remuneration]

The Company has set up the (Nomination and Remuneration) Advisory Committee, a non-statutory committee. Pursuant to the rules, the Committee's chairperson is chosen from independent external directors or other outside persons such as external experts. Also, a majority of the committee members are independent external directors, while the remaining committee members are external directors such as experts from outside the Company. Matters discussed by the Advisory Committee and its recommendations to the Board of Directors are disclosed in the Corporate Governance Guidelines.

Corporate Governance Guidelines:

<https://www.outsourcing.co.jp/en/company/csr/guideline>

[Supplementary Principle 4.11.1 Skills Matrix of the Directors]

The Company not only selects directors based on strong knowledge and experience in corporate management, but also emphasizes the diversity of their backgrounds with regards to nationality, race, gender, age and other attributes. In addition to external directors with thorough knowledge of industry situations and the Company's internal situations, the Company has selected external directors with strong managerial experience and expertise. The Company aims for decision-making with wider perspectives, objectivity and transparency. For the skills matrix that specifically defines the skills and other attributes of the directors, please refer to the attached document.

[Supplementary Principle 4.11.2 Concurrent Positions Held by the Directors and Auditors]

Concurrent positions held at other organizations by each director, if any, are disclosed every year in the securities report.

[Supplementary Principle 4.11.3 Analysis and Evaluation of Effectiveness of the Board of Directors]

To improve the function of the Board of Directors, the Company conducted a survey toward all directors on the self-assessment of matters including whether sufficient deliberations have been conducted with regard to the Board of Directors' current operation, its composition, roles and duties as well as corporate strategies. Based on this survey, the Company analyzed and evaluated the effectiveness of the Board of Directors. The results of the FY2021 survey were as follows.

The results indicated that the Company's strength was in its effective incorporation of independent external directors and other appropriate participants in making deliberations on management strategies and business strategies. However, challenges were found in the risk management system, the effectiveness of the internal reporting system, discussions on medium/long-term and global management strategies, insufficient supervision of important business executions and other matters.

Based on these results, the Company will work on the challenges and continue to further improve the effectiveness of the Board of Directors.

[Supplementary Principle 4.14.2 Policies on Training of the Directors and Auditors]

To fulfill their roles and duties, the directors and auditors of the Company must continue to work on self-improvement such as by acquiring or appropriately renewing the necessary knowledge including corporate governance and compliance. For their support, the Company provides training opportunities and subsidies for the relevant expenses. For the external directors, upon their appointment, the Company will provide opportunities to acquire basic knowledge on matters such as company overview, business environment, management strategy, finance strategy and key audit items. After appointment, too, the Company will continue to share opportunities that encourage understanding of corporate culture, businesses, employees, etc.

In addition, the Company will provide opportunities to renew the knowledge of the directors and auditors by encouraging participation in external seminars and holding study sessions with external instructors.

[Principle 5.1 Policies on Constructive Dialogues with Shareholders]

Details on the Company's current engagement in dialogues (meetings) with shareholders, etc., are described below. During spreads of infections and other situations in which changes in the social condition discourage in-person meetings with shareholders, etc., the Company takes alternative measures such as shifting the following engagements online.

1. Specific IR-related measures and their results in Japan are disclosed in the IR Calendar on the Company's website.

IR Calendar:

<https://www.outsourcing.co.jp/en/ir/calendar>

2. Other than the general meetings of shareholders, a financial results briefing for analysts and institutional investors, hosted by The Securities Analysts Association of Japan, is held twice a year in Tokyo after the announcement of the financial results for the full fiscal year and the second quarter. With respect to IR activities toward individual investors, the Company participates in IR events hosted by the media or securities companies once or several times a year. The Company participates in such IR events for individual investors not only in Tokyo but also in regional cities.
3. In recent years, with an increasing percentage of foreign investors, the Company has also been actively carrying out overseas IR activities in other Asian countries, the U.S., the U.K., etc., and has been holding meetings with shareholders, institutional investors, etc.

4. When the Company receives requests from persons such as shareholders to hold dialogues (meetings), the relevant departments make arrangements and respond to them to an extent that is reasonably possible.
5. The Company aims to prepare materials for meetings and IR activities that include not only business results, but also the description and direction of business and the medium-term management plan, presented in an easy-to-read manner and in plain words. A system for periodically reviewing such materials, including their numerical values, is in place.
6. The Representative Director engages in the dialogue as much as possible. In case that is not possible, persons who fully understand the Company's business situations engage in the dialogue.
7. As a general rule, two or more persons from the Company engage in the dialogue and make sure that no insider information is leaked.
8. The persons who engaged in the dialogue give feedback to the Board of Directors on the opinions received from shareholders or institutional investors during the dialogue.
9. To enhance IR activities, the Company assesses the shareholder composition based on the list of shareholders as of the end of every December and the end of every June.

2. Capital Structure

| | |
|----------------------------|----------------|
| Foreign Shareholding Ratio | 30% or greater |
|----------------------------|----------------|

[Status of Major Shareholders]

| Name / Company Name | Number of Shares Owned | Percentage (%) |
|---|------------------------|----------------|
| Haruhiko Doi | 15,767,200 | 12.52 |
| THE MASTER TRUST BANK OF JAPAN, LTD. (trust account) | 14,693,500 | 11.67 |
| Custody Bank of Japan, Ltd. (trust account) | 6,553,300 | 5.20 |
| JP MORGAN CHASE BANK 385635 | 4,704,958 | 3.74 |
| JP MORGAN CHASE BANK 380072 | 3,632,900 | 2.88 |
| THE BANK OF NEW YORK MELLON 140051 | 2,927,000 | 2.32 |
| Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. | 2,914,090 | 2.31 |
| SMBC Nikko Securities Inc. | 2,792,100 | 2.22 |
| JPMorgan Securities Japan Co., Ltd. | 2,354,341 | 1.87 |
| THE BANK OF NEW YORK MELLON SA/NV 10 | 2,300,000 | 1.83 |

| | |
|---|------|
| Controlling Shareholder (except for Parent Company) | ——— |
| Parent Company | None |

Supplementary Explanation

• In the statement of changes to the statement of large-volume holdings available for public inspection as of October 19, 2020, it is stated that T. Rowe Price Associates, Inc. held 9,913,800 shares as of February 28, 2020. However, since the Company could not verify the actual number of shares held as of December 31, 2021, this information is not included in the above "Status of Major Shareholders."

• In the statement of changes to the statement of large-volume holdings available for public inspection as of December 6, 2021, it is stated that Sumitomo Mitsui Trust Asset Management Co., Ltd. and its joint holder, Nikko Asset Management Co., Ltd., held 4,796,900 shares and 2,389,500 shares, respectively, as of November 30, 2021. However, since the Company could not verify the actual number of shares held as of December 31, 2021, this information is not included in the above "Status of Major Shareholders."

