

(Note) This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.

Security code: 9744

May 31, 2023

(Start Date of Matters Related to Electronic Provision Measures: May 30, 2023)

MEITEC CORPORATION
2-20-1, Kosei-tori, Nishi-ku, Nagoya-shi, Aichi, Japan
President and CEO: Hideyo Kokubun

Notice of Convocation of the 50th Annual General Meeting of Shareholders

To Our Shareholders:

MEITEC CORPORATION (the Company) will hold the 50th Annual General Meeting of Shareholders as follows.

this Notice of Convocation of the General Meeting of Shareholders is posted on the Company's website in the section, "Notice of Convocation of the 50th Annual General Meeting of Shareholders." Please access the Company's website indicated below to confirm.

The Company's website:

https://www.meitec.co.jp/e/ir/general_meeting.html

In addition to the above-mentioned website, this Notice of Convocation of the General Meeting of Shareholders is also posted on the Tokyo Stock Exchange, Inc. (TSE) website. If it is not possible to access the Company's website, please access TSE's website (Listed Company Search) to confirm by entering "MEITEC" or "9744" in the issue name (company name) or securities code field, selecting "Basic information," "Documents for public inspection/PR information".

TSE website (Listed Company Search)

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

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the reference material for the meeting and exercise your voting rights by 6:00 p.m. on Wednesday, June 21, 2023.

1. Date and time: Tuesday, June 22, 2023 at 2:00 p.m.
2. Place: Meitec Tokyo Office,
ORIX UENO 1-CHOME BUILDING 7th Floor,
1-1-10, Ueno, Taito-ku, Tokyo, Japan
3. Purpose of the meeting:

Matters to be reported:

- 1) Presentation of the Business Report and Consolidated Financial Statements as well as Audit & Supervisory Board's Report from the audit of the Consolidated Financial Statements by the accounting auditor and the Audit & Supervisory Board, for the 50th fiscal period (from April 1, 2022, to March 31, 2023)
- 2) Presentation of the Non-consolidated Financial Statements, for the 50th fiscal period (from April 1, 2022, to March 31, 2023)

Matters to be resolved:

- | | |
|---------------|---|
| Agenda Item 1 | Dividend of the retained earnings (year-end dividend for the fiscal year ended March 31, 2023) |
| Agenda Item 2 | Approval for absorption-type company split contract |
| Agenda Item 3 | Partial amendment to the Articles of Incorporation |
| Agenda Item 4 | Election of four (4) Directors |
| Agenda Item 5 | Election of one (1) Audit & Supervisory Board Member |
| Agenda Item 6 | Election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee members) |
| Agenda Item 7 | Election of three (3) Directors who are Audit and Supervisory Committee members |
| Agenda Item 8 | Establishment of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee members) |
| Agenda Item 9 | Establishment of remuneration for Directors who are Audit and Supervisory Committee members |

4. About Exercising Your Voting Right

1) Exercising your voting right by mail (in writing)

Please indicate whether you approve or disapprove on the resolution to the enclosed “Card for the Exercise of Voting Rights” and return it to the Company via mail, by 6:00 p.m. on June 21, 2023 (Wednesday).

2) Instructions for exercising your vote on the internet

If you are to attend the meeting, voting by sending the “Card for the Exercise of Voting Rights” or voting by internet is unnecessary.

3) Treatment of non-indication of vote on the “Card for the Exercise of Voting Rights”

If approval or disapproval is not indicated on the “Card for the Exercise of Voting Rights” in exercising the voting right via mail, it shall be treated as if approval were voted.

4) Treatment of duplicate exercise by the internet

In case that multiple number of votes is exercised on the internet, last vote exercised on the internet will be recognized as valid. Furthermore, if you exercise your voting rights in duplicate by accessing the voting website from a personal computer and a smart phone, the last time that you exercise your voting rights shall be deemed valid.

5) Treatment of duplicate exercise by writing and by the internet

In case that a voting right is exercised both by writing using the “Card for the Exercise of Voting Rights” and on the internet, only the vote registered on the internet will be recognized as valid.

6) About diverse exercise of your vote

If you wish to make a diverse exercise of your voting right, please notify the Company in writing or by electromagnetic means by 3 days prior to the Annual General Meeting of Shareholders stating your intention of making the diverse exercise and the reasons.

5. Internet Disclosure

Pursuant to the relevant laws and regulations and Article 15 of the Company’s articles of incorporation, among documents to be attached to this notice, the following items are posted on the Company’s website (<https://www.meitec.co.jp/>) and are not attached to this notice. Consequently, the documents attached to this notice are part of the documents that were audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing their audit reports.

- i) Notes to Consolidated Financial Statements
- ii) Notes to Non-consolidated Financial Statements

In the event of any amendments to Matters Related to the reference documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements included in this Notice of Convocation of the General Meeting of Shareholders, said amendment will be notified on the aforementioned websites of the Company and TSE, showing both the original matter and the amended matter.

REFERENCE FOR EXERCISE OF VOTING RIGHTS

Matters to be resolved:

Agenda Item 1: Dividend of the retained earnings (year-end dividend for the fiscal year ended March 31,2023)

The Company's basic policy for distribution of profits is to provide our shareholders with dividend payments proportionate to the fiscal period's profits.

The dividend payout ratio will be equal to or more than 50% of net income. The dividend payout ratio should be at least 5% of the consolidated dividend on equity ratio (DOE).

Based on the above mentioned basic policy, with consideration of performance, the Company proposes the year-end dividend as following.

(1) Type of dividends: Cash

(2) Allotment of property for dividends and total amount thereof:

¥63 per share of the Company's common stock, for a total of ¥4,940,560,800. These dividends would result in annual dividends, including the interim dividend of ¥39 per share, of ¥102 per share.

(3) Effective date of dividends of the retained earnings: June 23, 2023

Agenda Item 2: Approval for absorption-type company split contract

1. Reason for absorption-type company split

While working to continuously improve its five values—Value to Engineers, Value to Employees, Value to Clients, Value to Shareholders, and Value to the Society—and while continuously enhancing corporate governance, the MEITEC Group has aimed for sustainable growth and to enhance its corporate value over the medium to long term.

Recently, among large manufacturers, the main customers of the MEITEC Group, design and development operations have grown more diverse and more complex due to technological innovation. Amid this trend, the MEITEC Group has worked to transform itself into a corporate group that provides engineering solutions that is “The Only One” unlike those that we have provided in the past.

Going forward, we are aware that the MEITEC Group’s main clients will be taking a more aggressive approach to sustainability issues including environmental issues such as carbon neutral.

Given these conditions, while aggressively pursuing opportunities for high added value, to continuously improve both earnings power and capital efficiency, the Company decided to start the transition to a holding company structure and a company with audit and supervisory committee as the appropriate stance to simultaneously pursue the below three points.

- Achieve strong leadership capable of carrying out bold management decisions
- Establish an environment capable of risk-taking and improve effectiveness of oversight of management resource allocation
- Reform mindset and conduct of the Group’s executives and employees

In order to facilitate the transition to a holding company structure, a wholly owned split preparation company MEITEC SPLIT PREPARATORY COMPANY (hereinafter called “Split Preparatory Company”) was established on April 3, 2023, and a contract was concluded on May 11, 2023 for an absorption-type company split process. Under this contract, the Company operating as a splitting company and the Split Preparatory Company operating as a succeeding company, all operations of the Company will be transferred to the Split Preparatory Company (excluding control or administration of the business activities of companies in which the Company holds shares and operations concerning management of the group) through an absorption-type split process with an effective date of October 1, 2023.

This agenda item is to seek approval for the contents of the absorption-type split contract detailed above.

On October 1, 2023, when the absorption-split comes into effect, the name of the Company will change to MEITEC Group Holdings Inc. and the Split Preparatory Company will become MEITEC CORPORATION.

2. Overview of contents of the absorption-type split contract

The contents of the absorption-type split contract are as follows.

Absorption-type split contract (copy)

MEITEC CORPORATION (hereafter called “MEITEC”) and MEITEC SPLIT PREPARATORY COMPANY (hereafter called “MSPC”) conclude the absorption-type split contract agreement detailed hereunder (hereafter called “the Contract”) regarding the transfer to MSPC of MEITEC’s rights and obligations associated with the business activities specified in Article 1 by means of an absorption-type split process (hereafter called “the Absorption-type Split”).

Article 1 (Absorption-type split)

MEITEC shall transfer to MSPC MEITEC’s rights and obligations in relation to all business activities undertaken by MEITEC as specified in Article 3, Paragraph 1, excluding control or administration of the business activities of companies in which MEITEC holds shares and operations concerning management of the group (hereafter called “the Business Activities”) in accordance with the provisions of the Contract, and MSPC shall inherit the same.

Article 2 (Trade names and addresses of the splitting company and succeeding company)

The trade names and addresses of the absorption-type splitting company MEITEC and the absorption-type split succeeding company MSPC associated with the Absorption-type Split shall be as follows.

(1) MEITEC (absorption-type splitting company)

Trade name: MEITEC CORPORATION (to be changed to MEITEC Group Holdings Inc. as of the Effective Date {as stipulated in Article 6, hereafter the same})

Address: 2-20-1, Kosei-tori, Nishi-ku, Nagoya-shi, Aichi, Japan (relocating to 15-1, Morinosatoayama, Atsugi-shi, Kanagawa, Japan as of the Effective Date)

(2) MSPC (absorption-type split succeeding company)

Trade name: MEITEC SPLIT PREPARATORY COMPANY (to be changed to MEITEC CORPORATION as of the Effective Date)

Address: 15-1, Morinosatoayama, Atsugi-shi, Kanagawa, Japan

Article 3 (Rights, obligations, etc. associated with succession)

1. Assets, liabilities, employment contracts and other rights and obligations that MSPC inherits from MEITEC under the Absorption-type Split shall be as listed on the attachment "Particulars of Rights and Obligations under the Absorption-type Split".
2. The transfer of liabilities from MEITEC to MSPC under the Absorption-type Split shall be performed via method of concomitant assumption of liabilities. Furthermore, between MEITEC and MSPC, MSPC shall assume the burden for the totality of said liabilities. Where MEITEC executes or otherwise assumes the burden for said liabilities, MEITEC has the right to seek compensation from MSPC for the full cost of such burden.

Article 4 (Furnishment of cash or equivalent in connection with absorption-type split process)

MSPC may not furnish MEITEC with cash or equivalent in lieu of rights and obligations inherited in connection with the Absorption-type Split.

Article 5 (Matters relating to MSPC's capital stock and legal capital surplus)

The amounts of MSPC's capital stock and legal capital surplus shall not increase as a result of the Absorption-type Split.

Article 6 (Effective date)

The date upon which the Absorption-type Split comes into effect (hereafter called "Effective Date") shall be October 1, 2023. The Effective Date may be changed through negotiation and agreement between MEITEC and MSPC where deemed necessary due to the progress of procedures associated with the Absorption-type Split or other circumstances.

Article 7 (Resolutions of the Annual General Meeting of Shareholders)

1. MEITEC undertakes to seek resolutions from MEITEC's Annual General Meeting of Shareholders for necessary matters related to the Contract and the Absorption-type Split, no later than the day before the Effective Date.
2. MSPC shall perform the Absorption-type Split without approval from the Annual General Meeting of Shareholders as per Article 795, Paragraph 1 of the Companies Act, in accordance with the provisions of the main text of Article 796, Paragraph 1 of the Companies Act.

Article 8 (Administration of corporate assets)

MEITEC undertakes to administer the relevant assets and liabilities with diligence as a good and proper administrator during the period from the date of the Contract up to the Effective Date.

Article 9 (Non-competition obligation)

MEITEC, even from the Effective Date onwards, is not obliged to undertake to refrain from competing with MSPC in relation to the Business Activities.

Article 10 (Amendment or cancellation of the Contract)

In the event of a substantive change in the Business Activities and/or associated assets or where it is no longer possible to achieve the objectives of the Absorption-type Split during the period from the date of the Contract up to the Effective Date due to natural disaster or other circumstances, MEITEC and MSPC may agree through negotiation to amend the terms and conditions of the Absorption-type Split or other aspects of the Contract, or to cancel the Contract altogether.

Article 11 (Validity of the Contract)

If MEITEC fails to obtain approval for the Contract via a resolution at MEITEC's Annual General Meeting by the day before the Effective Date as stipulated in Article 7 or fails to obtain the necessary permits and approvals or to satisfy the other requirements of the relevant authorities, the Contract shall cease to be valid.

Article 12 (Governing law and exclusive jurisdiction)

1. Matters concerning the validity, interpretation and performance of the Contract shall be interpreted in accordance with Japanese law as the governing law.
2. All disputes in connection with the Contract shall be subject to the exclusive jurisdiction of the Tokyo District Court or the Tokyo Summary Court in the first instance.

Article 13 (Discussion)

Any other necessary matters pertaining to the Absorption-type Split that are not covered in the Contract shall be resolved through discussion between MEITEC and MSPC in the spirit of the Contract.

This document has been prepared as proof of the Contract entered into and the seals of MEITEC and MSPC shall be affixed thereto, and shall be retained by MSPC while the copy of the original shall be retained by MEITEC.

May 11, 2023

MEITEC
2-20-1, Kosei-tori, Nishi-ku, Nagoya-shi, Aichi,
Japan
MEITEC CORPORATION
President and CEO Hideyo Kokubun
[official seal]

MSPC
15-1, Morinosatoayama, Atsugi-shi, Kanagawa,
Japan
MEITEC SPLIT PREPARETORY COMPANY
President and CEO Hideyo Kokubun
[official seal]

Attachment

Particulars of Rights and Obligations under the Absorption-type Split

The assets, liabilities, employment contracts and other rights and obligations inherited by MSPC from MEITEC on the Effective Date via the Absorption-type Split shall be those listed below as held by MEITEC until just prior to the Effective Date. Within the rights and obligations inherited by MSPC from MEITEC, the assets and liabilities shall be finalized based on MEITEC's balance sheet as at March 31, 2023, with adjustments to account for any increases or decreases occurring prior to the Effective Date.

1. Assets

(1) Current assets

Cash and deposits, accounts receivable (trade) and notes, inventories and other liquid assets held by MEITEC in connection with the Business Activities (where cash and deposits are limited to the amount of operational funds required for performance of the Business Activities)

(2) Fixed assets

Tangible assets (excluding the land and buildings listed below), intangible assets (excluding patent rights, trademarks, design rights and utility model rights), investments and other fixed assets held by MEITEC in connection with the Business Activities

Name	Address
Nagoya Techno-Center land and buildings	2-20-1, Kosei-tori, Nishi-ku, Nagoya-shi, Aichi, Japan
Atsugi Techno-Center land and buildings	15-1, Morinosatoaoyama, Atsugi-shi, Kanagawa, Japan

2. Liabilities

(1) Current liabilities

Trade accounts payable, notes payable, accounts payable, accrued expenses, deposits received, advances received, and other current liabilities incurred by MEITEC in connection with the Business Activities

(2) Non-current liabilities

Provision for retirement benefits and other non-current liabilities incurred by MEITEC in connection with the Business Activities

3. Employment contracts, etc.

The contractual status of all employees employed by MEITEC as of the Effective Date (including seconded workers, part-time workers, contract workers and temporary workers, irrespective of whether they are engaged in the Business Activities) together with associated rights and obligations under the employment contracts

4. Permits, approvals, etc.

All licenses, permits, approvals, authorizations, registrations, notifications and equivalent held or owned by MEITEC in connection with the Business Activities that are able to be transferred legally

5. Other rights and obligations

Contractual status and associated rights and obligations under the contracts other than employment contracts that have been entered into by MEITEC in connection with the Business Activities (including any incidental and/or related contracts associated therewith; hereafter the same)

Notwithstanding the provisions of Paragraphs 1. through 5. above, in the event that it is deemed unfeasible or impossible for legislative or regulatory reasons to inherit certain rights or obligations in connection with the Absorption-type Split (including cases where it becomes clear that the necessary consent of another party to a contract cannot be obtained in relation to inheriting said rights or obligations, or where it becomes clear that inheriting said rights or obligations would require an unreasonably large contribution from either MEITEC or MSPC) after the Contract has been concluded, said rights or obligations shall be removed from the scope of inherited rights and obligations.

3. Overview of content of matters listed in items under Article 183 of Regulations for Enforcement of the Companies Act

(1) Matters regarding appropriateness of consideration

i. Matters regarding monies, etc. to be delivered

Because the company succeeding in the absorption-type split will be a wholly-owned subsidiary of the Company as of the effective date of the absorption-type split, no allocation of shares or other delivery of consideration will be conducted upon the absorption-type split.

ii. Matters regarding amounts of capital stock, legal capital reserves, etc. of the successor company to increase as a result of absorption-type split

The capital stock or legal capital reserves of the company succeeding in the absorption-type split will not be increased upon the absorption-type split.

(2) Matters regarding appropriateness of stipulations on share options

No applicable matters are present.

(3) Content of balance sheet on day of formation of company succeeding in the absorption-type split

Because the company succeeding in the absorption-type split was formed on April 3, 2023, no finalized business year exists. The balance sheet of the company on the day of its formation is as follows.

(Millions of yen)

Assets		Liabilities	
Current assets	1,000	Current liabilities	—
Non-current assets	—	Non-current liabilities	—
		Total liabilities	—
		Net assets	
		Capital stock	800
		Legal capital surplus	200
		Total net assets	1,000
Total assets	1,000	Total liabilities and net assets	1,000

(4) Matters regarding disposal of important property, etc. arising after last day of most recent business year of the Company

No applicable matters are present.

(5) Matters regarding disposal of important property, etc. arising after day of formation of company succeeding in the absorption-type split

No applicable matters are present.

Agenda Item 3: Partial amendment to the Articles of Incorporation

1. Reason for proposal

As stated in Agenda Item 2: Approval for absorption-type company split contract, on October 1, 2023 (tentative), in addition to the Group making the transition to a holding company structure with the Company as a pure holding company, the Company will make the transition to a company with an Audit and Supervisory Committee. To accompany this, the Company proposes to make the following changes to its Articles of Incorporation.

- (1) The Company's business name and purpose will be changed to clarify its role as a pure holding company.
- (2) The headquarters location will be changed to improve the Group's management efficiency.
- (3) New provisions related to the Audit and Supervisory Committee and Audit and Supervisory Committee Members needed for the transition to a company with an audit and supervisory committee will be established and provisions related to Audit & Supervisory Board and the Audit & Supervisory Board Members will be removed, among other steps. In conjunction with this, a supplemental provision will be established as a transitional measure following the removal of provisions that exempt auditors from liability.
- (4) The Company with the aim of swift and bold decision-making through lively discussion, and will thus change the number of Directors from 22 or fewer to 12 or fewer to ensure an appropriate number that takes into account the type and scale of business at present.
- (5) The Company will establish new provisions so that decisions on important execution of operations can be delegated to Directors, with the aim of ensuring leadership that can take on bold management decisions, in line with stipulations in the Companies Act.
- (6) The Company will establish new provisions so that to enable flexible distribution of surplus, etc., it is stipulated that dividends, etc. of surplus can also be made by resolution of the Board of Directors based on the provisions of Article 459, Paragraph 1 of the Companies Act.
- (7) Necessary changes, such as changes to the number articles, will be made as needed following the changes described in (1) to (6) above.

2. Details of amendment

Details of the amendment are as follows.

Note that changes to the Articles of Incorporation in this Agenda Item shall take effect on the effective date of the absorption-type split (October 1, 2023 (tentative)) on the condition that Agenda Item 2 is approved and adopted as submitted and the absorption-type split takes effect.

(The underlined sections indicate changes.)

Current Articles of Incorporation	Proposed changes
<p style="text-align: center;">Chapter 1. General Provisions</p> <p>Article 1. (Business Name) The Company shall be called <i>Kabushiki Kaisha Meitec</i>, and the Company shall be known in English as MEITEC <u>CORPORATION</u>.</p> <p>Article 2. (Purpose) The purpose of the Company shall be to engage in the following business activities.</p> <p>(1) – (3) [Omitted]</p> <p>(4) Provision of technology guidance and technology information related to the above items, as well as the publication/sale of documents</p> <p>(5) Management <u>as well as</u> sale of computers and ancillary equipment</p> <p>(6) [Omitted]</p> <p>(7) <u>Non-life insurance agency and life insurance solicitation operations</u></p> <p>(8) <u>Advertising business and travel agencies</u></p> <p>(9) <u>Management of sports facilities, culture classes, and restaurants and bars, among others</u></p> <p>(10) Real estate rental and management</p> <p>(11) Product leasing</p> <p>(12) Holding <u>as well as</u> managing investments <u>and</u> marketable securities in various companies</p> <p>(13) Worker dispatch business based on the Worker Dispatching <u>Business Act</u></p> <p>(14) <u>Consulting services on support for reemployment</u> [New]</p> <p>(15) Planning, implementing, <u>and</u> consulting on educational and training lectures on management, HR management, and skill development</p> <p>(16) Any operations related to or ancillary to the above items</p> <p>Article 3. (Location of Head Office) The Company shall have its head office in <u>Nagoya City</u>.</p> <p>Article 4. (Organizations) In addition to the general meeting of the shareholders and directors, the Company has the following entities.</p> <p>(1) Board of Directors</p> <p>(2) <u>Audit & Supervisory Board members</u></p> <p>(3) <u>Audit & Supervisory Board</u></p> <p>(4) Accounting auditor</p> <p>Article 5. [Omitted]</p>	<p style="text-align: center;">Chapter 1. General Provisions</p> <p>Article 1. (Business Name) The Company shall be called <i>Kabushiki Kaisha Meitec Group Holdings</i>, and the Company shall be known in English as MEITEC <u>Group Holdings Inc.</u></p> <p>Article 2. (Purpose) The purpose of the Company shall be to <u>control and manage the business activities of the relevant companies, etc., by holding stocks or equity in companies (including foreign companies), associations (including entities equivalent to associations located overseas) and other equivalent business entities that engage in</u> the following business activities.</p> <p>(1) – (3) [No change]</p> <p>(4) Provision of technology guidance and technology information related to the above items, as well as the publication <u>and</u> sale of documents;</p> <p>(5) Management <u>and</u> sale of computers and ancillary equipment</p> <p>(6) [No change] [Deleted]</p> <p>(7) Real estate rental and management</p> <p>(8) Product leasing</p> <p>(9) Holding <u>and</u> managing investments <u>as well as</u> marketable securities in various companies</p> <p>(10) Worker dispatch business based on the Worker Dispatch Act [Deleted]</p> <p>(11) <u>Fee-charging employment placement business based on the Employment Security Act</u></p> <p>(12) <u>Contract business for HR and hiring operations</u></p> <p>(13) Planning, implementing, <u>and</u> consulting on educational and training lectures on management, HR management, and skill development</p> <p>(14) Any operations related to or ancillary to the above items</p> <p>Article 3. (Location of Head Office) The Company shall have its head office in <u>Atsugi City, Kanagawa Prefecture</u>.</p> <p>Article 4. (Organizations) In addition to the general meeting of the shareholders and directors, the Company has the following entities.</p> <p>(1) Board of Directors [Deleted]</p> <p>(2) <u>Audit and Supervisory Committee</u></p> <p>(3) Accounting auditor</p> <p>Article 5. [No change]</p>

Current Articles of Incorporation	Proposed changes
<p style="text-align: center;">Chapter 2. Shares [Omitted]</p> <p>Article 10. (Shareholder Registry Administrator) [Omitted]</p> <p>2. The shareholder registry administrator and its place of business shall be determined by the Board of Directors, and shall be publicly announced.</p> <p>3. The preparation and retention of the Company’s shareholder registry and the share option registry, as well as any other business related to the shareholder registry and the share option registry shall be entrusted to the shareholder registry administrator, and shall not be handled by the Company.</p> <p>Article 11. (Share Handling Regulations) Handling related to shares and fees shall be based on laws and regulations or the Articles of Incorporation as well as the share handling regulations determined <u>by the</u> Board of Directors.</p> <p style="text-align: center;">Chapter 3. General Meeting of Shareholders [Omitted]</p> <p>Article 14. (Convener and Chairperson) Unless otherwise provided for by applicable laws and regulations, the general meeting of shareholders shall be convened and chaired by the president and representative director by resolution of the Board of Directors. <u>If any</u> accident prevents the president and representative director from so acting, another director shall <u>act for the president and representative director according to</u> the order previously decided by the Board of Directors.</p> <p style="text-align: center;">[Omitted]</p> <p style="text-align: center;">Chapter 4. Directors and Board of Directors</p> <p>Article 18. (<u>Fixed Number</u> of Directors) The Company shall have no more than <u>22</u> directors. [New]</p> <p>Article 19. (Election of Directors) Directors <u>shall be elected</u> at the general meeting of shareholders.</p> <p>2 – 3 [Omitted]</p>	<p style="text-align: center;">Chapter 2. Shares [Omitted]</p> <p>Article 10. (Shareholder Registry Administrator) [No change]</p> <p>2. The shareholder registry administrator and its place of business shall be determined by the Board of Directors <u>or the executive officer(s) to whom authority is delegated by resolution of the Board of Directors</u>, and shall be publicly announced.</p> <p>3. The preparation and retention of the Company’s shareholder registry and the share option registry, as well as any other business related to the shareholder registry and the share option registry shall be entrusted to the shareholder registry administrator, and shall not be handled by the Company.</p> <p>Article 11. (Share Handling Regulations) <u>Procedures for the exercise of rights by shareholders of the Company and other</u> handling related to shares as well as fees shall be based on laws and regulations or the Articles of Incorporation as well as the share handling regulations determined by the Board of Directors <u>or executive officer(s) to whom authority is delegated based on a resolution of the Board of Directors</u>.</p> <p style="text-align: center;">Chapter 3. General Meeting of Shareholders [Omitted]</p> <p>Article 14. (Convocation and Chairperson) Unless otherwise provided for by applicable laws and regulations, the general meeting of shareholders shall be convened and chaired by the president and representative director by resolution of the Board of Directors. <u>2. In the event that an</u> accident prevents the president and representative director from so acting, another director shall <u>convene the general meeting of the shareholders and serve as chairperson in accordance with</u> the order previously decided by the Board of Directors.</p> <p style="text-align: center;">[Omitted]</p> <p style="text-align: center;">Chapter 4. Directors and Board of Directors</p> <p>Article 18. (<u>Number</u> of Directors) The Company shall have no more than <u>12</u> directors. <u>2. Among the directors mentioned in the preceding paragraph, the number of directors appointed as directors serving on the Audit and Supervisory Committee shall be not more than four.</u></p> <p>Article 19. (Election of Directors) <u>In electing</u> directors at the general meeting of shareholders, <u>a distinction shall be made between directors serving on the Audit and Supervisory Committee and other directors.</u></p> <p>2 – 3 [No change]</p>

Current Articles of Incorporation	Proposed Changes
<p>Article 20. (Term of Office of Directors) The term of office of a director shall expire upon the conclusion of the annual general meeting of the shareholders pertaining to the last business year ending within <u>two years</u> following his/her election.</p> <p><u>2. The term of office of a director elected to fill a vacancy or to increase the number of directors shall be the same as the remaining term for the existing directors.</u></p> <p>[New]</p> <p>Article 21. (Directors with Titles) The Board of Directors may, by resolution, appoint a representative director.</p> <p>2. The Board of Directors may, by resolution, appoint one president and, if necessary, one chairperson and several executive vice presidents, senior managing executive officers, and managing executive officers, respectively.</p> <p>Article 22. (Board of Director Regulations) Matters regarding the Board of Directors shall be determined by applicable laws and regulations, the Articles of Incorporation, and the regulations of the Board of Directors established by the Board of Directors.</p> <p>Article 23. (Convener and Chairperson of Board of Director Meetings) Unless otherwise provided for by applicable laws and regulations, meetings of the Board of Directors shall be convened and chaired by the president and representative director. <u>If any</u> accident prevents the president and representative director from so acting, another director shall <u>act for the president and representative director according to</u> the order previously decided by the Board of Directors.</p>	<p>Article 20. (Term of Office of Directors) The term of office of a director (<u>excluding a director serving on the Audit and Supervisory Committee</u>) shall expire upon the conclusion of the annual general meeting of the shareholders pertaining to the last business year ending within <u>one year</u> following his/her election.</p> <p>[Deleted]</p> <p><u>2. The term of office of a director serving on the Audit and Supervisory Committee shall expire upon the conclusion of the annual general meeting of the shareholders pertaining to the last business year ending within two years after his/her election.</u></p> <p><u>3. The term of office of a director serving on the Audit and Supervisory Committee elected to fill a vacancy created by the retirement of a director serving on the Audit and Supervisory Committee before the expiration of his/her term of office shall expire at the expiration of the term of office of the retired director.</u></p> <p>Article 21. (Directors with Titles) The Board of Directors may, by resolution, appoint a representative director <u>from among the directors (excluding a director serving on the Audit and Supervisory Committee).</u></p> <p>2. The Board of Directors may, by resolution, appoint one president and, if necessary, one chairperson and several executive vice presidents, senior managing executive officers, and managing executive officers, respectively, <u>from among the directors (excluding a director serving on the Audit and Supervisory Committee).</u></p> <p>Article 22. (Board of Director Regulations) Matters regarding the Board of Directors shall be determined by applicable laws and regulations, the Articles of Incorporation, and the regulations of the Board of Directors established by the Board of Directors.</p> <p>Article 23. (Convener and Chairperson of Board of Director Meetings) Unless otherwise provided for by applicable laws and regulations, meetings of the Board of Directors shall be convened and chaired by the president and representative director. <u>2. In the event that an</u> accident prevents the president and representative director from so acting, another director shall <u>convene the meeting of the Board of Directors and serve as chairperson in accordance with</u> the order previously decided by the Board of Directors.</p>