• In the statement of changes to the statement of large-volume holdings available for public inspection as of December 7, 2021, it is stated that Baillie Gifford & Co. and its joint holder, Baillie Gifford Overseas Limited, held 5,183,700 shares and 2,132,200 shares, respectively, as of November 30, 2021. However, since the Company could not verify the actual number of shares held as of December 31, 2021, this information is not included in the above "Status of Major Shareholders." Also, since a change in the major shareholders was indicated by a statement of changes to the statement of large-volume holdings, the Company had submitted an extraordinary report (change of major shareholders) on November 19, 2021.

• In the statement of large-volume holdings available for public inspection as of January 7, 2022, it is stated that Nomura Securities Co., Ltd. and its two joint holders held 1,283,010 shares, 602,300 shares and 4,853,200 shares, respectively, as of December 31, 2021. However, since the Company could not verify the actual

number of shares held as of December 31, 2021, this information is not included in the above “Status of Major Shareholders.”

• In the statement of changes to the statement of large-volume holdings available for public inspection as of January 11, 2022, it is stated that Asset Management One Co., Ltd. and its joint holder, Mizuho Securities Co., Ltd., held 6,624,100 shares and 537,400 shares, respectively, as of December 31, 2021. However, as the Company could not confirm the actual number of shares held as of December 31, 2021, this information is not included in the above “Status of Major Shareholders.”

3. Corporate Attributes

| | |
|---|--|
| Listed Stock Market and Market Section | Tokyo Stock Exchange First Section |
| Fiscal Year-End | December |
| Type of Business | Services |
| Number of Employees (consolidated) as of the End of the Previous Fiscal Year | 1,000 or greater |
| Sales (consolidated) as of the End of the Previous Fiscal Year | From ¥100 billion to less than ¥1 trillion |
| Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year | From 100 to less than 300 |

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholder

5. Other Special Circumstances That May Have Material Impact on Corporate Governance

II. Organizational System for Business Management and Other Corporate Governance Systems Regarding Decision-making, Execution of Business and Oversight in Management

1. Structure and Management of Organization

| | |
|-------------------|---|
| Organization Form | Company with an audit and supervisory committee |
|-------------------|---|

[Directors]

| | |
|---|-----------|
| Maximum Number of Directors Stipulated in the Articles of Incorporation | 20 |
| Term of Office Stipulated in the Articles of Incorporation | 1 year |
| Chairperson of the Board | CEO |
| Number of Directors | 15 |
| Appointment of External Directors | Appointed |
| Number of External Directors | 9 |
| Number of Independent Directors | 8 |

External Directors' Relationship with the Company (1)

| Name | Attribute | Relationship with the Company* | | | | | | | | | | | |
|-----------------|----------------------|--------------------------------|---|---|---|---|---|---|---|---|---|---|--|
| | | a | b | c | d | e | f | g | h | i | j | k | |
| Atsuko Sakiyama | From another company | | | | | | | | | | | | |
| Hiroto Abe | From another company | | | | | | | | | | | | |
| Yasuharu Toyoda | From another company | | | | | | | | | | | | |
| Makiko Ujiie | From another company | | | | | | | | | | | | |
| Hideyo Nakano | From another company | | | | ○ | | | | | | | | |
| Ichiro Otani | From another company | | | | | | | | | | | | |
| Masaru Namatame | From another company | | | | | | | | | | | | |
| Hiroshi Otaka | From another company | | | | | | | | | | | | |
| Hideo Shiwa | From another company | | | | | | | | | | | | |

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category;

"△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category;

"▲" when a close relative of the director fell under the category in the past

a. Executive of the Company or its subsidiaries

b. Non-executive director or executive of a parent company of the Company

c. Executive of a fellow subsidiary company of the Company

d. A party whose major client or supplier is the Company or an executive thereof

e. Major client or supplier of the Company or an executive thereof

f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides compensation as a director/auditor

g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)

h. Executive of a client or supplier company of the Company (which does not correspond to any of d, e or f) (the director himself/herself only)

i. Executive of a company, between which and the Company external directors/auditors are mutually appointed (the director himself/herself only)

j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)

k. Others

External Directors' Relationship with the Company (2)

| Name | Membership in Audit and Supervisory Committee | Designation as Independent Director | Supplementary Explanation of the Relationship | Reasons for Appointment |
|-----------------|---|-------------------------------------|---|--|
| Atsuko Sakiyama | | YES | ---- | <p>Atsuko Sakiyama took positions of executive vice president and representative director at a company that she had previously worked for and has abundant and wide expertise in corporate management, organizational operations, finance and human resource development. She has therefore been appointed as an external director with the expectation that she will contribute to matters including the supervision of business execution by the Company.</p> <p>Moreover, since she does not conflict with any of the independence standards for an independent director stipulated by the Tokyo Stock Exchange and has no relationship of special interest with the Company, the Company has confirmed that her independence is substantially ensured with regards to avoiding any conflicts of interest with the general shareholders and has therefore appointed her as an independent director.</p> |
| Hiroto Abe | | YES | ---- | <p>Hiroto Abe has experience working overseas at a company that he had previously worked for. He has a global perspective and abundant, specialized knowledge of domestic and overseas legal affairs, internal control and related matters. He has therefore been appointed with the expectation that he will provide advice and conduct checks based on this deep knowledge.</p> <p>Moreover, since he does not conflict with any of the independence standards for an independent director stipulated by the Tokyo Stock Exchange and has no relationship of special interest with the Company, the Company has confirmed that his independence is substantially ensured with regards to avoiding any conflicts of interest with the general shareholders and has therefore appointed him as an independent director.</p> |
| Yasuharu Toyoda | | YES | ---- | <p>Yasuharu Toyoda has many years of experience in leading</p> |

| | | | | |
|---------------|--|-----|------|--|
| | | | | <p>management and has deep insight of corporate management and organizational operations. In addition, he has the experience of taking key positions in each type of management departments such as finance and accounting and has abundant experience as the person in charge of checking the sales department. He has therefore been appointed with the expectation that he will supervise and conduct checks of the Company's business execution.</p> <p>Moreover, since he does not conflict with any of the independence standards for an independent director stipulated by the Tokyo Stock Exchange and has no relationship of special interest with the Company, the Company has confirmed that his independence is substantially ensured with regards to avoiding any conflicts of interest with the general shareholders and has therefore appointed him as an independent director.</p> |
| Makiko Ujiie | | YES | ---- | <p>Makiko Ujiie is a lawyer and has abundant practical experience and expertise in areas such as corporate legal affairs, M&A and financial legal affairs. She has therefore been appointed with the expectation that she will contribute to matters including strengthening the decision-making and supervisory functions of the Board of Directors of the Company, as well as further strengthening corporate governance and compliance.</p> <p>Moreover, since she does not conflict with any of the independence standards for an independent director stipulated by the Tokyo Stock Exchange and has no relationship of special interest in the Company, the Company has confirmed that her independence is substantially ensured with regards to avoiding any conflicts of interest with the general shareholders and has therefore appointed her as an independent director.</p> |
| Hideyo Nakano | | | ---- | <p>Hideyo Nakano experienced operations closely related to the financial and capital markets at a company that she had previously worked for and also has abundant experience and wide insight as top</p> |