Current Articles of Incorporation	Proposed Changes
<p>Article 24. (Notice of Convocation of a Meeting of the Board of Directors) The notice of convocation of a meeting of the Board of Directors shall be given to each director <u>and Audit & Supervisory Board member</u> at least three days prior to the date of such meeting; provided, however, that this may be shortened in the case of an emergency.</p> <p style="text-align: center;">[New]</p> <p>Article 25. (Omission of Resolution by Board of Directors) If the requirements under Article 370 of the Companies Act are met, it shall be deemed that a resolution of the Board of Directors has been validly made.</p> <p style="text-align: center;">[New]</p> <p>Article <u>26</u>. (Remuneration for Directors) Remuneration, bonuses, and other economic benefits to be provided by the Company as consideration for execution of duties of the directors (<u>hereinafter, “remuneration”</u>) shall be determined by resolution of a general meeting of the shareholders.</p> <p>Article <u>27</u>. (Exemption from Liability of Directors) [Omitted]</p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with directors (excluding executive directors, etc.) to the effect that their liability for damages arising from their failure to perform their duties shall be limited; provided, however, that the limit of the liability under such agreements shall be the amount prescribed by applicable laws and regulations.</p> <p style="text-align: center;">[New]</p> <p style="text-align: center;">[New]</p>	<p>Article 24. (Notice of Convocation of a Meeting of the Board of Directors) The notice of convocation of a meeting of the Board of Directors shall be given to each director at least three days prior to the date of such meeting; provided, however, that this <u>period</u> may be shortened in the case of an emergency.</p> <p><u>2. When all Board members are in agreement, a meeting of the Board of Directors may be held without following the procedures for convocation.</u></p> <p>Article 25. (Omission of Resolution by Board of Directors) If the requirements under Article 370 of the Companies Act are met, it shall be deemed that a resolution of the Board of Directors has been validly made.</p> <p><u>Article 26. (Delegation of Determination on Execution of Important Operations)</u> <u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate the determination on execution of important operations (excluding the matters stipulated in the items in Paragraph 5 of the same Article) to directors in whole or in part.</u></p> <p>Article <u>27</u>. (Remuneration for Directors) Remuneration, bonuses, and other economic benefits to be provided by the Company as consideration for execution of duties of the directors shall be determined by resolution of a general meeting of the shareholders, <u>and such determination shall be made by distinguishing between directors serving on the Audit and Supervisory Committee and other directors.</u></p> <p>Article <u>28</u>. (Exemption from Liability of Directors) [No change]</p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with directors (excluding executive directors, etc.) to the effect that their liability for damages arising from their failure to perform their duties shall be limited; provided, however, that the limit of the liability under such agreements shall be the amount prescribed by applicable laws and regulations.</p> <p style="text-align: center;"><u>Chapter 5. Audit and Supervisory Committee</u></p> <p><u>Article 29. (Full-time Audit and Supervisory Committee Members)</u> <u>The Audit and Supervisory Committee may, by resolution, select full-time Audit and Supervisory Committee members.</u></p>

Current Articles of Incorporation	Proposed Changes
[New]	<u>Article 30. (Audit and Supervisory Committee Regulations) Matters regarding the Audit and Supervisory Committee shall be determined by applicable laws and regulations, the Articles of Incorporation, and the regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee.</u>
[New]	<u>Article 31. (Notice of Convocation of Audit and Supervisory Committee Meetings) The notice of convocation of a meeting of the Audit and Supervisory Committee shall be given to each member at least three days prior to the date of such meeting; provided, however, that this period may be shortened in the case of an emergency.</u> <u>2. When all members are in agreement, a meeting of the Audit and Supervisory Committee may be held without following the procedures for convocation.</u>
<u>Chapter 5. Audit & Supervisory Board Members and Audit & Supervisory Board</u>	[Deleted]
<u>Article 28. (Number of Audit & Supervisory Board Members) The number of Audit & Supervisory Board members of the Company shall be no more than four.</u>	[Deleted]
<u>Article 29. (Election of Audit & Supervisory Board Members) Audit & Supervisory Board members are elected at the general meeting of shareholders.</u> <u>2. Audit & Supervisory Board members of the Company shall be elected by a majority vote of the shareholders present at the general meeting of the shareholders where the shareholders holding one-third (1/3) or more of the votes of the shareholders entitled to exercise their votes are present.</u>	[Deleted]
<u>Article 30. (Term of Office of Audit & Supervisory Board Members) The term of office of an Audit & Supervisory Board member shall expire upon the conclusion of the annual general meeting of the shareholders pertaining to the last business year ending within four years following his or her election.</u> <u>2. The term of office of an Audit & Supervisory Board member elected to fill a vacancy created by the retirement of an Audit & Supervisory Board member before the expiration of his/her term of office shall expire at the expiration of the term of office of the retired Audit & Supervisory Board member.</u>	[Deleted]
<u>Article 31. (Standing Audit & Supervisory Board Members) The Audit & Supervisory Board may, by resolution, select full-time Audit & Supervisory Board members.</u>	[Deleted]

Current Articles of Incorporation	Proposed Changes
<p><u>Article 32. (Audit & Supervisory Board Regulations)</u> <u>Matters regarding the Audit & Supervisory Board shall be determined by applicable laws and regulations, the Articles of Incorporation, and the regulations of the Audit & Supervisory Board established by the Audit & Supervisory Board.</u></p>	<p>[Deleted]</p>
<p><u>Article 33. (Notice of Convocation of Audit & Supervisory Board Meetings)</u> <u>The notice of convocation of a meeting of the Audit & Supervisory Board shall be given to each member at least three days prior to the date of such meeting; provided, however, that this period may be shortened in case of an emergency.</u></p>	<p>[Deleted]</p>
<p><u>Article 34. (Remuneration for Audit & Supervisory Board Members)</u> <u>Remuneration and other to be provided to Audit & Supervisory Board members shall be determined by resolution of a general meeting of the shareholders</u></p>	<p>[Deleted]</p>
<p><u>Article 35. (Exemption from Liability of Audit & Supervisory Board Members)</u> <u>Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may exempt Audit & Supervisory Board members (including former Audit & Supervisory Board members) from liability for damages arising from their failure to perform their duties, to the extent permitted by applicable law and regulations, in accordance with a resolution of the Board of Directors.</u> <u>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with Audit & Supervisory Board members to the effect that their liability for damages arising from their failure to perform their duties shall be limited; provided, however, that the limit of the liability under such agreements shall be the amount prescribed by applicable laws and regulations.</u></p>	<p>[Deleted]</p>
<p>Chapter 6. Accounting</p>	<p>Chapter 6. Accounting</p>
<p>Article <u>36.</u> (Business Year) [Omitted]</p>	<p>Article <u>32.</u> (Business Year) [No change]</p>
<p>[New]</p>	<p><u>Article 33. (Declaration of dividend, etc.)</u> <u>Unless otherwise provided by law, matters stipulated in each item of Article 459, clause 1 of the Corporate Law, such as dividend distribution of surplus, shall be determined by a resolution of the Board of Directors of the Company.</u></p>
<p>Article <u>37.</u> (Record Date for Dividend Paid from Retained Earnings) [Omitted]</p>	<p>Article <u>34.</u> (Record Date for Dividends Paid from Retained Earnings) [No change]</p>
<p>Article <u>38.</u> (Interim Dividends) [Omitted]</p>	<p>Article <u>35.</u> (Interim Dividends) [No change]</p>


Current Articles of Incorporation	Proposed Changes
<p>Article <u>39</u>. (Expiration Period for Dividends) If a period of three full years passes from the payment commencement date for a cash dividend without acceptance of the payment, the Company shall be relieved of its obligation to pay the dividend. 2. [Omitted]</p> <p style="text-align: center;">[New]</p>	<p>Article <u>36</u>. (Expiration Period for Dividends) If a period of three full years passes from the payment commencement date for a cash dividend <u>and payment still has not been accepted</u>, the Company shall be relieved of its obligation to pay the dividend. 2. [No change]</p> <p style="text-align: center;"><u>Supplementary Provisions</u></p> <p><u>Article 1. (Transitional Measures Concerning Exemption from Liability of Audit & Supervisory Board Members Before Transitioning to a Holding Company Structure and a Company with an Audit and Supervisory Committee)</u> Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt Audit & Supervisory Board members (including former Audit & Supervisory Board members) from liability for damages arising from their failure to perform their duties to the extent prescribed by applicable laws and regulations regarding conduct carried out before the partial amendments to the Articles of Incorporation resolved at the 50th Annual General Meeting of Shareholders take effect. 2. The agreement to limit Audit & Supervisory Board members (including former Audit & Supervisory Board members) from liability for damages, as provided for in Article 423, Paragraph 1 of the Companies Act, arising from conduct carried out before the partial amendments to the Articles of Incorporation resolved at the 50th Annual General Meeting of Shareholders take effect shall be governed by Article 35, Section 2 of these Articles of Incorporation before their changes by resolution of this same Annual General Meeting of Shareholders. 3. The stipulations in this article shall be deleted on the day ten years have passed since the effective date of the absorption-type company split pertaining to the agreement on absorption-type split approved at the 50th Ordinary General Meeting of Shareholders.</p> <p><u>Article 2. (Transitional Measures Related to the Transition to a Holding Company Structure and a Company with an Audit and Supervisory Committee)</u> The partial changes to the Articles of Incorporation approved at the 50th Annual General Meeting of Shareholders, which are premised on the absorption-type split agreement being approved as written at the Annual General Meeting of Shareholders on the same date and the absorption-type split based on this absorption-type split agreement becoming effective, will go into effect on the effective date for this absorption-type split. 2. This article will be deleted after the effective date for the former.</p>


Agenda Item 4: Election of four (4) Directors


The term of office of all the nine (9) current Directors ends at the conclusion of this Annual General Meeting of Shareholders. Therefore, to ensure diversity, balance, and scale in the composition of the Board of Directors and to maintain and improve appropriate decision-making and management oversight functions, the Board of Directors proposes four (4) Directors including two (2) Outside Directors to be elected.


The candidates for Directors are as follows.

	Name		Current position	Attendance at meetings of the Board of Directors (The 50 th fiscal period)	Period in office (at the conclusion of this Shareholders Meeting)
1	Hideyo Kokubun	Reappointment	CEO, MEITEC Group Representative Director President and CEO/COO	100% (14/14)	20year
2	Masato Uemura	Reappointment	Senior Vice President and Director Executive officer	100% (14/14)	14year
3	Akira Yamaguchi	Reappointment Outside Independent	Director	100% (14/14)	4year
4	Kumi Yokoe	Reappointment Outside Independent	Director	100% (14/14)	4year

	Name (Date of birth)	Career Summary and other Current Positions
1	<p><u>Reappointment</u></p>  <p>Hideyo Kokubun (October 20, 1959)</p> <ul style="list-style-type: none"> • Period in office 20 years • Attendance at meetings of the Board of Directors during the 50th fiscal period 14/14 (100%) • Number of shares held in the Company 50,900 shares 	<p>Apr. 1982 Joined the Company</p> <p>Feb. 1996 General Manager of the Atsugi Solutions Center</p> <p>Nov. 1999 General Manager of the Office of the President</p> <p>Apr. 2002 General Manager of the Customer Relations Center</p> <p>Apr. 2003 Executive officer of the Company</p> <p>Jun. 2003 Director of the Company</p> <p>Nov. 2004 General Manager of the Corporate Communication Dept., General Manager of the Office of the President</p> <p>Apr. 2006 Vice CEO of Temporary Staffing Business Group</p> <p>Jan. 2007 CEO of Temporary Staffing Business Group, In charge of Business Execution Division</p> <p>Mar. 2009 General Manager of the Sales Promotion Center</p> <p>Apr. 2014 CEO, MEITEC Group (current), Representative Director (current), President and CEO, COO of the Company (current)</p> <p>Apr. 2023 President of MEITEC SPLIT PREPARATORY COMPANY (current)</p> <p>[Current position] CEO, MEITEC Group Representative Director President and CEO</p> <p>[Important Concurrent Positions] Director of MEITEC FIELDERS INC. Director of MEITEC CAST INC. Director of MEITEC NEXT CORPORATION Director of MEITEC EX CORPORATION Director of MEITEC BUSINESS SERVICE CORPORATION President of MEITEC SPLIT PREPARATORY COMPANY</p>
	<p>[Reason for selection as candidate for Director]</p> <p>Mr. Hideyo Kokubun is Representative Director and President of the Company as well as CEO of the MEITEC Group. He possesses abundant experience and a high level of knowledge with respect to the MEITEC Group's businesses, including having been responsible for a wide range of areas, such as the business frontline, corporate communications, the Office of the President, the Business Operations Management Division, and the Career Support Division. As a result, the Company judges that he will contribute to the MEITEC Group's sustainable growth and an increase in the corporate value over the medium to long term.</p>	

	Name (Date of birth)	Career Summary and other Current Positions
2	<p data-bbox="325 376 494 405">Reappointment</p>  <p data-bbox="405 792 580 853">Masato Uemura (July 23, 1967)</p> <ul data-bbox="325 887 671 1137" style="list-style-type: none"> • Period in office 14 years • Attendance at meetings of the Board of Directors during the 50th fiscal period 14/14 (100%) • Number of shares held in the Company 34,200 shares 	<p data-bbox="687 371 1382 432">Apr. 1990 Joined Saitama Bank, Limited. (currently Saitama Resona Bank, Limited.)</p> <p data-bbox="687 443 1394 504">Jul. 1999 Planning Dept, The Asahi Bank, Limited (currently Resona Bank, Limited.)</p> <p data-bbox="687 515 1382 575">Mar. 2003 Financial Dept, Resona Holdings, Inc. and Planning Dept, Resona Bank, Limited</p> <p data-bbox="687 586 1362 647">Jan. 2007 Joined the Company General Manager of the Management Information Dept.</p> <p data-bbox="687 658 1238 687">Mar. 2008 Executive officer of the Company (current)</p> <p data-bbox="687 698 1059 728">Jun. 2009 Director of the Company</p> <p data-bbox="687 739 1246 768">Apr. 2019 Senior Vice President and Director (current)</p> <p data-bbox="687 801 1414 969">[Current position] Senior Vice President and Director, (Executive officer in charge of management strategy, IR section, the Engineering Solutions Division, the Group Career Support Division, the Group Recruiting Division)</p> <p data-bbox="687 1048 1305 1249">[Important Concurrent Positions] Director of MEITEC FIELDERS INC. Director of MEITEC CAST INC. Director of MEITEC NEXT CORPORATION Director of MEITEC EX CORPORATION Director of MEITEC BUSINESS SERVICE CORPORATION</p>
	<p data-bbox="341 1305 847 1335">[Reason for selection as candidate for Director]</p> <p data-bbox="325 1339 1414 1503">Mr. Masato Uemura is Senior Vice President and Director. He possesses abundant experience and a high level of knowledge with respect to the MEITEC Group's businesses, including having been responsible for accounting, finance, IR, and other departments related to management administration. As a result, the Company judges that he will contribute to the MEITEC Group's sustainable growth and an increase in the corporate value over the medium to long term.</p>	

	Name (Date of birth)	Career Summary and other Current Positions
3	<p data-bbox="325 367 494 398">Reappointment</p> <p data-bbox="325 412 574 443">Outside Independent</p>  <p data-bbox="399 828 590 887">Akira Yamaguchi (August 6, 1956)</p> <ul data-bbox="325 922 670 1173" style="list-style-type: none"> • Period in office 4 years • Attendance at meetings of the Board of Directors during the 50th fiscal period 14/14 (100%) • Number of shares held in the Company 0 shares 	<p data-bbox="686 367 1362 421">Apr. 1979 Joined Daikyo Kanko Incorporated (currently DAIKYO INCORPORATED)</p> <p data-bbox="686 425 1385 479">Jul. 1998 Chief General Manager of North Kanto Branch, DAIKYO INCORPORATED</p> <p data-bbox="686 483 1219 515">Jun. 1999 Director of DAIKYO INCORPORATED</p> <p data-bbox="686 519 1347 573">Apr. 2005 Director and Managing Executive officer of DAIKYO INCORPORATED</p> <p data-bbox="686 577 1353 631">Jun. 2005 Director, Corporate Senior Vice President of DAIKYO INCORPORATED</p> <p data-bbox="686 636 1388 689">Jun. 2007 Director, Corporate Executive Vice President of DAIKYO INCORPORATED</p> <p data-bbox="686 694 1362 748">Oct. 2008 Representative Director and President of FUSO LEXEL INCORPORATED</p> <p data-bbox="686 752 1401 806">Jun. 2010 Director, President and Representative Executive Officer of DAIKYO INCORPORATED</p> <p data-bbox="686 810 1417 864">Jun. 2014 Representative Director and President of DAIKYO ASTAGE INCORPORATED</p> <p data-bbox="686 869 1286 900">Jun. 2018 Senior Advisor of DAIKYO INCORPORATED</p> <p data-bbox="686 904 1232 936">Jun. 2019 Outside Director of the Company (current)</p> <p data-bbox="686 1039 1008 1070">[Important Concurrent Positions]</p> <p data-bbox="686 1075 740 1106">None</p>
<p data-bbox="341 1218 1110 1249">[Reason for selection as candidate for Outside Director and expected roles]</p> <p data-bbox="319 1254 1426 1424">Mr. Akira Yamaguchi has served as the representative director of a listed company on the first section of the Tokyo Stock Exchange and possesses abundant experience and a high level of knowledge with respect to corporate management. The Company expects that by acting from an objective and neutral position in view of protecting interest of general shareholders, candidly asking questions or expressing opinions, and exercising his voting rights appropriately, he will continuously contribute to overseeing management and strengthening the function of the board of directors of the Company as an independent outside director.</p>		