| | | | | |
|-----------------|-----|-----|------|--|
| | | | | <p>management. She has therefore been appointed as an external director with the expectation that she will contribute to matters including the supervision of business execution by the Company.</p> |
| Ichiro Otani | YES | YES | ---- | <p>Ichiro Otani was involved in decisions on material management matters at a company that he had previously worked for and is certified as both an internal auditor and a certified public auditor. He has abundant knowledge and experience related to internal control and auditing operations. He has therefore been appointed as an external director with the expectation that he will contribute to matters including the management and audits of the Company.</p> <p>Moreover, since he does not conflict with any of the independence standards for an independent director stipulated by the Tokyo Stock Exchange and has no relationship of special interest with the Company, the Company has confirmed that his independence is substantially ensured with regards to avoiding any conflicts of interest with the general shareholders and has therefore appointed him as an independent director.</p> |
| Masaru Namatame | YES | YES | ---- | <p>Masaru Namatame has many years of experience in overseeing accounting and finance of the domestic and overseas businesses of the companies that he had previously worked for, and has abundant knowledge and experience in internal control, auditing and overall business management. He has therefore been appointed as an external director with the expectation that he will contribute to matters including the management and audits of the Company.</p> <p>Moreover, since he does not conflict with any of the independence standards for an independent director stipulated by the Tokyo Stock Exchange and has no relationship of special interest with the Company, the Company has confirmed that his independence is substantially ensured with regards to avoiding any conflicts of interest with the general shareholders and</p> |

| | | | | |
|---------------|-----|-----|------|---|
| | | | | has therefore appointed him as an independent director. |
| Hiroshi Otaka | YES | YES | ---- | <p>Hiroshi Otaka, who worked as director in charge of accounting and auditor at a company that he had previously worked for, has abundant knowledge and experience related to corporate financial analysis and business management in general. He has therefore been appointed as an external director with the expectation that he will contribute to matters including the management and audits of the Company.</p> <p>Moreover, since he does not conflict with any of the independence standards for an independent director stipulated by the Tokyo Stock Exchange and has no relationship of special interest with the Company, the Company has confirmed that his independence is substantially ensured with regards to avoiding any conflicts of interest with the general shareholders and has therefore appointed him as an independent director.</p> |
| Hideo Shiwa | YES | YES | ---- | <p>Hideo Shiwa has many years of experience in working in the accounting department at a company that he had previously worked for, has wide knowledge and experience of IT systems, IR, legal affairs and audit operations in general and has abundant management experience at domestic and overseas companies. He has therefore been appointed as an external director with the expectation that he will contribute to matters including the management and audits of the Company.</p> <p>Moreover, since he does not conflict with any of the independence standards for an independent director stipulated by the Tokyo Stock Exchange and has no relationship of special interest with the Company, the Company has confirmed that his independence is substantially ensured with regards to avoiding any conflicts of interest with the general shareholders and has therefore appointed him as an independent director.</p> |

The Committee's Composition and Attributes of Its Chairperson

| | All Committee Members | Full-time Members | Inside Directors | External Directors | Chairperson |
|---------------------------------|-----------------------|-------------------|------------------|--------------------|-------------------|
| Audit and Supervisory Committee | 4 | 2 | 0 | 4 | External Director |

| | |
|--|---------------|
| Appointment of Directors and/or Staff to Support the Audit and Supervisory Committee | Not Appointed |
|--|---------------|

Reasons for the Current Structure/Composition

If the Committee requests the placement of employees to assist with its duties in response to future circumstances, the Company shall assign employees to the Committee after discussion with the Board of Directors.

Cooperation among the Audit and Supervisory Committee, Accounting Auditor and Internal Audit Division

The Company stipulates that Audit and Supervisory Committee members shall ensure the effectiveness of audits conducted by the Audit and Supervisory Committee by receiving explanations on the content of accounting audits from the accounting auditor and working in close cooperation with the accounting auditor, for instance, by exchanging information. The Audit and Supervisory Committee and the Internal Audit Office shall cooperate in the audits by discussing and exchanging opinions as appropriate on matters related to internal audits such as the results, suggestions and recommendations.

Under this policy, the Audit and Supervisory Committee, the Internal Audit Office and the accounting auditor regularly hold information-sharing meetings and exchange audit information to cooperate in conducting an efficient audit.

[Voluntary Establishment of Nomination/Remuneration Committee]

| | |
|---|-------------|
| Voluntary Establishment of Committee(s) Corresponding to Nomination Committee or Remuneration Committee | Established |
|---|-------------|

Committee's Name, Composition and Chairperson's Attributes

| | Committee Corresponding to Nomination Committee | Committee Corresponding to Remuneration Committee |
|-----------------------|---|---|
| Committee's Name | Nomination and Remuneration Advisory Committee | Nomination and Remuneration Advisory Committee |
| All Committee Members | 5 | 5 |
| Full-time Members | 1 | 1 |
| Inside Directors | 1 | 1 |
| External Directors | 4 | 4 |
| External Experts | 0 | 0 |
| Other | 0 | 0 |
| Chairperson | External Director | External Director |

Supplementary Explanation

The Nomination and Remuneration Advisory Committee is a voluntary body. As of March 30, 2022, it consists of five members (including four external directors) and its chairperson is an independent external director.

The Nomination and Remuneration Advisory Committee deliberates on matters such as education and training pertaining to the Chief Executive Officer (CEO) succession planning, remuneration of directors (excluding directors who are Audit and Supervisory Committee members) and appointment or dismissal of

directors (excluding Audit and Supervisory Committee members), and submits the matters to the agendas of Board of Directors Meetings.

Also, the Sustainability Committee was established on March 25, 2021. As of March 30, 2022, the Committee consists of six members (of which two are external directors) and its chairperson is the Representative Director. The purpose of the Sustainability Committee is to promote management with an awareness of sustainability across all companies in the Group, including initiatives to achieve SDGs and a more sophisticated ESG approach in management. The Committee's duties include deliberation of the Group's sustainability policies/strategies, priority issues and other medium/long-term themes and directions, as well as the monitoring of the progress of KPIs, and it submits relevant matters to the agendas of Board of Directors Meetings.

[Independent Directors]

| | |
|---------------------------------|---|
| Number of Independent Directors | 8 |
|---------------------------------|---|

| |
|--|
| Matters Related to Independent Directors |
|--|

The Company has designated all external directors who meet the standards for an independent director as independent directors.