	Name (Date of birth)	Career Summary and other Current Positions
4	<p data-bbox="325 365 496 398">Reappointment</p> <p data-bbox="325 409 576 443">Outside Independent</p>  <p data-bbox="405 813 584 871">Kumi Yokoe (April 16, 1965)</p> <ul data-bbox="325 882 675 1099" style="list-style-type: none"> • Period in office 4 years • Attendance at meetings of the Board of Directors during the 50th fiscal period 14/14 (100%) • Number of shares held in the Company 0 shares 	<p data-bbox="687 365 1409 512"> May. 2001 President of VOTE Japan Inc. Jun. 2011 The Heritage Foundation Senior Fellow Apr. 2017 Professor, Department of Global Innovation Studies, Faculty of Global and Regional Studies, Toyo University(current) Jun. 2019 Outside Director of the Company (current) </p> <p data-bbox="687 600 1409 696"> [Important Concurrent Positions] Professor, Department of Global Innovation Studies, Faculty of Global and Regional Studies, Toyo University </p>
	<p data-bbox="325 1115 1102 1149">[Reason for selection as candidate for Outside Director and expected roles]</p> <p data-bbox="325 1149 1409 1312"> Ms. Kumi Yokoe has wide knowledge on international politics and others as a university professor. The Company expects that, utilizing her experiences as a senior researcher at a major think-tank and as the president of a company, by acting from an objective and neutral position in view of protecting interest of general shareholders, candidly asking questions or expressing opinions, and exercising her voting rights appropriately, she will contribute to overseeing management and strengthening the function of the board of directors of the Company as an independent outside director. </p>	

Notes :


- 1.No special interests exist between the candidates and the Company.
2. Mr. Akira Yamaguchi and Ms. Kumi Yokoe are candidates for Outside Director.
- 3.The Company judges that Mr. Akira Yamaguchi and Ms. Kumi Yokoe meet the criteria for independence stipulated by Tokyo Stock Exchange, Inc. and the “Standards for Independence from MEITEC Group in Electing Outside Directors or Outside Audit & Supervisory Board Members,” and therefore have independence. Accordingly, the Company has submitted notification to the aforementioned exchange that they have been designated as independent executives.
- 4.The Company has entered into liability limitation agreements with Mr. Akira Yamaguchi and Ms. Kumi Yokoe pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability limitation provided under such agreements would be the minimum liability limitation amount stipulated in Article 425, Paragraph 1 of the Companies Act. In the event that the two candidates are elected and appointed as Outside Directors, the Company plans to continue the aforementioned agreements with them.
- 5.The Company has entered into a directors and officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, and a summary of the policy is provided on Page 52 In the event that the four (4) candidates for directors listed in Agenda Item 4 “Election of four (4) Directors” are elected and approved, the candidates for directors in question will become insured persons in the policy. Furthermore, the Company plans to renew the policy with the same terms in the middle of the candidates’ terms.
- 6.The “MEITEC Group: Standards for Appointment of Executives and Nomination of Director and Audit & Supervisory Board Member Candidates” and the “Standards for Independence from MEITEC Group in Electing Outside Directors or Outside Audit & Supervisory Board Members” are as set out on pages 27 and 28.

Agenda Item 5: Election of one (1) Audit & Supervisory Board Member

The term of audit & supervisory board member of Mr. Toru Kunibe will end at the conclusion of this Annual General Meeting of Shareholders. The Board of Directors proposes one (1) audit & supervisory board member to be elected.

This proposal has the approval of the Audit & Supervisory Board.

The candidate for audit & supervisory board member is as follows.

Name (Date of birth)	Career Summary and other Current Positions
<div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 5px;">Independent</div>  <p style="text-align: center;">Toru Kunibe (December 9, 1960)</p> <ul style="list-style-type: none"> •Period in office 4 years •Attendance at meetings of the Board of Directors during the 50th fiscal period 14/14 (100%) •Attendance at meetings of the Audit & Supervisory Board during the 50th fiscal period 13/13 (100%) •Number of shares held in the Company 0 shares 	<p>Mar. 1985 Graduated from the Faculty of Law, University of Tokyo</p> <p>Apr. 1990 Entered the Legal Training and Research Institute of the Supreme Court of Japan</p> <p>Apr. 1992 Registered as attorney at law (Tokyo Bar Association) Joined Arai Law Office</p> <p>Apr. 1998 Established Kunibe Law Office (current)</p> <p>[Important Concurrent Positions] Attorney at Law (Kunibe Law Office)</p>
<p>[Reason for selection as candidate for Alternate Outside Audit & Supervisory Board Member] Mr. Toru Kunibe is an attorney at law, and the Company judges that, utilizing his high knowledge in law, he will continuously contribute to the enhancement of the Company's management monitoring framework as an independent Outside Audit & Supervisory Board member.</p> <p>Although he had not participated in the management of company by the method other than being an outside director nor an Outside Audit & Supervisory Board member, the Company judge that he can carry out the duty as an Outside Audit & Supervisory Board member properly because of above reasons.</p>	

Notes :

- 1.No special interests exist between the candidates and the Company.
- 2.Mr. Toru Kunibe is candidate for Outside Audit & Supervisory Board Member.
- 3.The Company judges that Mr. Toru Kunibe meets the criteria for independence stipulated by Tokyo Stock Exchange, Inc. and the "Standards for Independence from MEITEC Group in Electing Outside Directors or Outside Audit & Supervisory Board Members," and therefore have independence. Accordingly, the Company has submitted notification to the aforementioned exchange that they have been designated as independent executives.
- 4.The Company has entered into liability limitation agreement with Mr. Toru Kunibe pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability limitation provided under such agreement would be the minimum liability limitation amount stipulated in Article 425, Paragraph 1 of the Companies Act. In the event that Mr. Toru Kunibe is elected and appointed as Outside Audit & Supervisory Board Member, the Company plans to continue the aforementioned agreement with him.

5. The Company has entered into a directors and officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, and a summary of the policy is provided on Page 52. In the event that the one (1) candidate for audit and supervisory board members listed in Agenda Item 5 “Election of one (1) Audit & Supervisory Board Member” are elected and approved, the candidates for audit & supervisory board member in question will become insured persons in the policy. Furthermore, the Company plans to renew the policy with the same terms in the middle of the candidates’ terms.
6. The “MEITEC Group: Standards for Appointment of Executives and Nomination of Director and Audit & Supervisory Board Member Candidates” and the “Standards for Independence from MEITEC Group in Electing Outside Directors or Outside Audit & Supervisory Board Members” are as set out on pages 27 and 28.

<Reference-1>

MEITEC Group: Standards for Appointment of Executives and Nomination of Director and Audit & Supervisory Board Member Candidates

1. All directors and audit & supervisory board members
 - Person who has integrity and high ethical standards and can act with a sense of fiduciary responsibility
2. All independent outside directors/audit & supervisory board members
 - Person who meets “Standards for Independence from MEITEC Group in Electing Outside Directors or Outside Audit & Supervisory Board Members” provided separately
 - Person who can be expected to act from an objective and neutral position in view of protecting interest of general shareholders
 - Person who has knowledge of finance, accounting, the law, taxation, human resources, IT and other fields of specialty; person with experience in corporate management; and person who has a wealth of experience related to the Company’s business and professional insights
 - MEITEC Group shall endeavor to ensure a balance and diversity by commanding an extended view of outside directors/audit & supervisory board members so as not to cause uneven distribution of professional insights.
3. Directors
 - (1) <Internal> directors
 - Person who can act in a fair and honest manner in the best interest of the Company
 - Person who has a wealth of experience, extensive knowledge and superior expertise in “Engineering Solutions Business and Recruiting & Placement Business for Engineers”, which create affluent Career Style of Engineer to engineers, reaching the stage where our clients call us their truly, indispensable Best Partner, and in other departments relating to functions supporting those businesses
 - (2) <Independent> outside directors
 - Person who has sufficient understanding on various businesses
 - Person who is expected to candidly ask questions or express opinions with independence of mind, and exercise voting rights appropriately
4. Audit & supervisory board members
 - 1) Person who is expected to always maintain a fair and unbiased attitude at all times while striving to maintain an independent position and act based on their own beliefs
 - 2) Person who has appropriate experience and skills, and who possesses knowledge in finance, accounting and law. At least one person in principle shall have sufficient knowledge in finance and accounting.
 - (1) Standing audit & supervisory board members
 - Person who as a dedicated member has a capability of collecting information necessary in performing audit and can be expected to actively take actions in an effort to establish environment for audit
 - (2) Outside audit & supervisory board members
 - In addition to 4.1) 2) provided above, person who can candidly ask questions or express opinions from an even higher level of independence and neutrality
5. Other executives
 - (1) Executive officers
 - Person who as the highest position among the employees is eligible to assume “responsibilities and roles” for executing operations of the scope under their respective supervision in line with business policies and the like
 - Person who can be expected to appropriately perform operations set forth in “Officers’ Credos” which reflect a field-oriented spirit and other

- (2) Representative director and president of the group company
- Person who is eligible to and can be expected to assume “responsibilities and roles” for executing operations in line with business policies and the like of such group company

<Reference-2>

Standards for Independence from MEITEC Group in Electing Outside Directors or Outside Audit & Supervisory Board Members

In electing outside directors or outside audit & supervisory board members, the Company deems that persons who meet all of the standards provided below have independency from the Company:

1. Such person is not an executive of the Company or its subsidiary (Note 1) presently or in the last ten years (in addition, for outside audit & supervisory board members, such person must not be non-executive director of the Company or its subsidiary in the last ten years)
 - Note 1: “Executive” refers to an executive director, executive officer, or employee.
2. Presently, such person is not a close relative (Note 2) of the Company’s important executive (Note 3)
 - Note 2: “Close relative” refers to a spouse or a relative within a second degree.
 - Note 3: “Important executive” refers to a director (excluding outside director) or an executive officer.
3. Such person does not fall under any of the following:
 - (1) Executive of a party whose major client or supplier is the Company (Note 4)
 - Note 4: “A party whose major client or supplier is the Company” refers to a counterparty which received payment of an amount exceeding 1 % of its annual consolidated net sales from the Company in the previous fiscal year.
 - (2) Executive of any of the Company’s major client or supplier (Note 5)
 - Note 5: “The Company’s major client or supplier” refers to a counterparty which paid an amount exceeding 1 % of the Company’s annual consolidated net sales to the Company in the previous fiscal year.
 - (3) Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property (Note 6) from the Company besides compensation as a director/audit & supervisory board member (in case that a person who receives the property is an organization such as legal entity or association, a person who belongs to such organization)
 - Note 6: “A large amount of monetary consideration or other property” refers to the case of having received payment of over 10 million yen from the Company besides compensation as a director/audit & supervisory board member in the previous fiscal year.
 - (4) The Company’s major shareholder (Note 7) (in case that the major shareholder is a legal entity, its executive)
 - Note 7: “Major shareholder” refers to a person who owns shares with 10% or more of the total voting rights of the Company based on the latest shareholder’s list.
 - (5) A person who falls under any of (1) through (4) above in the last five years
 - (6) A close relative of a person who falls under (i) or (ii) below (excluding non-important persons)
 - (i) A person who falls under any of (1) through (5) above
 - (ii) A person who was an executive of the Company or its subsidiary in the last five years (for outside audit & supervisory board members, a person who was a non- executive director is included)

Agenda Item 6: Election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee members)

Should Agenda Item 3: Partial amendment to the Articles of Incorporation be approved and adopted as submitted, the Company will make the transition to a company with an Audit and Supervisory Committee on October 1, 2023 (tentative), and the term of office of all the four (4) current directors will end at the time that amendment takes effect.

Therefore, the Board of Directors proposes four (4) directors (excluding Directors who are Audit and Supervisory Committee members) to be elected.

Resolutions pertaining to this Agenda Item shall take effect on the condition that the amendment to the Articles of Incorporation in Agenda Item 3 takes effect.

The candidates for directors (excluding Directors who are Audit and Supervisory Committee members) are as follows.

	Name		Current position	Attendance at meetings of the Board of Directors (The 50 th fiscal period)	Period in office (at the conclusion of this Shareholders Meeting)
1	Hideyo Kokubun	Reappointment	CEO, MEITEC Group Representative Director President and CEO/COO	100% (14/14)	20year
2	Masato Uemura	Reappointment	Senior Vice President and Director Executive officer	100% (14/14)	14year
3	Akira Yamaguchi	Reappointment Outside Independent	Director	100% (14/14)	4year
4	Kumi Yokoe	Reappointment Outside Independent	Director	100% (14/14)	4year

The date of birth and career summary and other current positions of each of the above candidates for Directors (excluding Directors who are Audit and Supervisory Committee members) are as stated under Agenda Item 4: Election of four (4) Directors. Please refer to pp. 21–24.

Notes :

- 1.The Company has entered into liability limitation agreements with Mr. Akira Yamaguchi and Ms. Kumi Yokoe pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability limitation provided under such agreements would be the minimum liability limitation amount stipulated in Article 425, Paragraph 1 of the Companies Act. In the event that the two candidates are elected and appointed as Outside Directors, the Company plans to continue the aforementioned agreements with them.
- 2.The Company has entered into a directors and officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, and a summary of the policy is provided on Page 52. In the event that the four (4) candidates for directors listed in Agenda Item 6 “Election of four (4) Directors (excluding Directors who are Audit and Supervisory Committee members)” are elected and approved, the candidates for directors in question will become insured persons in the policy. Furthermore, the Company plans to renew the policy with the same terms in the middle of the candidates’ terms.
- 3.The “MEITEC Group: Standards for Appointment of Director Candidates” and the “Standards for Independence from MEITEC Group in Electing Outside Directors” are as set out on pages 35 and 36.

Agenda Item 7: Election of three (3) Directors who are Audit and Supervisory Committee members

Should Agenda Item 3: Partial amendment to the Articles of Incorporation be approved and adopted as submitted, the Company will make the transition to a company with an Audit and Supervisory Committee on October 1, 2023 (tentative).


Therefore, the Board of Directors proposes three (3) Directors who are Audit and Supervisory Committee members to be elected.


Note that this Agenda Item has been approved by the Audit & Supervisory Board in advance.


Resolutions pertaining to this Agenda Item shall take effect on the condition that the amendment to the Articles of Incorporation in Agenda Item 3 takes effect.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

Name	Current position	Attendance at meetings of the Board of Directors (The 50 th fiscal period)	Period in office as Audit & Supervisory Board Member (at the conclusion of this Shareholders Meeting)
1 Masatoshi Uematsu	<u>New appointment</u> <u>Outside</u> <u>Independent</u> Audit & Supervisory Board Member	meetings of the Board of Directors 100% (14/14) meetings of the Board of Audit & Supervisory 100% (13/13)	6year
2 Toru Kunibe	<u>New appointment</u> <u>Outside</u> <u>Independent</u> Audit & Supervisory Board Member	meetings of the Board of Directors 100% (14/14) meetings of the Board of Audit & Supervisory 100% (13/13)	4year
3 Mitsunobu Yamaguchi	<u>New appointment</u> <u>Outside</u> <u>Independent</u> Audit & Supervisory Board Member	meetings of the Board of Directors 100% (14/14) meetings of the Board of Audit & Supervisory 100% (13/13)	2year

	Name (Date of birth)	Career Summary and other Current Positions
1	<p data-bbox="323 360 520 389">New appointment</p> <p data-bbox="323 405 411 434">Outside</p> <p data-bbox="437 405 572 434">Independent</p>  <p data-bbox="400 813 616 869">Masatoshi Uematsu (July 7, 1958)</p> <ul style="list-style-type: none"> <li data-bbox="323 909 564 938">• Period in office 6 years <li data-bbox="323 938 687 1048">• Attendance at meetings of the Board of Directors during the 50th fiscal period 14/14 (100%) <li data-bbox="323 1048 687 1158">• Attendance at meetings of the Audit & Supervisory Board during the 50th fiscal period 13/13 (100%) <li data-bbox="323 1158 616 1267">• Number of shares held in the Company 2,800 shares 	<p data-bbox="715 360 1406 421">Apr.1981 Joined Saitama Bank, Limited. (currently Saitama Resona Bank, Limited.)</p> <p data-bbox="715 427 1390 488">Apr.2007 General Manager of the Internal Audit Dept. of Saitama Resona Bank, Limited.</p> <p data-bbox="715 495 1410 591">Apr.2013 Standing Outside Audit & Supervisory Board Member of The Kinki Osaka Bank, Ltd (currently Kansai Mirai Bank, Limited)</p> <p data-bbox="715 598 1305 658">Apr.2017 Audit & Supervisory Board Member of J and S INSURANCE SERVICE Co., Ltd.</p> <p data-bbox="715 665 1347 725">Jun.2017 Outside Audit & Supervisory Board Member of the Company</p> <p data-bbox="715 732 1406 792">Jun.2018 Standing Outside Audit & Supervisory Board Member of the Company (current)</p> <p data-bbox="715 844 1401 904">[Important Concurrent Positions] Audit & Supervisory Board Member of MEITEC FIELDERS INC.</p>
	<p data-bbox="323 1301 1455 1361">[Reason for selection as candidate for outside director who is an Audit and Supervisory Committee Member and expected roles]</p> <p data-bbox="323 1368 1449 1561">Mr. Masatoshi Uematsu possesses a wide range of experience and knowledge from having been involved in management and internal audits at major banks. Utilizing this experience and knowledge, as well as taking advantage of his experience as an audit & supervisory board member at financial institutions, the Company expects that as an outside director who is an Audit and Supervisory Committee member, he will contribute to the enhancement of the Company's management monitoring framework.</p>	

	Name (Date of birth)	Career Summary and other Current Positions
2	<p data-bbox="341 383 547 412">New appointment</p> <p data-bbox="341 427 587 456">Outside Independent</p>  <p data-bbox="411 815 630 875">Toru Kunibe (December 9, 1960)</p> <ul data-bbox="341 898 708 1205" style="list-style-type: none"> •Period in office 4 years •Attendance at meetings of the Board of Directors during the 50th fiscal period 14/14 (100%) •Attendance at meetings of the Audit & Supervisory Board during the 50th fiscal period 13/13 (100%) •Number of shares held in the Company 0 shares 	<p data-bbox="740 371 1444 423">Mar. 1985 Graduated from the Faculty of Law, University of Tokyo</p> <p data-bbox="740 439 1444 499">Apr. 1990 Entered the Legal Training and Research Institute of the Supreme Court of Japan</p> <p data-bbox="740 506 1444 566">Apr. 1992 Registered as attorney at law (Tokyo Bar Association) Joined Arai Law Office</p> <p data-bbox="740 573 1331 602">Apr. 1998 Established Kunibe Law Office (current)</p> <p data-bbox="740 618 1444 678">Jun. 2019 Outside Audit & Supervisory Board Member of the Company (current)</p> <p data-bbox="740 707 1102 768">[Important Concurrent Positions] Attorney at Law (Kunibe Law Office)</p>
	<p data-bbox="341 1261 1457 1321">[Reason for selection as candidate for outside director who is an Audit and Supervisory Committee Member and expected roles]</p> <p data-bbox="341 1328 1457 1420">Mr. Toru Kunibe is an attorney at law, and the Company expects that, utilizing his high knowledge in law, he will contribute to the enhancement of the Company's management monitoring framework as an outside director who is an Audit and Supervisory Committee member.</p> <p data-bbox="341 1426 1457 1518">Although he had not participated in the management of the Company other than by being an outside director or an outside auditor, the Company judges that he can carry out his duty as an outside director who is an Audit and Supervisory Committee member properly because of the above reasons.</p>	

	Name (Date of birth)	Career Summary and other Current Positions
3	<p data-bbox="325 353 523 387">New appointment</p> <p data-bbox="325 398 576 432">Outside Independent</p>  <p data-bbox="384 801 632 864">Mitsunobu Yamaguchi (January 24, 1958)</p> <ul style="list-style-type: none"> <li data-bbox="325 875 564 898">• Period in office 2 years <li data-bbox="325 902 687 1010">• Attendance at meetings of the Board of Directors during the 50th fiscal period 14/14 (100%) <li data-bbox="325 1014 687 1122">• Attendance at meetings of the Audit & Supervisory Board during the 50th fiscal period 13/13 (100%) <li data-bbox="325 1126 651 1189">• Number of shares held in the Company 0 shares 	<p data-bbox="715 353 1426 418">Mar.1981 Graduated from the Faculty of Commerce, Chuo University</p> <p data-bbox="715 432 1378 495">Sep.1983 Joined Tetsuzo Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p data-bbox="715 508 1267 530">Aug.1987 Registered as certified public accountant</p> <p data-bbox="715 557 1426 580">Jul.2020 Established Mitsunobu Yamaguchi CPA Office (current)</p> <p data-bbox="715 611 1378 674">Jun.2021 Outside Audit & Supervisory Board Member of the Company (current)</p> <p data-bbox="715 687 1378 750">Jun.2022 External Director of the Heiwa Real Estate Co., Ltd. (current)</p> <p data-bbox="715 790 1353 884">[Important Concurrent Positions] Certified Public Accountant (Mitsunobu Yamaguchi CPA Office) External Director of the Heiwa Real Estate Co., Ltd.</p> <p data-bbox="325 1205 1426 1267">[Reason for selection as candidate for outside director who is an Audit and Supervisory Committee Member and expected roles]</p> <p data-bbox="325 1272 1426 1393">Mr. Mitsunobu Yamaguchi holds a certified public accountant license and possesses sufficient knowledge on finance and accounting, and the Company expects that as an outside director who is an Audit and Supervisory Committee member, he will contribute to the Company's management monitoring framework.</p> <p data-bbox="325 1404 1426 1520">Although he had not participated in the management of the Company other than by being an outside director or an outside audit & supervisory board member, the Company judges that he can carry out his duty as an outside director who is an Audit and Supervisory Committee member properly because of the above reasons.</p>

Notes :

1. No special interests exist between the candidates and the Company.
2. Mr. Masatoshi Uematsu, Mr. Toru Kunibe and Mr. Mitsunobu Yamaguchi are candidates for Outside Director.
3. The Company judges that Mr. Masatoshi Uematsu, Mr. Toru Kunibe and Mr. Mitsunobu Yamaguchi meet the criteria for independence stipulated by Tokyo Stock Exchange, Inc. and the "Standards for Independence from MEITEC Group in Electing Outside Directors" and therefore have independence. Accordingly, the Company has submitted notification to the aforementioned exchange that they have been designated as independent executives.

4. The Company has entered into liability limitation agreements with Mr. Masatoshi Uematsu, Mr. Toru Kunibe and Mr. Mitsunobu Yamaguchi pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability limitation provided under such agreements would be the minimum liability limitation amount stipulated in Article 425, Paragraph 1 of the Companies Act. In the event that the three candidates are elected and appointed as Outside Directors, the Company plans to continue the aforementioned agreements with them.
5. The Company has entered into a directors and officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act, and a summary of the policy is provided on Page 52. In the event that the three (3) candidates for directors listed in Agenda Item 7 “Election of three (3) Directors who are Audit and Supervisory Committee members” are elected and approved, the candidates for directors in question will become insured persons in the policy.
6. The “MEITEC Group: Standards for Appointment of Director Candidates” and the “Standards for Independence from MEITEC Group in Electing Outside Directors” are as set out on pages 35 and 36.

<Reference 1>

At the Company's Board of Directors meeting held on May 11, 2023, the below changes were resolved to the "MEITEC Group: Standards for Appointment of Executives and Nomination of Director and Audit & Supervisory Board Member Candidates" and "Standards for Independence from MEITEC Group in Electing Outside Directors or Outside Audit & Supervisory Board Members" with October 1, 2023 (tentative) as the revision date on the condition that Agenda Item 3: Partial amendment to the Articles of Incorporation at this shareholders' meeting is approved.

MEITEC Group: Standards for Appointment of Director Candidates

1. All directors

- Person who has integrity and high ethical standards and can act with a sense of fiduciary responsibility

2. All independent outside directors

- Person who meets "Standards for Independence from MEITEC Group in Electing Outside Directors" provided separately
- Person who can be expected to act from an objective and neutral position in view of protecting interest of general shareholders
- Person who has knowledge of finance, accounting, the law, taxation, human resources, IT and other fields of specialty; person with experience in corporate management; and person who has a wealth of experience related to the Company's business and professional insights
- MEITEC Group shall endeavor to ensure a balance and diversity by commanding an extended view of outside directors/audit & supervisory board members so as not to cause uneven distribution of professional insights.

3. Directors (Excluding Directors who are Audit and Supervisory Committee members)

(1) <Internal> directors

- Person who can act in a fair and honest manner in the best interest of the Company
- Person who has a wealth of experience, extensive knowledge and superior expertise in "Engineering Solutions Business and Recruiting & Placement Business for Engineers", which create affluent Career Style of Engineer to engineers, reaching the stage where our clients call us their truly, indispensable Best Partner, and in other departments relating to functions supporting those businesses

(2) <Independent> outside directors [Principles 4.9, 4.7]

- Person who has sufficient understanding on various businesses
- Person who is expected to candidly ask questions or express opinions with independence of mind, and exercise voting rights appropriately

4. Directors who are Audit and Supervisory Committee members

- 1) Person who is expected to always maintain a fair and unbiased attitude at all times while striving to maintain an independent position and act based on their own beliefs
- 2) Person who has appropriate experience and skills, and who possesses knowledge in finance, accounting and law. At least one person in principle shall have sufficient knowledge in finance and accounting.

(1) Chairperson of the Audit and Supervisory Committee

- A person with appropriate experience and ability as well as the required knowledge of business management and business operations who can, in a full-time capacity, be expected to proactively perform duties such as striving to develop an effective audit system.

(2) Directors who are standing Audit and Supervisory Committee Members

- Persons who can use their knowledge and experience to gather information required for audit.

Standards for Independence from MEITEC Group in Electing Outside Directors

In electing outside directors, the Company deems that persons who meet all of the standards provided below have independency from the Company:

- 1. Such person is not an executive of the Company or its subsidiary (Note 1) presently or in the last ten years (in addition, for outside director who is an Audit and Supervisory Committee Members, such person must not be non-executive director of the Company or its subsidiary in the last ten years)**

Note 1: "Executive" refers to an executive director, executive officer, or employee.

- 2. Presently, such person is not a close relative (Note 2) of the Company's important executive (Note 3)**

Note 2: "Close relative" refers to a spouse or a relative within a second degree.

Note 3: "Important executive" refers to a director (excluding outside director) or an executive officer.

- 3. Such person does not fall under any of the following:**

- (1) Executive of a party whose major client or supplier is the Company (Note 4)

Note 4: "A party whose major client or supplier is the Company" refers to a counterparty which received payment of an amount exceeding 1 % of its annual consolidated net sales from the Company in the previous fiscal year.

- (2) Executive of any of the Company's major client or supplier (Note 5)

Note 5: "The Company's major client or supplier" refers to a counterparty which paid an amount exceeding 1 % of the Company's annual consolidated net sales to the Company in the previous fiscal year.

- (3) Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property (Note 6) from the Company besides compensation as a director/audit & supervisory board member (in case that a person who receives the property is an organization such as legal entity or association, a person who belongs to such organization)

Note 6: "A large amount of monetary consideration or other property" refers to the case of having received payment of over 10 million yen from the Company besides compensation as a director/audit & supervisory board member in the previous fiscal year.

- (4) The Company's major shareholder (Note 7) (in case that the major shareholder is a legal entity, its executive)

Note 7: "Major shareholder" refers to a person who owns shares with 10% or more of the total voting rights of the Company based on the latest shareholder's list.

- (5) A person who falls under any of (1) through (4) above in the last five years

- (6) A close relative of a person who falls under (i) or (ii) below (excluding non-important persons)

- (i) A person who falls under any of (1) through (5) above

- (ii) A person who was an executive of the Company or its subsidiary in the last five years (for outside director who is an Audit and Supervisory Committee Members a person who was a non-executive director is included)

<Reference 2>

The composition of officers will be as follows if Agenda Items 4 and 5 are approved and adopted as submitted and the election of officers takes effect and if Agenda Items 6 and 7 are approved and adopted as submitted and the election of officers takes effect.

Furthermore, this chart lists the specific experience that the Company expects to be utilized at the Board of Directors' meetings, etc. and is not a complete list of the experience of each officer.

Name	Attributes	Position in the Company	Years in office	Experience and expertise, etc. possessed												Certifications held, etc.	
				Corporate management	Technology/design development	Sales effort to obtain new orders	Recruiting	CS (Note)	Human resources	IT	Finance, accounting, taxation	Law	Management administration	Academic background in specialized fields	Global		
Hideyo Kokubun		CEO, MEITEC Group Representative Director President and CEO/COO	20	○	○	○		○			○			○			
Masato Uemura		Senior Vice President and Director Executive officer	14	○		○	○	○	○	○	○			○			
Akira Yamaguchi	Outside Independent	Director	4	○										○			Experience as a representative director at a listed company
Kumi Yokoe	Outside Independent	Director	4	○							○				○	○	University professor
Masatoshi Uematsu	Outside Independent	Audit & Supervisory Board Member Directors who are Audit and Supervisory Committee members	6											○			
Toru Kunibe	Outside Independent	Audit & Supervisory Board Member Directors who are Audit and Supervisory Committee members	4										○				Attorney at Law
Mitsunobu Yamaguchi	Outside Independent	Audit & Supervisory Board Member Directors who are Audit and Supervisory Committee members	2									○					Certified Public Accountant

Notes : 1. "CS" is an abbreviation of Career Support.

2. For the "Position in the Company" of Masatoshi Uematsu, Toru Kunibe and Mitsunobu Yamaguchi, the position on top is that as of June 22, 2023 and the position on the bottom is that starting October 1, 2023.

Agenda Item 8: Establishment of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee members)

Should Agenda Item 3: Partial amendment to the Articles of Incorporation be approved and adopted as submitted, the Company will make the transition to a company with an Audit and Supervisory Committee on October 1, 2023 (tentative).

Remuneration for the Company's directors currently remains unchanged from the approved amount of up to 470 million yen annually adopted under Agenda Item 4 of the 46th Annual General Meeting of Shareholders held on June 20, 2019, and Agenda Item 3 of the 49th Annual General Meeting of Shareholders held on June 21, 2022 (Breakdown: Fixed remuneration of up to 220 million yen annually (Portion for outside directors of above: Up to 50 million yen annually), performance-linked remuneration of up to 2.5% of profit attributable to owners of parent of Consolidated Statements of Income, and up to 250 million yen annually (Outside directors excluded from payment.)). However, to accompany the transition to a company with an Audit and Supervisory Committee, the Company proposes the establishment of new remuneration for Directors (excluding Directors who are Audit and Supervisory Committee members) of up to 385 million yen annually (Breakdown: Fixed remuneration of up to 135 million yen annually (Portion for outside directors of above: Up to 54 million yen annually), performance-linked remuneration of up to 2.5% of profit attributable to owners of parent of Consolidated Statements of Income, and up to 250 million yen (Outside directors excluded from payment.)) after abolishing the current remuneration.