[Incentives]

| | |
|----------------------------------|----------------------|
| Incentive Policies for Directors | Stock Options, Other |
|----------------------------------|----------------------|

| |
|---------------------------|
| Supplementary Explanation |
|---------------------------|

Shares acquisition rights are granted free of charge to the Company and its subsidiaries' directors and employees in order to raise their motivation and morale toward improving financial performance as well as promoting their long-term contribution.

In order to provide an incentive for the directors of the Company (excluding external directors and directors who are Audit and Supervisory Committee members) to sustainably increase the Company's corporate value and to further promote shared value with shareholders, the Company adopted a restricted stock compensation plan after the plan was approved at the 23rd Ordinary General Meeting of Shareholders held on March 25, 2020.

| | |
|-----------------------------|--|
| Recipients of Stock Options | Internal Directors / External Directors / Employees / Subsidiaries' Directors / Subsidiaries' Auditors / Subsidiaries' Employees |
|-----------------------------|--|

| |
|---------------------------|
| Supplementary Explanation |
|---------------------------|

In order to augment not only the motivation and morale toward improving financial performance but also the awareness of participating in management and a group-wide sense of unity, the Company has expanded the recipients.

[Director Remuneration]

| | |
|--|-------------------------------|
| Disclosure of Individual Director's Remuneration | Partial individual disclosure |
|--|-------------------------------|

| |
|---------------------------|
| Supplementary Explanation |
|---------------------------|

Total amount of remuneration by category (director, Audit and Supervisory Committee member or external director) is disclosed in the annual securities report and business reports. Additionally, information on directors whose total remuneration is ¥100 million or greater is individually disclosed in the securities report.

Total amount of remuneration paid in the FY2021 for each director category is as follows (unit: million yen).

| Director Category | Total Amount of Remuneration | Total Amount by Type of Remuneration | |
|---|------------------------------|--------------------------------------|-------------------------------|
| | | Basic Remuneration | Restricted Stock Compensation |
| 1. Directors (excl. Audit and Supervisory Committee members) (excl. external directors) | 319 | 287 | 32 |
| 2. Directors (Audit and Supervisory | - | - | - |

| | | | |
|---|----|----|---|
| Committee members) (excl. external directors) | | | |
| 3. External directors | 76 | 76 | - |

(Note) Restricted stock compensation (which includes phantom stock granted to directors who are non-resident of Japan) represents the amount which must be recorded as expenses for the fiscal year.

Total amount of remuneration paid to directors who receive remuneration of greater than ¥100 million in total is described below (unit: million yen).

| Name | Total Amount of Remuneration | Director Category | Company Category | Amount by Type of Remuneration | |
|-----------------|------------------------------|--------------------------|--|--------------------------------|-------------------------------|
| | | | | Basic Remuneration | Restricted Stock Compensation |
| Haruhiko Doi | 100 | Chairman and CEO | Company submitting the securities report | 90 | 10 |
| Kazuhiko Suzuki | 120 | Executive Vice President | Company submitting the securities report | 108 | 12 |

(Note) Restricted stock compensation represents the amount which must be recorded as expenses for the fiscal year.

| | |
|---|-----|
| Policy for Determining Remuneration Amounts and Calculation Methods | Yes |
|---|-----|

| |
|---|
| Disclosure of Policy for Determining Remuneration Amounts and Calculation Methods |
|---|

Matters related to the policy for determining the amount of directors' remuneration or its methods of calculation are described below.

1. Policy for determining the remuneration of directors (excluding Audit and Supervisory Committee members)

(a) Authority to decide the policy for determining the amount of remuneration

Regarding remuneration of the Company's directors (excluding Audit and Supervisory Committee members), the authority to decide the policy for determining the amount and calculation method of remuneration lies with the Board of Directors.

However, in deciding the policy, the Board of Directors will seek advice from the voluntary Nomination and Remuneration Advisory Committee (hereinafter, "the Advisory Committee"), which consists of five members with an independent external director as its chairperson, and take the advice into consideration in making a resolution.

(b) Details of the policy for determining the amount of remuneration

The Company has not adopted a performance-based remuneration system for the remuneration of its directors (excluding Audit and Supervisory Committee members). However, in the 23rd Ordinary General Meeting of Shareholders convened on March 25, 2020, a restricted stock compensation plan was adopted for its directors (excluding Audit and Supervisory Committee members and external directors) as an incentive for raising corporate value over the medium/long-term and for sharing value with shareholders. Also, starting in the FY2021, phantom stocks are to be granted as an alternative remuneration to directors who live outside of Japan and who cannot feasibly receive restricted stock compensation. In sum, remuneration of directors (excluding Audit and Supervisory Committee members and external directors) consists of two types: basic remuneration (monetary fixed remuneration) and restricted stock compensation (for directors living outside of Japan, basic remuneration and phantom stock are the two types).

Regarding basic remuneration, a fixed amount is to be provided each month. For restricted stock compensation and phantom stock, they are to be granted at a certain period of each year.

Of the directors (excluding Audit and Supervisory Committee members), external directors are not targets of restricted stock compensation due to the independent nature of their duties. They are only eligible for basic remuneration (monetary fixed remuneration), which is provided at a fixed amount every month.

(c) Decision-making process for the amount of remuneration

Regarding the decision on the specific amount of remuneration, the Advisory Committee first decides on the appropriate total amount based on financial performance, taking into consideration the Company's financial results, economic value added produced through business activities defined by the Corporate

Governance Guidelines and other factors. Then, reflecting each director's position, specific duties, interview results and other matters, the Advisory Committee creates a draft policy for the distribution of remuneration to each director. The proposed policy is deliberated by the Audit and Supervisory Committee, and the final decision is made by a resolution of the Board of Directors. However, regarding external directors, due to the independent nature of their duties, certain factors such as the Company's financial results are not taken into account.

The ratio of basic remuneration to restricted stock or phantom stock is generally within the range of 9-to-1 to 7-to-3. Each director's position and specific duties are taken into consideration in deciding the ratio.

(d) Resolutions of shareholder meetings

Regarding the amount of remuneration of directors (excluding Audit and Supervisory Committee members), a resolution at the 24th Ordinary General Meeting of Shareholders convened on March 25, 2021, set the ceiling for the annual remuneration of directors (excluding Audit and Supervisory Committee members) at ¥1,500 million. As of the date of the submission of this Report, the Company has eleven directors (excluding Audit and Supervisory Committee members) (the maximum number of such directors as stipulated in the Articles of Incorporation is 15).

Apart from this ceiling on remuneration, a resolution at the 23rd Ordinary General Meeting of Shareholders convened on March 25, 2020, also set a ceiling of ¥120 million for remuneration pertaining to monetary remuneration claims provided for the allotment of restricted stock, and a ceiling of 100,000 shares for the number of ordinary shares of the Company that can be issued or disposed per year in exchange for monetary remuneration. As of the date of the submission of this Report, the Company has six directors (excluding Audit and Supervisory Committee members and external directors) who are targets of the types of remuneration that fall under the restrictions of these ceilings.

2. Policy for determining the remuneration of directors who are Audit and Supervisory Committee members

Remuneration of directors who are Audit and Supervisory Committee members also only consists of basic remuneration (monetary fixed remuneration) which is paid at a fixed amount every month. However, the remuneration of each individual director who is an Audit and Supervisory Committee member is decided through deliberation among the directors who are Audit and Supervisory Committee members.

A resolution at the 19th Ordinary General Meeting of Shareholders convened on March 25, 2016, set the ceiling for the annual remuneration of directors who are Audit and Supervisory Committee members at ¥100 million. As of the date of the submission of this Report, the Company has four directors who are Audit and Supervisory Committee members (the maximum number of such directors as stipulated in the Articles of Incorporation is five).

3. Activities by the Advisory Committee and the Board of Directors during this fiscal year

Activities by the Advisory Committee and the Board of Directors concerning the nomination and remuneration of directors (excluding Audit and Supervisory Committee members) and other related matters during the FY2021 are described below.

(a) Activities by the Advisory Committee

During this fiscal year, the Advisory Committee Meeting was held seven times for deliberation on nomination and remuneration. Main activities during the meetings were as follows: consideration and deliberation pertaining to the appointment and dismissal of directors, setting goals for directors and confirming their progress, consideration of matters pertaining to the remuneration system, consideration and deliberation concerning the remuneration of each individual director, consideration and deliberation concerning phantom stock as an alternative to restricted stock and consideration and deliberation concerning the total amount of remuneration.

(b) Activities by the Board of Directors

At the Board of Directors Meetings held on January 28, 2021, and March 25, 2021, deliberation and decision were made for each individual director's remuneration for this fiscal year in terms of basic remuneration (monetary fixed remuneration). At the Board of Directors Meeting convened on April 15, 2021, deliberation and decision was made for each individual director's remuneration for the fiscal year in terms of restricted stock compensation.

[Supporting System for External Directors]

The Corporate Management Division provides support to the external directors. Specifically, before a Board of Directors Meeting is held, the Division provides a briefing session so that each director can check and understand the agenda items in advance and form his or her opinions on them.

2. Matters on Functions such as Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)

(Board of Directors)

As of March 30, 2022, the Company has 15 directors, including nine external directors. The directors deliberate and decide on matters stipulated under the laws and regulations such as the Companies Act as well as important management issues, and convene the Ordinary Board of Directors Meeting once a month to deliberate on policies, plans and status of the policies and plans being executed with regards to management and corporate operations. The Extraordinary Board of Directors Meeting is also held when deemed to be necessary.

Regarding corporate governance, neutral and objective oversight of management from an independent standpoint is also an important function. The Company has increased the number of independent external directors from six to eight on March 29, 2022, and believes that an effective oversight of management can thus be ensured.

(Audit and Supervisory Committee)

The Committee consists of four directors (of which four are external directors). On March 29, 2022, the number of full-time Audit and Supervisory Committee members was increased from one to two to strengthen the Committee's supervisory function. The Committee determines the Committee's audit policies, annual audit schedule and other related matters in addition to monitoring the status of the directors' execution of duties and preparing reports relevant to this task. The Committee also determines agendas regarding elections, dismissals and refusals of reappointment of accounting auditor that are proposed to the General Meeting of Shareholders, and complies with the laws and regulations of Japan, the Articles of Incorporation and the Audit and Supervisory Committee Rules. By convening Audit and Supervisory Committee Meetings both routinely and as necessary, the Committee shares information among its members and confirms the progress of its audit plans by examining important issues to be discussed, reporting audit contents, exchanging opinions and so forth.

To enhance overall coordination, the Audit and Supervisory Committee exchanges information in a timely manner with the Internal Audit Office as well as the accounting auditor. The Committee works closely with the Corporate Management Division, which is in charge of internal control, as well as with the General Affairs, Legal and Accounting Departments, to improve the efficacy of the auditing process.

(Nomination and Remuneration Advisory Committee)

The Nomination and Remuneration Advisory Committee is a voluntary body. As of March 30, 2022, it consists of five members (including four external directors) and its chairperson is an independent external director. The Nomination and Remuneration Advisory Committee deliberates on matters such as education and training pertaining to the Chief Executive Officer (CEO) succession planning, remuneration of directors (excluding directors who are Audit and Supervisory Committee members) and appointment or dismissal of directors (excluding Audit and Supervisory Committee members), and submits the matters to the agendas of the Board of Directors Meetings.

(Sustainability Committee)

The Sustainability Committee was established on March 25, 2021. As of March 30, 2022, the Committee consists of six members (of which two are external directors) and its chairperson is the Representative Director. The purpose of the Sustainability Committee is to promote management with an awareness of sustainability across all companies in the Group, including initiatives to achieve SDGs and a more sophisticated ESG approach in management. The Committee's duties include deliberation of the Group's sustainability policies/strategies, priority issues and other medium/long-term themes and directions, as well as the monitoring of the progress of KPIs, and it submits relevant matters to the agendas of Board of Directors Meetings.

3. Reasons for Adoption of the Current Corporate Governance System

In order to further enhance the auditing and oversight functions of the Board of Directors and directors, after being granted approval at the Ordinary General Meeting of Shareholders held on March 25, 2016, the Company made a transition from being a company with a board of company auditors to a company with an audit and supervisory committee.

With this transition to a company with an audit and supervisory committee, the Company aims to further strengthen the supervisory function of the Board of Directors, secure impartiality and transparency of management and raise overall efficiency.

III. Implementation of Measures Concerning Shareholders and Other Stakeholders

1. Measures for Vitalization of General Shareholder Meetings and Smooth Exercise of Voting Rights

| | Supplementary Explanations |
|---|--|
| Scheduling AGMs Avoiding the Peak Day | The Company has been avoiding days on which the general shareholder meetings of other companies are expected to be intensively held and scheduling its meetings on days that many shareholders can attend. |
| Allowing Electronic Exercise of Voting Rights | The Company has enabled the exercise of voting rights via the Internet so that shareholders can exercise their voting rights as much as possible. |
| Participation in Electronic Voting Platform and Other Efforts to Improve Exercise of Voting Rights by Institutional Investors | In order to improve the convenience of institutional shareholders, the Company participates in the electronic voting platform for institutional investors provided by ICJ, Inc. |
| Providing Convocation Notice in English | English translation of the “Reference Documents for the General Meeting of Shareholders” in the convocation notice is prepared. |
| Other | Convocation notice of the General Meeting of Shareholders is posted on the Company’s website. |