As stated on pp. 40–42 below, at its Board of Directors meeting held on May 11, 2023, the Company set forth a “Policy on Calculation Methods and Determination on Amount of Remuneration, etc. for Directors” with October 1, 2023 as the revision date on the condition that Agenda Item 3, this Agenda Item and Agenda Item 9 are approved and adopted. Under this Agenda Item, given that the Company will make the transition to a company with an Audit and Supervisory Committee, the Company has determined anew remuneration for directors (excluding Directors who are Audit and Supervisory Committee members) following that transition after taking into comprehensive consideration factors that include the scale of the Company's businesses, its officer remuneration system and accompanying payment levels, the current number of officers, and future trends. The Company believes the content of this Agenda Item to be appropriate.

The current number of directors is nine (9) (including four (4) outside directors), and should Agenda Items 3 and 6 be approved and adopted as submitted and take effect, the number of directors (excluding Directors who are Audit and Supervisory Committee members) pertaining to this Agenda Item shall be four (4) (including two (2) outside directors).

Note that resolutions pertaining to this Agenda Item shall take effect on October 1, 2023 (tentative) on the condition that the amendment to the Articles of Incorporation in Agenda Item 3 takes effect.

Agenda Item 9: Establishment of remuneration for Directors who are Audit and Supervisory Committee members

Should Agenda Item 3: Partial amendment to the Articles of Incorporation be approved and adopted as submitted, the Company will make the transition to a company with an Audit and Supervisory Committee on October 1, 2023 (tentative).

Therefore, the Company proposes the establishment of remuneration for Directors who are Audit and Supervisory Committee members of up to 60 million yen annually (Breakdown: Fixed remuneration of up to 60 million yen annually).

As stated on pp. 40–42 below, at its Board of Directors meeting held on May 11, 2023, the Company set forth a “Policy on Calculation Methods and Determination on Amount of Remuneration, etc. for Directors” with October 1, 2023 as the revision date on the condition that Agenda Items 3 and 8 and this Agenda Item are approved and adopted. Under this Agenda Item, given that the Company will make the transition to a company with an Audit and Supervisory Committee, the Company has determined remuneration for Directors who are Audit and Supervisory Committee members following that transition after taking into comprehensive consideration factors that include the scale of the Company’s businesses, its officer remuneration system and accompanying payment levels, the current number of officers, and future trends. The Company believes the content of this Agenda Item to be appropriate.

Should Agenda Items 3 and 7 be approved and adopted as submitted and take effect, the number of Directors who are Audit and Supervisory Committee members pertaining to this Agenda Item shall be three (3) (including three (3) outside directors).

Note that resolutions pertaining to this Agenda Item shall take effect on October 1, 2023 (tentative) on the condition that the amendment to the Articles of Incorporation in Agenda Item 3 takes effect.

<Reference>

At the Company's Board of Directors meeting held on May 11, 2023, the below changes were resolved to the "Policy on Calculation Methods and Determination on Amount of Remuneration, etc. for Directors and Audit & Supervisory Board Members" with October 1, 2023 (tentative) as the revision date on the condition that Agenda Item 3: Partial amendment to the Articles of Incorporation, Agenda Item 8: Establishment of remuneration for directors (excluding Directors who are Audit and Supervisory Committee members), and Agenda Item 9: Establishment of remuneration for Directors who are Audit and Supervisory Committee members at this shareholders' meeting are approved.

"Policy on Calculation Methods and Determination on Amount of Remuneration, etc. for Directors"

1. Method of Determination

The total amount of remuneration of directors shall be within the total amount of remuneration adopted at the 50th Annual General Meeting of Shareholders held in June 2023, and individual amounts of remuneration will be determined in accordance with the policy amended or abolished by resolutions of the Board of Directors.

<Overview of the Resolution for the General Meeting of Shareholders: Amounts of remuneration for directors>

Indicated in yearly amount	Fixed remuneration	Performance-linked remuneration	Total remuneration
Directors (excluding Directors who are Audit and Supervisory Committee members)	Up to 135 million yen	Up to 2.5% of consolidated profit*, and up to 250 million yen	Up to 385 million yen
Portion for outside directors of above	Up to 54 million yen	(excluded from payment)	Up to 54 million yen
Directors who are Audit and Supervisory Committee members	Up to 60 million yen	(excluded from payment)	Up to 60 million yen
Total	Up to 195 million yen	Up to 250 million yen	Up to 445 million yen

*"Profit attributable to owners of parent" of "Consolidated Statements of Income and Comprehensive Income"

2. Policy about executive remuneration

- By maintaining the stance of clarifying and disclosing methods of calculation and the process of determinations of remuneration in the same manner as before, the Group will enhance management transparency and strengthen corporate governance, and thus further improving corporate value.
- The rate of performance-linked executive remuneration for executive directors will be increased to enhance sharing the mid and long-term interest with shareholders.
- In order to preserve the independence of outside directors and Directors who are Audit and Supervisory Committee members, they will not be compensated with performance-linked remuneration.
- The retirement bonus system for directors and Audit and Supervisory Committee members, which was abolished in the fiscal year ended March 31, 2002, will not be adopted.

3. Specific executive remuneration amount

Total amount of executive remuneration = (1) Fixed remuneration +
(2) performance-linked remuneration <(3) appropriation of the amount equivalent to 20%>

(1) Individual fixed remuneration

Directors (excluding Directors who are Audit and Supervisory Committee members)			
Representative Director and President, Group CEO, CEO/COO	yearly	28,800 thousand yen	(2,400 thousand yen monthly)
Senior Vice President and Directors	yearly	24,000 thousand yen	(2,000 thousand yen monthly)
Internal executive directors (excluding President and Vice President)	yearly	19,200 thousand yen	(1,600 thousand yen monthly)
Outside Directors	yearly	10,800 thousand yen	(900 thousand yen monthly)
Directors who are Audit and Supervisory Committee members			
Standing Chairperson of the Audit and Supervisory Committee	yearly	24,000 thousand yen	(2,000 thousand yen monthly)
Audit and Supervisory Committee members (excluding Chairperson)	yearly	10,800 thousand yen	(900 thousand yen monthly)

(2) Performance-linked remuneration

- The total amount shall be up to 2.5% of profit attributable to owners of parent before deductible expenses accounting of performance-linked remuneration. However the maximum total amount 250 million yen annually.
- Payment recipients shall be limited to outside directors and directors excluding those who are Audit and Supervisory Committee members.
- In principle, individual allocation amount for individual directors will be determined at Board of Directors' meetings after the consultation at the Officer Appointment Advisory Committee. However, while this is exclusively the case for the determination of the allocation method, it is also permissible that determinations are made to entrust the Representative Director and President/Group CEO with the determination of specific allocation amounts.
- Performance-linked remuneration is paid within three months after the end of the applicable fiscal year.

- (3) Appropriation of the amount equivalent to 20% of performance-linked remuneration (after deduction of tax)
- The amount equivalent to 20% of performance-linked remuneration (after deduction of tax) for each director will, with approval from each director, be contributed to the Officers Shareholding Group (the relevant amount will be divided into twelve (12) equally, and the same amount will be contributed each month for the 12 months from July each year) and utilized to acquire own shares.
 - Acquired own shares are prohibited to be transferred during the period in office and until one year passes from resignation in principle, in accordance with the Officers Shareholding Group Rules of the Company and other internal rules.
 - When a person subject to payment of the relevant remuneration resigns, in accordance with the Officers Shareholding Group Rules of the Company, this handling shall not be applied.
- (4) Percentage of fixed remuneration and performance-linked remuneration
- The allocation of performance-linked remuneration for each director is determined based on the performance assessment following the procedures described in 3.(2) above in accordance with the “Policy about executive remuneration” described in 2 above. Therefore, the percentage of fixed compensation and performance-based compensation in Executive Remuneration for each director(excluding outside director and Directors who are Audit and Supervisory Committee members) shall vary based on such determination.
4. Additional Rules
- For remuneration of Directors who are Audit and Supervisory Committee members, determination upon consultation by Directors who are Audit and Supervisory Committee members is required in accordance with the provisions of the law.
 - Remuneration to directors from subsidiaries in which a director holds a concurrent post is waived in principle.
 - Allowances for commutation, job transfer unattended by family, or job relocation as well as a daily allowance for business trip expenses will be paid separately.

(Attached Document)

BUSINESS REPORT

(from April 1, 2022 to March 31, 2023)

1. Business Outline

(1) Results of Operations

During the fiscal year under review (from April 1, 2022 to March 31, 2023), a moderate recovery in business conditions continued amid the normalization of social and economic activity as restrictions on behavior accompanying the COVID-19 pandemic were gradually lifted. However, the economic outlook remained uncertain due to a tense international situation, increases in the prices of resources, and other factors.

As a result of investment in technological development focused on the next generation of products by the leading manufacturers that constitute the Company's major clients, the order environment was strong.

Even in this situation, hiring activities continued, looking to medium- to long-term growth, and the number of engineers across the Group increased. In addition, while the utilization ratio started at a higher level this fiscal year than the previous year because of recovery from the second half of the previous fiscal year, the utilization ratio increased due to factors including improvement in the pace of assignments for new employees year on year and steady progress in assignments in response to orders. Therefore, the number of engineers assigned to clients increased.

As a result, consolidated net sales for the period under review increased ¥11,928 million, or 11.1%, from a year earlier to ¥119,069 million. Consolidated cost of sales increased ¥7,442 million, or 9.4%, from a year earlier to ¥86,360 million, due mainly to an increase in labor expenses associated with growth in the number of engineers. Consolidated selling, general and administrative expenses increased ¥840 million, or 5.5%, from a year earlier to ¥16,245 million, due mainly to an increase in hiring-related expenses. Consolidated operating profit increased ¥3,645 million, or 28.4%, from a year earlier to ¥16,462 million.

Consolidated ordinary profit increased ¥3,592 million, or 27.7% from a year earlier to ¥16,540 million. Profit attributable to owners of parent increased ¥3,011 million, or 32.6% from a year earlier to ¥12,252 million due to decreased tax burden on MEITEC and MEITEC Fielders.

Results by business segment were as follows:

i . Engineering Solutions Business

Net sales in the Engineering Solutions Business segment, which accounts for more than 90% of consolidated net sales, especially in the temporary engineer staffing business, our core business, increased ¥11,740 million, or 11.1%, from a year earlier to ¥117,456 million on the back of the increase in number of engineers assigned to clients. Operating profit increased ¥3,572 million, or 28.9%, from a year earlier to ¥15,915 million.

The Company's nonconsolidated utilization ratio (overall) increased compared with the previous fiscal year to 97.2% from 94.3%. Working hours decreased compared with the previous fiscal year to 8.38 hours/day (8.42 hours/day for the previous fiscal year).

ii . Recruiting & Placement Business for Engineers

MEITEC NEXT CORPORATION operates job placement business for engineers. Net sales for the fiscal year under review increased ¥151 million, or 9.9%, from a year earlier to ¥1,681 million, and operating profit increased ¥72 million, or 15.3%, from a year earlier to ¥547 million due to an increase in the number of job placements.

Notes: Sales figures for each segment include intersegment transactions and transfers.

(2) Capital Investment for the MEITEC Group

During the consolidated fiscal year under review, we have made capital investment mainly to bolster and enhance the Company's business support system, etc. and total amounted to ¥203 million.

And, capital investment by segments were, ¥198 million for the Engineering Solution Business, and ¥4 million for the Recruitment & Placement Business for Engineers.

These capital investment amounts include the cost for software and other (software in progress.)

(3) Financing for the MEITEC Group

The Company meets its capital requirements with its own funds. The Company did not procure capital through the issuance of new shares or bonds during the consolidated fiscal year under review.

(4) Issues to Be Addressed

Main business of our corporate group is Engineering Solutions Business. Based on our group management concept “Mutual Growth & Prosperity”, we, the MEITEC Group, with cooperation of all the employees, shall improve the five values (Value to Engineers, Value to Employees, Value to Clients, Value to Shareholders, Value to the Society) continuously from the "Value to Engineers" as a starting point.

Future performances of Engineering Solutions Business depend on higher number of engineers and higher utilization ratio. Therefore we recognize that most important objective is to realize the sustainable growth by continued strengthening the sales effort to obtain new orders, recruitment and increasing the employee and supporting employee carrier advancement in consideration of the environmental changes.

i . Sales effort to obtain new orders

Main business of our corporate group, Engineering Solutions Business, is also a business of supporting carrier advancement of the engineers. Not limited to obtaining the orders to sustain or increase the number of engineers on job and utilization ratio, it is most important to continue providing the chance and place for expansion of their work segments so that they can widen their selection of carrier advancement. Therefore, we will try to build stronger clients basis where we can obtain orders in any economic conditions regardless of under crisis or not. We will continue to improve our sales system to strengthen our sales ability.

ii . Recruitment and increasing employee

For MEITEC Group, as largest “Group of professional engineers” in Japan, hiring more excellent engineers and staffs would be the source of growth. Therefore, we will establish a brand name with reliability and sense of security as the leader of the industry in the human resource market, and reinforce our recruiting ability. We will continue to execute efficient recruiting effort and increase the employee to meet with the changing market condition regardless of under crisis or not.

iii. Supporting employee carrier advancement

It is essential to provide close support to each and every engineer for their carrier advancement in order to sustain and improve the quality of the largest “Group of professional engineers” in Japan. To provide proper and timely support, we have determined that the quality of services which the engineers provide to be “Technological strength multiplied by Human strength equals Total Strength”. We will continue our effort to provide the extended support to the carrier advancement needs initiated from the engineers and strengthen the carrier advancement support led by the company. We will continue our effort in strengthening the efficient support for the carrier advancement by timely catching the changes and expansion of the clients’ needs.

(5) Changes in Assets and Income

i . Changes in Assets and Income of the MEITEC Group

Item	Fiscal year ended March 31, 2020	Fiscal year ended March 31, 2021	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023 (current consolidated fiscal year)
Net Sales(million yen)	100,995	96,626	107,140	119,069
Operating Income(million yen)	12,926	10,234	12,817	16,462
Ordinary Income(million yen)	12,975	10,306	12,948	16,540
Profit Attributable to Owners of Parent(million yen)	9,093	7,028	9,240	12,252
Earnings per Share(yen)	109.45	85.26	113.85	153.87
Total Assets(million yen)	77,493	75,038	81,590	84,576
Net Assets(million yen)	44,327	44,472	45,287	46,719
Net Assets per Share(yen)	535.34	544.81	565.21	595.74

ii . Changes in Assets and Income of the Company

Item	Fiscal year ended March 31, 2020	Fiscal year ended March 31, 2021	Fiscal year ended March 31, 2022	Fiscal year ended March 31, 2023 (current fiscal year)
Net Sales(million yen)	75,297	71,452	77,010	83,765
Operating Income(million yen)	10,382	8,600	10,546	13,212
Ordinary Income(million yen)	11,290	9,547	11,125	14,113
Profit(million yen)	8,112	6,823	8,051	10,719
Earnings per Share(yen)	97.65	82.77	99.20	134.61
Total Assets(million yen)	65,540	64,181	67,222	68,219
Net Assets(million yen)	38,265	38,007	37,376	37,056
Net Assets per Share(yen)	462.13	465.61	466.47	472.54

Notes: 1. The Company has applied the Accounting Standard for Revenue Recognition (ASBJ Statement No. 29, March 31, 2020) and related standards from the beginning of the fiscal year ended March 31, 2022. Subsequently, these accounting standards have been applied retrospectively to the fiscal year ended March 31, 2020 and the fiscal year ended March 31, 2021.