2. IR Activities

| | Supplementary Explanations | Explanation by Representative |
|---|--|-------------------------------|
| Regular Investor Briefings for Individual Investors | Although a briefing session for individual investors has generally been held each year, the briefing session for the fiscal year ended December 2021 was cancelled due to the COVID-19 outbreak. | YES |
| Regular Investor Briefings for Analysts and Institutional Investors | Financial results briefings for institutional investors are held after the disclosure of the second-quarter, third-quarter and fourth-quarter financial results. In addition, individual meetings with institutional investors and analysts are held after each disclosure of quarterly financial results. | YES |
| Regular Investor Briefings for Overseas Investors | In the fiscal year ended December 2021, briefing sessions were held with institutional investors and analysts in the U.K., the U.S., Hong Kong and Singapore through conferences. | YES |
| Posting of IR Materials on the Website | https://www.outsourcing.co.jp/en/ir/ Summary of Financial Results Materials for Timely Disclosure Other than the Summary of Financial Results Securities Report and Quarterly Report Shareholder Meeting’s Notice of Convocation and Notice of Resolutions Adopted Q2 and Full-year Business Report FACTSHEET Financial Results Materials for Institutional Investors Reference Materials Medium-term Management Plan Integrated Report | |
| Establishment of Department in Charge of IR | Department in charge of IR: CEO Office | |

3. Measures to Ensure Due Respect for Stakeholders

| | Supplementary Explanations |
|---|--|
| Establishment of Internal Rules for Respecting the Position of Stakeholders | “OUTSOURCING Group Code of Corporate Ethics and Conduct” established |

| | |
|---|--|
| Engagement in Environmental Conservation Activities, CSR Activities, etc. | “OUTSOURCING Group Basic CSR Policy” established |
|---|--|

IV. Matters Related to the Internal Control System

1. Basic Views on the Internal Control System and Progress with Its Development

The Company has established the following basic policies on the internal control system to ensure the appropriateness of operation.

1. System for ensuring that the Company and its group companies' directors including directors who are members of the Audit and Supervisory Committee (hereinafter collectively referred to as “directors”) and employees execute their duties in accordance with the laws and regulations and the Articles of Incorporation

(a) The “OUTSOURCING Group Code of Corporate Ethics and Conduct” shall be established as the basic code of conduct concerning compliance with the laws and regulations and the Articles of Incorporation. The Company and its group companies shall thoroughly inform their directors and employees of the Code.

(b) In the event that a director discovers a conduct by another director that is in violation of the laws and regulations or the Articles of Incorporation, he or she shall immediately report to the Audit and Supervisory Committee and the Board of Directors and take other action in reinforcement of the corporate governance system in order to take preventive measures against the said conduct.

(c) The Company shall establish the “Internal Reporting System,” entrusted to a fair third-party organization, for the purpose of early detection and correction of violations of the laws and regulations, social standards, etc., and aim for its effective operation.

(d) The Internal Audit Office shall be established as an internal audit division independent of the business divisions. The Office shall conduct continuous and specialized monitoring of business operations and report the results to the CEO, the Board of Directors and the Audit and Supervisory Committee.

2. System for the storage and management of information pertaining to the execution of operation by directors

Information related to the execution of operation by directors shall be recorded in documents or electronic media (hereinafter referred to as "documents, etc.") and stored in accordance with the “Document Management Rules.” The Company has established a system in which, upon request for inspection by the directors, Audit and Supervisory Committee members, accounting auditor or other related persons, the executive managers in charge of each department shall play the center role in collecting and submitting the information.

3. Rules and other systems concerning the management of the risk of loss by the Company and its group companies

(a) The Corporate Management Division shall be designated as the division responsible for the overall risk management of the Company and its group companies. The General Affairs Department shall engage in risk management, operation and establishment of rules in order to promote an effective risk management. The Legal Department shall make the legal responses and communicate the latest laws and regulations to company members. This system shall promote risk management that is integrated with internal control.

(b) When unforeseen events occur in the Company or its group companies, the “Emergency Task Force” headed by the Company’s CEO shall be set up and an external advisory team including the special communications team and the Company’s legal counsel shall be organized. The aim of this system is to make a rapid response as well as preventing the spread of losses or damage and keeping them to a minimum.

(c) In order to maintain the business of the Company and its group companies in operation in the event of unforeseen circumstances or crisis, the Business Continuity Plan (BCP) shall be formulated and informed to directors, officers and employees of the Company and its group companies.

4. System for ensuring efficient execution of operation by directors of the Company and its group companies

(a) A board of directors meeting shall be held once a month by the Company and each of its group companies, in principle, and shall also be convened as necessary in order to make decisions on important matters as well as overseeing the execution of operation by the directors of the said company and its subsidiaries.

(b) With respect to the execution of operation based on a resolution of the Board of Directors, details on responsible persons, their responsibilities and the execution procedures shall be defined in internal rules such as Organization Rules and Division of Duty Rules in order to ensure a system whereby operations are executed appropriately and efficiently.

(c) As a body to deliberate on important matters concerning management of the Company, the Management Meeting participated by full-time directors and managing executive officers shall be established and be held

twice a month in principle and whenever necessary for the purpose of improving the efficiency of operation execution and speeding up decision-making.

5. System to ensure the appropriateness of operation at the Company and its group companies

(a) Based on the "Management Rules for Group Companies and Affiliates," the Company shall clarify the roles of the division responsible for overseeing the group companies and shall monitor and oversee business execution by the directors and employees of the group companies.

(b) The Company shall establish organization-related standards for the Group including chain of command, authorities and decision-making, and shall instruct the establishment of a system that complies with these standards.

(c) Important decision-making matters concerning the management activities of the group companies shall be reported at the Company's Board of Directors Meeting and Management Meeting and obtain approval.

(d) The Company shall receive business status reports from each group company at least once a month. In addition, a Group Management Meeting participated by full-time directors, managing executive officers and each group company's representative director shall be convened as necessary to share information, communicate and merge management policies within the Group.

(e) The Company's Internal Audit Office regularly conducts audits of operation and accounting audits of the Group companies, and reports the results to the CEO, the Board of Directors and the Audit and Supervisory Committee.

6. Matters concerning staff to support the duties of the Audit and Supervisory Committee of the Company, matters concerning the independence of the said staff from the directors of the Company (excluding directors who are Audit and Supervisory Committee members) and matters concerning the securing of the effectiveness of instructions toward the said staff

(a) If the Audit and Supervisory Committee requests the placement of employees to assist its duties in response to certain circumstances, employees shall be placed after discussion at the Board of Directors Meeting.

(b) In the event that an employee becomes placed to support the duties of the Audit and Supervisory Committee, the said employee shall not be under any directions or orders by the directors or other employees, and personnel transfers, evaluations and disciplinary measures concerning the said employee shall be carried out while taking into account the opinions of the Audit and Supervisory Committee.

7. System for directors and employees of the Company and its group companies to report to the Company's Audit and Supervisory Committee and other systems related to reports made to the Audit and Supervisory Committee

(a) In order to fully understand the decision-making process and the operation execution status, the Audit and Supervisory Committee members shall attend important meetings in addition to the Board of Directors Meeting, inspect approval documents and other important documents concerning the execution of operation and seek explanations from directors and employees as necessary.

(b) When directors and employees discover important facts that affect business operations or financial performance, they must report to the Audit and Supervisory Committee without delay.

8. System for ensuring that persons who reported to the Audit and Supervisory Committee of the Company do not receive disadvantageous treatment for the reason of reporting

The Company prohibits disadvantageous treatment from being given to directors, officers and employees of the Company and its group companies who reported to the Audit and Supervisory Committee for the reason of reporting, and shall ensure that all directors, officers and employees of the Company and its group companies are fully aware of this policy.

9. Other system for ensuring that audits by the Audit and Supervisory Committee are effectively conducted

(a) The Audit and Supervisory Committee, the CEO and other directors shall hold exchange-of-opinion meetings as necessary in order to communicate with each other.

(b) The Audit and Supervisory Committee shall closely coordinate with the accounting auditor by receiving explanation from the accounting auditor on the contents of the accounting audits, exchanging information, etc., to ensure the effectiveness of audits by the Audit and Supervisory Committee.

(c) The Audit and Supervisory Committee and the Internal Audit Office shall cooperate in conducting audits by holding discussions and exchanging opinions as appropriate on matters concerning the internal audit such as the results, points of suggestion and recommendations.

(d) When an Audit and Supervisory Committee member requests the Company for an advance payment or reimbursement of expenses, etc., unless the expenses or liabilities pertaining to the said request are proven to

be unnecessary to the execution of duties by the said Audit and Supervisory Committee Member, the said expenses or liabilities shall be promptly processed after examination by the division in charge.

(e) A certain amount of budget shall be secured every year to pay for the expenses, etc., that arise from the execution of duties by the Audit and Supervisory Committee members.

10. System to ensure the reliability of financial reporting

In order to ensure the reliability of financial reporting, the Company and its group companies shall establish an internal control system for the effective and appropriate submission of internal control reports in accordance with the Financial Instruments and Exchange Act, and continually make evaluation on the proper functioning of the system and make necessary corrections.

11. Basic views on and establishment of a system for eliminating anti-social forces

The Company and its group companies' basic policy, set out in the "OUTSOURCING Group Code of Corporate Ethics and Conduct," is to take decisive action against and block any relationships with anti-social forces and organizations that pose a threat to social order and security. In addition, the Company shall formulate the Anti-Social Forces Countermeasure Rules and conduct thorough management under the supervision of the Corporate Management Division and in accordance with the Anti-Social Forces Response Manual, as well as acting in a prompt and organized fashion in coordination with external specialized organizations such as the police and the legal counsel as appropriate.

12. Improving the Effectiveness of the Internal Control System

Following the discovery of the incident of inappropriate accounting at 17 companies of the Group, the Company will restructure the corporate governance system and organizational structure, ensure the prevention of recurrence by strengthening the internal control division and strive to improve the effectiveness of the internal control system based on the findings and recommendations of the investigation committee.

2. Basic Views on Eliminating Anti-Social Forces

The Company's basic policy, set out in the "OUTSOURCING Group Code of Corporate Ethics and Conduct," is to take decisive action against and block any relationships with anti-social forces and organizations that pose a threat to social order and security. In addition, the Company has formulated the Anti-Social Forces Countermeasure Rules and will act in a prompt and organized fashion under the supervision of the Corporate Management Division and in coordination with external specialized organizations such as the police and the legal counsel as appropriate.

As for the in-house system and specific efforts to eliminate anti-social forces, the Company has established the "Anti-Social Forces Response Manual" and has clarified company-wide action guidelines and responsibilities based on this manual.

V. Other

1. Adoption of Anti-Takeover Measures

| | |
|------------------------------------|-------------|
| Adoption of Anti-Takeover Measures | Not Adopted |
|------------------------------------|-------------|

| |
|---------------------------|
| Supplementary Explanation |
|---------------------------|

Although the Company has not adopted anti-takeover measures, the Company's policy is to consider anti-takeover measures including preventive measures as necessary to protect corporate value.

2. Other Matters Concerning the Corporate Governance System

1. Basic Policy on Timely Disclosure

Under the basic policy to conduct timely and appropriate disclosure of company information necessary for the investors to accurately judge the value of investing in the Company, the Company has established a system whereby information may be quickly disclosed.

2. Internal System for Timely Disclosure

(a) Information on Decisions that Have Been Made

Upon the occurrence of important matters, each department shall report to the Corporate Management Division. In the Corporate Management Division, the Executive Manager in charge of the Corporate Management Division who is responsible for information handling shall determine whether disclosure is

necessary. If the Executive Manager in charge of the Corporate Management Division judges that disclosure is necessary, he or she shall report to the Representative Director and, after discussion, the matter shall be immediately disclosed following a resolution of the Board of Directors.

(b) Information on the Occurrence of Material Facts

Upon the occurrence of a material fact, it shall be reported to the Corporate Management Division. The Company has created a system which enables the Corporate Management Division to acquire and examine documents and other information pertinent to the fact, immediately create disclosure materials and promptly make a disclosure.