2. The Company implemented a share split on July 1, 2022, splitting one common share into three. "Earnings per Share" and "Net Assets per Share" have been calculated as if the share split had been carried out at the beginning of the fiscal year ended March 31, 2020.

(6) Important Status of Parent Company and Subsidiaries (as of March 31, 2023)

i . Status of Important Parent Company

Not Applicable.

ii . Status of Important Subsidiaries

Company Name	Location	Capital	Voting rights held by the Company (%)	Main business
MEITEC FIELDERS INC.	Tokyo	(million yen) 120	100.0	Engineering Solutions Business (Mid-range Zone)
MEITEC CAST INC.	Tokyo	(million yen) 100	100.0	Registered temporary staffing business with manufacturing industry as the main customer
MEITEC EX CORPORATION	Aichi	(million yen) 50	100.0	Professional Staffing Business for Senior Engineers
MEITEC NEXT CORPORATION	Tokyo	(million yen) 30	100.0	Job Placement Business for engineers
MEITEC BUSINESS SERVICE CORPORATION	Chiba	(million yen) 10	100.0	General office work

iii. Situation of Specified wholly owned subsidiaries

Not Applicable.

iv. Situation of Important combination of enterprises etc.

Not Applicable.

(7) Primary business of the group (as of March 31, 2023)

Engineering Solutions Business

Recruiting & Placement Business for Engineers

(8) Primary Office of the Group (as of March 31, 2023)

i . The Company

Registered Corporate Headquarters	2-20-1 Kosei-tori Nishi-ku, Nagoya-shi, Aichi
Corporate Headquarters	1-1-10 Ueno, Taito-ku, Tokyo
Branches	Sendai EC(Miyagi), Utsunomiya EC(Tochigi), Takasaki EC(Gunma), Saitama EC(Saitama), Kumagaya EC(Saitama), Mito EC(Ibaraki), Tsukuba EC(Ibaraki), Chiba EC(Chiba), Tokyo EC (Tokyo), Tokyo-Kita EC(Tokyo),Tokyo-Minami EC (Tokyo), Hachioji EC(Tokyo), Tachikawa EC(Tokyo), Yokohama EC(Kanagawa), Yokohama Nishi EC(Kanagawa), Kawasaki EC(Kanagawa), Atsugi EC(Kanagawa), Shonan EC(Kanagawa), Mishima EC(Shizuoka), Shizuoka EC(Shizuoka), Hamamatsu EC(Shizuoka), Hamamatsu Higashi EC(Shizuoka), Koshinetsu EC (Nagano), Okazaki EC(Aichi), Toyota EC(Aichi), Nagoya EC(Aichi), Nagoya-Kita EC(Aichi), Nagoya-Minami EC(Aichi), Mie EC(Mie), Gifu EC(Gifu), Kanazawa EC(Ishikawa), Shiga EC(Shiga), Kyoto EC(Kyoto), Osaka EC(Osaka), Kobe EC (Hyogo), Hiroshima EC(Hiroshima), Fukuoka EC(Fukuoka), Eastern Solutions Center(Tokyo), Solutions Center FS(Kanagawa), Central Solutions Center (Aichi), Solutions Center FT (Aichi), Solutions Center FD(Aichi)
Techno-Center	Atsugi Techno-Center (Kanagawa), Nagoya Techno-Center (Aichi)

Note: "EC" is an abbreviation of an Engineering - Center.

ii . Subsidiaries and Affiliates

Locations of the subsidiaries are listed in above, "(6)Important Status of Parent Company and Subsidiaries, ii .Status of Important Subsidiaries".

(9) Employees (as of March 31, 2023)

i . Number of employees of corporate groups

Business segment	Number of employees	Compared to the end of the previous fiscal year
Engineering Solutions Business	12,970	+599
Recruiting & Placement Business for Engineers	69	(2)

ii . Number of employees of the Company

Business segment	Number of employees	Compared with the end of the previous fiscal year
Engineering Solutions Business	8,331	+251

(10) Principal lenders and the amount of loans (as of March 31, 2023)

Not applicable.

(11) Other Significant Matters Relating to the Status of the Corporate Group

Not applicable.

2. Status of Shares

- i . Total Number of shares authorized to be issued 200,000,000 shares
- ii . Total Number of issued shares 82,500,000 shares
(Including treasury shares of 4,078,400 shares)
- iii . Number of shareholders 5,695 persons
(Increased by 1,382 persons from the end of the previous fiscal year)

iv . Major shareholders (top ten)

Name of shareholder	Number of shares held by the shareholder (thousand shares)	Ratio of shares held (%)
The Master Trust Bank of Japan, Ltd. (trust account)	12,930	16.48
Custody Bank of Japan, Ltd. (trust account)	5,304	6.76
SSBTC CLIENT OMNIBUS ACCOUNT	5,109	6.51
Meiji Yasuda Life Insurance Company	4,696	5.98
Nippon Life Insurance Company	3,341	4.26
STATE STREET BANK AND TRUST COMPANY 505025	3,156	4.02
THE BANK OF NEW YORK MELLON 140044	2,374	3.02
Meitec Employee Stock Ownership Plan	2,249	2.86
BNYM AS AGT/CLTS 10 PERCENT	1,897	2.41
NORTHERN TRUST CO. (AVFC) RE 009-016064-326 CLT	1,287	1.64

- Notes: 1. The Company hold 4,078,400 shares as treasury shares. But since there is no voting right to the treasury shares, it is excluded from above list and the ratio of share held is calculated excluding the treasury shares.
2. Figures for number of shares held by the shareholder and ratio of shares held are rounded off to displayed decimal.

3. About Stock Purchase/Subscription Warrant

None

4. Matters concerning Directors and Audit & Supervisory Board Members

(1) Names and other details of Directors and Audit & Supervisory Board Members (as of March 31, 2023)

Title	Name	Position and important positions concurrently held at other companies
Representative Director and President	Hideyo Kokubun	CEO, MEITEC Group CEO and COO of the Company Executive officer in charge of the Prime Engineering Firm Promotion Executive officer for the Internal Audit Department, the CSR Office In charge of MEITEC CAST INC. Director of MEITEC FIELDERS INC. Director of MEITEC CAST INC. Director of MEITEC NEXT CORPORATION
Senior Vice President and Director	Masato Uemura	Executive officer in charge of management strategy, IR section, the Engineering Solutions Division (High-end Engineering Area) the Group Career Support Division, the Operation Reforms at Group Sites Office Executive officer for the Information Technology Department, the Office of the President In charge of MEITEC FIELDERS INC. Director of MEITEC FIELDERS INC. Director of MEITEC CAST INC. Director of MEITEC EX CORPORATION
Director	Hiroyuki Rokugo	Executive officer in charge of the Group Recruiting Division In charge of MEITEC NEXT CORPORATION Director of MEITEC FIELDERS INC. Director of MEITEC NEXT CORPORATION
Director	Keisuke Ito	Executive officer in charge of the Personnel Department In charge of MEITEC EX CORPORATION, MEITEC BUSINESS SERVICE CORPORATION President of MEITEC EX CORPORATION President of MEITEC BUSINESS SERVICE CORPORATION
Director	Keiya Iida	Executive officer in charge of the Engineering Solutions Promotion Department, the Accounting Department, the Management Administration Department Executive officer for the Business Operations Support Department, the Corporate Communication Department Director of MEITEC FIELDERS INC. Director of MEITEC CAST INC.
Director	Minao Shimizu	Attorney at Law (Minao Shimizu Law Office)
Director	Hiroyuki Kishi	Professor, Graduate School of Media Design, Keio University
Director	Akira Yamaguchi	None
Director	Kumi Yokoe	Professor, Department of Global Innovation Studies, Faculty of Global and Regional Studies, Toyo University

Title	Name	Position and important positions concurrently held at other companies
Audit & Supervisory Board Member	Masatoshi Uematsu	(Standing) Audit & Supervisory Board Member of MEITEC FIELDERS INC.
Audit & Supervisory Board Member	Toru Kunibe	Attorney at Law (Kunibe Law Office)
Audit & Supervisory Board Member	Mitsunobu Yamaguchi	Certified Public Accountant (Mitsunobu Yamaguchi CPA Office) External Director of the Heiwa Real Estate Co., Ltd.

- Notes: 1. Minao Shimizu, Hiroyuki Kishi, Akira Yamaguchi and Kumi Yokoe are Outside Directors.
2. Masatoshi Uematsu, Toru Kunibe and Mitsunobu Yamaguchi are Outside Audit & Supervisory Board Members.
3. There are no special relationship with other companies which Minao Shimizu, Hiroyuki Kishi and Kumi Yokoe, Outside Directors, and Toru Kunibe and Mitsunobu Yamaguchi, Outside Audit & Supervisory Board Members, hold a concurrent position with. MEITEC FIELDERS INC. , which Outside Audit & Supervisory Board Member Masatoshi Uematsu holds concurrent positions with, is wholly owned subsidiaries of the Company.
4. Outside Directors Minao Shimizu, Hiroyuki Kishi, Akira Yamaguchi and Kumi Yokoe, and Outside Audit & Supervisory Board Members Masatoshi Uematsu, Toru Kunibe and Mitsunobu Yamaguchi are independent executives defined by Tokyo Stock Exchange, Inc.
5. Outside Audit & Supervisory Board Member Mitsunobu Yamaguchi holds certified public accountant license, and possess sufficient knowledge on financing and accounting.
6. Changes in Directors and Audit & Supervisory Board Members during the subject fiscal year were as follows:
At the conclusion of the 49th Annual General Meeting of Shareholders held on June 21, 2022, Supervisory Board Member Makoto Fukai resigned from his position.
7. Changes in important positions that Directors concurrently held at other companies during the subject fiscal year were as follows:
(i) Supervisory Board Member Mitsunobu Yamaguchi assumed the position of External Director of the Heiwa Real Estate Co., Ltd. on June 24, 2022.
(ii) Director Keisuke Ito assumed the position of President of MEITEC EX CORPORATION on Oct 1, 2022.
8. The Company has introduced the executive officer system from April 1, 2003. Executive officers of the Company (as of April 1, 2023) are as following.

Type of Officer	Name
Representative Director and President CEO and COO	Hideyo Kokubun
Senior Vice President and Director, Executive Officer	Masato Uemura
Director and Executive Officer	Keiya Iida
Executive Officer	Tetsuya Yabe, Shinji Watanabe, Keisuke Ashida, Toru Yamashita, Terumi Shikano, Shinichi Kobayashi, Yasuo Kinoshita, Yuichiro Ishibashi, Kosuke Sekiguchi, Motonori Sato, Jun Koizumi, Katsuya ono

(2) Description of Limited Liability Agreement

The Company enters into a liability limitation agreement with each member of the board (excluding executive director, etc.) and audit & supervisory board member pursuant to Article 423, Paragraph 1, of the Companies Act. The maximum amount of liability limitation provided under such an agreement would be the minimum liability limitation amount stipulated in Article 425, Paragraph 1, of the Companies Act.

(3) Summary of details of indemnity agreements

The Company has not entered into indemnity agreements with directors and audit & supervisory board members pursuant to Article 430-2, Paragraph 1, of the Companies Act.

(4) Summary of details of directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, in which the directors, audit & supervisory members, and executive officers of the Company and the Company's subsidiaries listed in "1. Business Outline, (6) Important Status of Parent Company and Subsidiaries" are insured persons, and the full amount of the insurance premiums is borne by the Company.

To summarize the details of the liability insurance policy, the insurance company through the liability insurance policies covers damages arising from the insured persons taking responsibility for the execution of their duties and claims associated with the pursuit of those responsibilities, and the policy is renewed each year. At present, the Company plans to renew the policy with the same details at the next renewal.

(5) Amount of remuneration for directors and audit & supervisory board members

a. Matters regarding determination of amounts of remuneration for directors and audit & supervisory board members or calculation method thereof

The Company's "Policy on Calculation Methods and Determination on Amount of Remuneration, etc. for Directors and Audit & Supervisory Board Members" has been determined by the Board of Directors.

Furthermore, the Board of Directors confirms that, regarding the individual remuneration for directors in the current fiscal year, there will be no changes in individual fixed remuneration pursuant to 3 (1) of this policy, and that, regarding the distribution of performance-linked remuneration pursuant to (3) 2 of this policy, the Officer Appointment Advisory Committee composed of an outside director as the Chairperson and CEO and other outside directors as members has determined that the decision-making process is appropriate, therefore we deem the remuneration follows the determination policy.

"Policy on Calculation Methods and Determination on Amount of Remuneration, etc. for Directors and Audit & Supervisory Board Members" is as follows:

1. Method of Determination

The total amount of remuneration of directors and audit & supervisory board members shall be within the total amount of remuneration adopted at the 49th Annual General Meeting of Shareholders held in June 2022, and individual amounts of remuneration will be determined in accordance with the policy amended or abolished by resolutions of the Board of Directors.

<Overview of the Resolution for the General Meeting of Shareholders: Amounts of remuneration for directors and audit & supervisory board members>

Indicated in yearly amount	Fixed remuneration	Performance-linked remuneration	Total remuneration
Directors	Up to 220 million yen	Up to 2.5% of consolidated profit*, and up to 250 million yen	Up to 470 million yen
Portion for outside directors of	Up to 50 million yen	(excluded from payment)	Up to 50 million yen
Audit & supervisory board members	Up to 50 million yen	(excluded from payment)	Up to 50 million yen
Total	Up to 270 million yen	Up to 250 million yen	Up to 520 million yen

*"Profit attributable to owners of parent" of "Consolidated Statements of Income and Comprehensive Income"

2. Policy about executive remuneration
- Executive remuneration shall be reviewed in a timely and appropriate manner based on the basic policy of the remuneration system adopted at the 30th Annual General Meeting of Shareholders held in June 2003.
 - By maintaining the stance of clarifying and disclosing methods of calculation and the process of determinations of remuneration in the same manner as before, the Group will enhance management transparency and strengthen corporate governance, and thus further improving corporate value.
 - The rate of performance-linked executive remuneration for executive directors will be increased to enhance sharing the mid and long-term interest with shareholders. Regarding the percentage of performance-linked remuneration in remuneration of executive directors, the guide is about 50% for the whole and about 60% for the CEOs.
 - In order to preserve the independence of outside directors and audit & supervisory board members, they will not be compensated with performance-linked remuneration.
 - The retirement bonus system for directors and audit & supervisory members, which was abolished in the fiscal year ended March 31, 2002, will not be adopted.
3. Specific executive remuneration amount
 Total amount of executive remuneration = (1) Fixed remuneration +
 (2) performance-linked remuneration <(3) appropriation of the amount equivalent to 20%>

(1) Individual fixed remuneration

Representative Director and President, Group CEO, CEO/COO	yearly	28,800 thousand yen	(2,400 thousand yen monthly)
Senior Vice President and Directors	yearly	24,000 thousand yen	(2,000 thousand yen monthly)
Directors	yearly	19,200 thousand yen	(1,600 thousand yen monthly)
Outside directors	yearly	9,000 thousand yen	(750 thousand yen monthly)
Standing audit & supervisory board members	yearly	24,000 thousand yen	(2,000 thousand yen monthly)
Audit & supervisory board members (excluding standing audit & supervisory board)	yearly	7,800 thousand yen	(650 thousand yen monthly)

- (2) Performance-linked remuneration
- The total amount shall be up to 2.5% of profit attributable to owners of parent before deductible expenses accounting of performance-linked remuneration. However the maximum total amount 250 million yen annually.
 - Performance-linked remuneration will be limited to be paid to directors, except for outside directors and audit & supervisory board members.
 - In principle, individual allocation amount for individual directors will be determined at Board of Directors' meetings after the consultation at the Officer Appointment Advisory Committee. However, while this is exclusively the case for the determination of the allocation method, it is also permissible that determinations are made to entrust the Representative Director and President/Group CEO with the determination of specific allocation amounts.
 - Performance-linked remuneration is paid within three months after the end of the applicable fiscal year.
- (3) Appropriation of the amount equivalent to 20% of performance-linked remuneration (after deduction of tax)
- The amount equivalent to 20% of performance-linked remuneration (after deduction of tax) for each director will, with approval from each director, be contributed to the Officers Shareholding Group (the relevant amount will be divided into twelve (12) equally, and the same amount will be contributed each month for the 12 months from July each year) and utilized to acquire own shares.
 - Acquired own shares are prohibited to be transferred during the period in office and until one year passes from resignation in principle, in accordance with the Shareholding Group Rules and other internal rules.
 - When a person subject to payment of the relevant remuneration resigns, in accordance with the Officers Shareholding Group Rules of the Company, this handling shall not be applied.
- (4) Percentage of fixed remuneration and performance-linked remuneration
- The allocation of performance-linked remuneration for each director is determined based on the performance assessment following the procedures described in 3.(2) above in accordance with the "Policy about executive remuneration" described in 2 above. Therefore, the percentage of fixed compensation and performance-based compensation in Executive Remuneration for each director(excluding outside director) shall vary based on such determination.