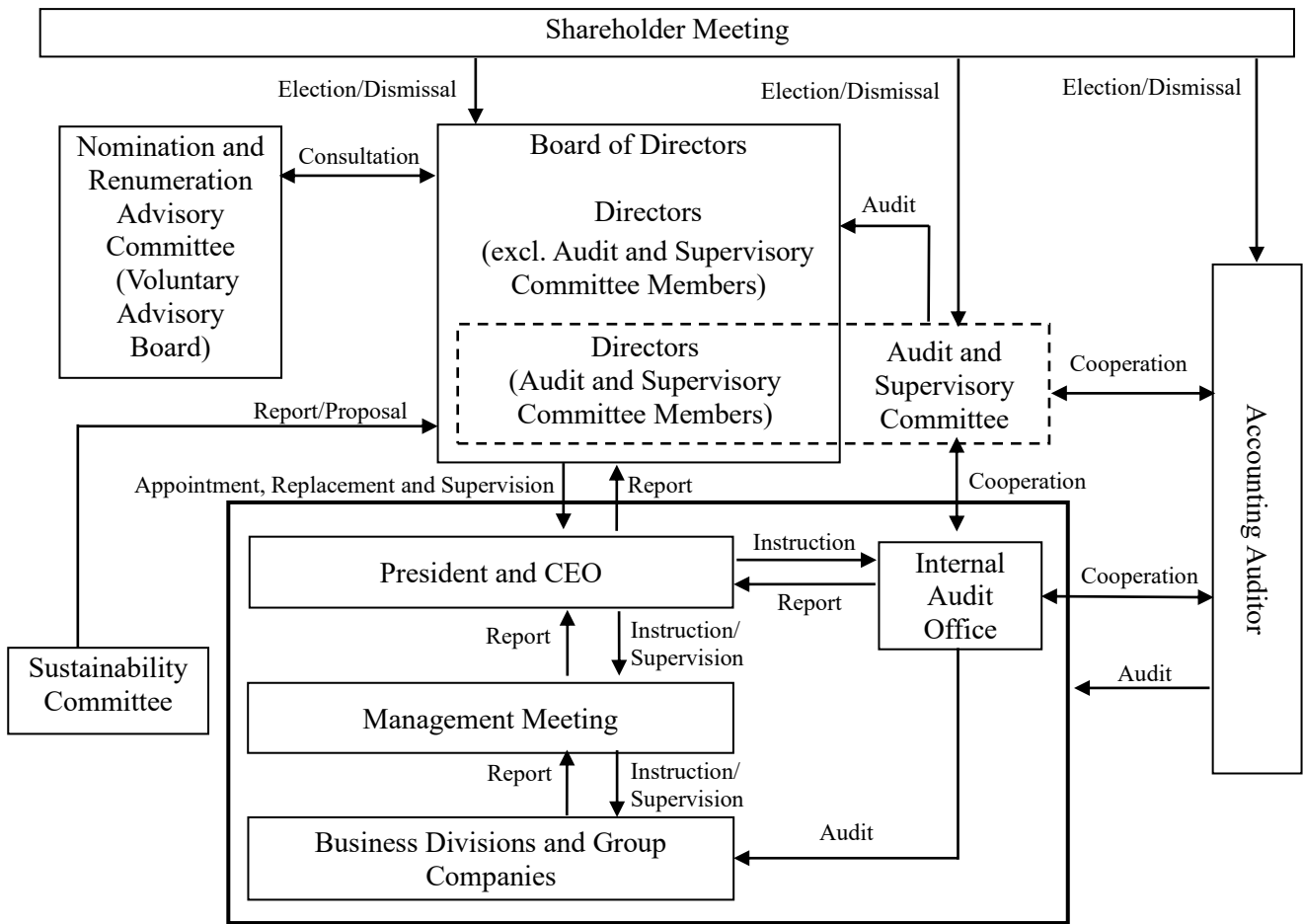
(c) Timely Disclosure Procedure for the Corporate Group

All of the Company's subsidiaries are unlisted subsidiaries. Subsidiaries shall report important matters to the Corporate Management Division of the Company and submit the matter to the agenda of the Management Meeting and the Company's Board of Directors Meeting as necessary in accordance with the Management Rules for Subsidiaries and Affiliates. When it is determined that disclosure is necessary, the Executive Manager in charge of the Corporate Management Division shall report to the Representative Director and, after discussion, the matter shall be immediately disclosed following a resolution of the Company's Board of Directors.

3. In-house Education

With regards to education concerning timely disclosure, the Company aims to thoroughly inform its directors, officers and employees (including directors, officers and employees of consolidated subsidiaries) of important matters subject to timely disclosure through important meetings, training sessions and other opportunities.

Conceptual Diagram of the Corporate Governance System



Members of Each Organization (⊙: Chairperson)

| Position | Name | Board of Directors | Audit and Supervisory Committee | Nomination and Remuneration Advisory Committee | Sustainability Committee |
|---|---------------------|--------------------|---------------------------------|--|--------------------------|
| Chairman and CEO | Haruhiko Doi | ⊙ | | ○ | ⊙ |
| Senior Executive Director | Kazuhiko Suzuki | ○ | | | ○ |
| Director | Masashi Umehara | ○ | | | ○ |
| Director | Masashi Fukushima | ○ | | | |
| Director | Anne Heraty | ○ | | | ○ |
| Director | Franciscus van Gool | ○ | | | |
| Director (External Director) | Atsuko Sakiyama | ○ | | ○ | ○ |
| Director (External Director) | Hiroto Abe | ○ | | ⊙ | |
| Director (External Director) | Yasuharu Toyoda | ○ | | ○ | |
| Director (External Director) | Makiko Ujii | ○ | | | |
| Director (External Director) | Hideyo Nakano | ○ | | | ○ |
| Director (External Director) and full-time Audit and Supervisory Committee Member | Ichiro Otani | ○ | ⊙ | | |
| Director (External Director) and full-time Audit and Supervisory Committee Member | Masaru Namatame | ○ | ○ | | |
| Director (External Director) and Audit and Supervisory Committee Member | Hiroshi Otaka | ○ | ○ | ○ | |
| Director (External Director) and Audit and Supervisory Committee Member | Hideo Shiwa | ○ | ○ | | |

Skills Matrix

| Position | Name | Independence | Gender (female: ○) | International experience | Corporate management | Industry knowledge | Sales and marketing | Finance and accounting | Auditing | Legal risk management |
|---|---------------------|--------------|--------------------|--------------------------|----------------------|--------------------|---------------------|------------------------|----------|-----------------------|
| Chairman and CEO | Haruhiko Doi | | | ○ | ○ | ○ | ○ | | | |
| Senior Executive Director | Kazuhiko Suzuki | | | ○ | ○ | ○ | | ○ | | ○ |
| Director | Masashi Umehara | | | | ○ | ○ | | ○ | | |
| Director | Masashi Fukushima | | | ○ | ○ | ○ | ○ | | ○ | |
| Director | Anne Heraty | | ○ | ○ | ○ | ○ | ○ | | | |
| Director | Franciscus van Gool | | | ○ | ○ | ○ | | | | |
| Director (External Director) | Atsuko Sakiyama | ○ | ○ | ○ | ○ | | ○ | | | |
| Director (External Director) | Hiroto Abe | ○ | | ○ | | | | | ○ | ○ |
| Director (External Director) | Yasuharu Toyoda | ○ | | ○ | ○ | | | ○ | ○ | |
| Director (External Director) | Makiko Ujii | ○ | ○ | | | | | | ○ | ○ |
| Director (External Director) | Hideyo Nakano | | ○ | ○ | ○ | | ○ | ○ | | |
| Director (External Director) and full-time Audit and Supervisory Committee Member | Ichiro Otani | ○ | | ○ | ○ | | ○ | | ○ | ○ |
| Director (External Director) and full-time Audit and Supervisory Committee Member | Masaru Namatame | ○ | | ○ | ○ | | | ○ | ○ | |
| Director (External Director) and Audit and Supervisory Committee Member | Hiroshi Otaka | ○ | | ○ | ○ | | | ○ | ○ | |
| Director (External Director) and Audit and Supervisory Committee Member | Hideo Shiwa | ○ | | ○ | ○ | | | ○ | ○ | ○ |

Overview of the Timely Disclosure System