4. Additional Rules

- For remuneration for audit & supervisory board members, determination upon consultation by audit & supervisory board members is required in accordance with the provisions of the law.
- In cases where a director also serves as an employee, the employee salary is included. An employee bonus is not paid to directors who also serve as employees.
- Remuneration to directors and audit & supervisory board members from subsidiaries in which a director or an audit & supervisory board member holds a concurrent post is waived in principle.
- Allowances for commutation, job transfer unattended by family, or job relocation as well as a daily allowance for business trip expenses will be paid separately.
- The insurance premiums borne by individuals for directors and officers liability insurance (D&O insurance) will be separately added.

b. Remuneration in the current fiscal year

Type of Officer	Number of persons	Fixed remuneration	Performance-linked remuneration	Total remuneration
Directors (Excluding Outside Directors)	5	111 million yen	180 million yen	291 million yen
Outside Directors	4	36 million yen	—	36 million yen
Outside Audit & Supervisory Board Members	4	41 million yen	—	41 million yen
Total	13	188 million yen	180 million yen	368 million yen
Total of Outside Directors and Audit & Supervisory Board Members	8	77 million yen	—	77 million yen

- Notes: 1. The performance indicator for performance-linked remuneration is profit attributable to owners of parent, and - those results are listed in “1. Business Outline, (5) Changes in Assets and Income.” The reason that we selected this indicator is that it enhances the incentive for directors to boost performance and strengthens medium- to long-term sharing of interests with shareholders. The Company’s performance-linked remuneration is up to 2.5% of the standard amount and up to 250 million yen.
2. Remuneration for directors was resolved as up to 470 million yen annually at the General Meeting of Shareholders (Breakdown: Fixed remuneration of up to 220 million yen annually (Portion for outside directors of above: Up to 50 million yen annually), performance-linked remuneration of up to 2.5% of profit attributable to owners of parent of Consolidated Statements of Income, and up to 250 million yen annually (Outside directors excluded from payment.)). Note that the amount of up to 470 million yen annually and annual fixed remuneration were resolved at the 46th Annual General Meeting of Shareholders held on June 20, 2019. The number of directors as of the end of said General Meeting of Shareholders was eight (8) (including two (2) outside directors). Additionally, annual performance-linked remuneration was resolved at the 49th Annual General Meeting of Shareholders held on June 21, 2022. The number of directors as of the end of said General Meeting of Shareholders was nine (9) (including four (4) outside directors).
3. The amount of monetary remuneration for Audit & Supervisory Board Members was set at up to 50 million yen annually at the 43rd Annual General Meeting of Shareholders held in June 2016. The number of Audit & Supervisory Board Members as of the conclusion of the said General Meeting of Shareholders was three (3) (including three (3) outside directors).
4. The above remuneration includes that for one (1) Audit & Supervisory Board Member who resigned at the end of the 49th Annual General Meeting of Shareholder held on June 21, 2022.
5. The Board of Directors has delegated the decision for the “specific amount of distribution” of performance-linked remuneration for directors excluding outside directors to President and CEO Hideyo Kokubun. The reason for the delegation is that the Board deemed that the President and CEO is the appropriate person to consider the results of the entire company and to evaluate the duties assigned to each director. Furthermore, in deciding the details to be delegated, the Company will first confirm that the Officer Appointment Advisory Committee has determined that the decision-making process is appropriate.

(6) Matters concerning Outside Directors and Outside Audit & Supervisory Board Members

i. Relationship between the Company and Significant Companies Where Outside Directors and Outside Audit & Supervisory Board Members Hold Concurrent Posts

The status and other information on significant concurrent posts are listed in “4. Matters concerning Directors and Audit & Supervisory Board Members; (1) Names and other details of Directors and Audit & Supervisory Board Members.”

ii. Status of Main Activities during the Subject Fiscal Year

Outside Directors

Name	Attendance (total attended/total held)	Summary of Major Activities and Duties Performed Related to Expected Roles
Minao Shimizu	Directors' meetings 13/14	Based on his abundant experience and insight as an attorney, He has been expected to contribute to strengthening the function of the Board of Directors of the Company and to management oversight, and at Board of Directors Meetings, he has provided proper advice and proposals as needed and sufficiently fulfilled his roles and duties in strengthening the function of the Board of Directors of the Company and in management oversight.
Hiroyuki Kishi	Directors' meetings 13/14	He has wide knowledge as a professor of a graduate school of a university, and based on his experience in the field of public administration and broad experience and insight as director of public company, he has been expected to contribute to strengthening the function of the Board of Directors of the Company and to management oversight, and at Board of Directors Meetings, he has provided proper advice and proposals as needed and sufficiently fulfilled his roles and duties in strengthening the function of the Board of Directors of the Company and in management oversight.
Akira Yamaguchi	Directors' meetings 14/14	He has served as the representative director of a listed company on the First Section of the Tokyo Stock Exchange and based on his abundant experience and insight with respect to corporate management, he has been expected to contribute to strengthening the function of the Board of Directors of the Company and to management oversight, and at Board of Directors Meetings, he has provided proper advice and proposals as needed and sufficiently fulfilled his roles and duties in strengthening the function of the Board of Directors of the Company and in management oversight.
Kumi Yokoe	Directors' meetings 14/14	She has wide knowledge on international politics and others as a university professor and based on her abundant experience and insight as a senior researcher at a major think-tank and as the president of a company, she has been expected to contribute to strengthening the function of the Board of Directors of the Company and to management oversight, and at Board of Directors Meetings, she has provided proper advice and proposals as needed and sufficiently fulfilled her roles and duties in strengthening the function of the Board of Directors of the Company and in management oversight.

Outside Audit & Supervisory Board Members

Name	Attendance (total attended/total held)	Major Activities
Masatoshi Uematsu	Directors' meetings 14/14 Audit & Supervisory Board 13/13	At the board of directors meetings, he made appropriate questions, advice and proposals as needed. Also at the Audit & Supervisory Board, as standing outside audit & supervisory board member, he made reports and provided opinions to other outside audit & supervisory board members.
Toru Kunibe	Directors' meetings 14/14 Audit & Supervisory Board 13/13	He provided proper advice and proposals as needed, based on his sufficient knowledge and experiences.
Mitsunobu Yamaguchi	Directors' meetings 14/14 Audit & Supervisory Board 13/13	He provided proper advice and proposals as needed, based on his sufficient knowledge and experiences, especially in the field of financing and accounting.

5. Status of the Accounting Auditor

(1) Name of Accounting Auditor

Deloitte Touche Tohmatsu LLC

(2) Compensation to Accounting Auditor for current fiscal year

Description	Amount of compensation
1. Total compensation and amounts paid by the Company	47 million yen
2. Total amount of cash and other property profits to be paid by the Company and its subsidiaries to the independent accountant	47 million yen

Note: In the audit agreement between the Company and the accounting auditor, the amounts of compensation for conducting auditing services in accordance with the Companies Act and auditing services in accordance with the Financial Instruments and Exchange Law are not separated, and the above amounts contain compensation and other remuneration for auditing services under the Financial Instruments and Exchange Law.

(3) Reason why the Audit & Supervisory Board approved the Accounting Auditor's compensation

The Audit & Supervisory Board verified matters including the performance of auditing in the previous fiscal year, and the content of the auditing plan for the upcoming fiscal year and the basis on which the compensation for the upcoming fiscal year was estimated. Having judged all of these matters to be appropriate, the Audit & Supervisory Board approved the accounting auditor's compensation.

(4) Description of Non-auditing Job

The Company does not commission the accounting auditor to provide service which is out side of the scope of the activities defined in the Article 2, Paragraph 1 of the Certified Public accountants Act.

(5) Policy regarding decisions on the dismissal or non-reappointment of the Accounting Auditor

If the Audit & Supervisory Board considers that the accounting auditor falls under any of the provisions of Article 340, Paragraph 1 of the Companies Act and judges it necessary to dismiss the accounting auditor immediately, it shall dismiss the accounting auditor, having obtained the approval of all the audit & supervisory board members.

In addition, the Audit & Supervisory Board shall evaluate the overall performance of accounting audit duties by the accounting auditor according to its stipulated evaluation procedures and standards. If the Audit & Supervisory Board considers that the accounting auditor cannot perform its duties appropriately, or otherwise judges that dismissal is required, it shall determine the content of an agenda item for the dismissal or non-reappointment of the accounting auditor to be submitted to the General Meeting of Shareholders in accordance with Article 344 of the Companies Act.

6. Systems to Ensure Appropriate Business Operations and the Status of its Implementation

During the fiscal period under review, due to the establishment and operation of each of the frameworks discussed in (1) through (12) below, there were no incidents or accidents which had significant damage on the corporate group comprising the Company and its subsidiaries.

(1) Framework to ensure compliance by directors with laws and regulations and the Company's articles of incorporation in the course of the execution of their duties

In its interaction with the rest of society, the Company shall comply with all laws and regulations and its articles of incorporation. The Company shall maintain high ethical standards and management that is sound and highly transparent. Concerning directors' execution of duties, the Company shall clarify the process and results of its decision-making based on the Company's internal rules that are appropriate to the particular characteristics of the business and size of the Company. At the same time, the Company shall establish a framework where directors and audit & supervisory board members can view such process and results as necessary.

In addition, through the establishment of the MEITEC Group Helpline System— based on a framework that provides measures to protect whistleblowers in personnel terms— and programs to inform employees about this helpline, the Company shall endeavor to quickly detect and take appropriate action against any malfeasance that may occur relating to the directors' execution of duties.

(Status of implementation)

The scope of authority and decision making procedures for directors are clarified in the Board of Directors rules, the rules of administrative authority, and the rules relating to internal requests for approval; the directors execute their duties in accordance with these rules. Materials and minutes from meetings of the Board of Directors and Executive Board are continually stored on a system that can be viewed by all directors and audit & supervisory board members. The Company has also adopted a system to record the process and results of individual directors' decision making and has established a framework where all directors and audit & supervisory board members can view such process and results as necessary.

Furthermore, the Company has established the MEITEC Group Helpline System administered by the CSR Dept., which performs internal checks and balances. Employees are informed about the system via the Company's intranet. Note that in accordance with the Whistleblower Protection Act amended on June 1, 2022, the Company has carried out efforts for this system such as setting up a new consultation counter that accepts whistleblowing consultations regarding the directors who execute the business of the Company, expanding eligible users to include officers, resignees, and officers and employees of business partners, and reinforcing the protection of whistleblowers.

(2) Framework for storing and managing information relating to the directors' execution of duties

In accordance with the stipulations of all laws and regulations, the Company's articles of incorporation and internal rules, the Company shall record, store and manage information regarding the execution of duties by directors in an appropriate and timely manner.

Moreover, the Company shall build an appropriate management system for safekeeping media to ensure there is no loss of trust as a company or fatal damage inflicted on the MEITEC Group through conduct involving leakage, alterations, loss, or unauthorized use, or conduct involving unauthorized disclosure, etc.

(Status of implementation)

In accordance with all laws and regulations, the Company's articles of incorporation and internal rules, the Company prepares documents such as minutes from the General Meeting of Shareholders, and meetings of the Board of Directors and Executive Board, storing and managing such documents in an appropriate manner. In addition, the Company stipulates information to be managed and methods of management in its information management rules, which it implements appropriately.

(3) Rules and other frameworks for management of risk of loss

Based on the risk management rules, the Company shall work to comprehensively and systematically gather information on risk of loss faced by the Company before such risks emerge. Risks trends shall be monitored appropriately, and timely measures shall be taken in response to risks, commensurate with the severity of the risk. By responding quickly to the risks when they materialize, the Company aims to minimize the impact of such risks, develop a system to restore operations as soon as possible. The Company shall continually strive to maintain and enhance the soundness of its management.

(Status of implementation)

The Company stipulates a framework for risk management in its risk management rules, and informs employees via its intranet. It also specifies risks by category and confirms that no risks requiring management have been omitted. In its risk management guidelines, the Company specifies in advance the risk items to be monitored and departments responsible for monitoring with the aim of picking up on any signs that risks might materialize in order to prevent them from doing so or, where risks have already materialized, in order to minimize their impact. Related details are regularly reported to the Board of Directors or the Executive Board, and the Company has established, and appropriately operates, a system for reporting in the event that risks becoming apparent. In addition, in the event that a risk develops into a crisis, in order to prevent the situation from growing larger and to quickly reign it in, the Group Crisis Management Regulations provide for a crisis management framework, such as the initial response when a crisis occurs as well as the establishment of crisis countermeasure command center. As a response to the spread of the COVID-19, the Company has established three policies: (1) place the highest priority on ensuring the safety and security of Group employees, (2) fulfill our social responsibility by maintaining thorough infection prevention measures, and (3) make every effort for sound business endeavors. The entire Group was engaged in crisis response, such as by making use of measures including working from home, flexible workhours, and staggered commuting in response to how the infection is spreading, based on these rules and decisions by the Group CEO. Internal auditing of the risk management operations of each division is also conducted.

(4) Framework to ensure the efficient execution of duties by directors

The Company shall make the directors appropriately divide up their duties and supervisory responsibilities and delegate authority in accordance with internal rules to speed up decision-making. In addition, the directors shall formulate a business plan stipulating clear targets and goals, and undertake appropriate management of operations and progress based on this plan. Targets and goals shall be revised as necessary.

(Status of implementation)

The Company has adopted an executive officer system to enable prompt and appropriate decision making. Directors appropriately divide up their execution of duties and supervisory responsibilities, while the Company delegates authority to the executive officers in accordance with its rules of administrative authority. Furthermore, the directors formulate a business plan stipulating clear targets and goals, and undertake appropriate management of operations and progress based on this plan. Targets and goals are revised as necessary.

(5) Framework to ensure compliance by employees with laws and regulations and the Company’s articles of incorporation in the course of the execution of their duties

The Company shall formulate the Group Management Concept, the MEITEC Group Charter of Employee Behavior, the Employee Code of Conduct and other related documents. And with these, the Company shall continuously strive to take initiatives to raise awareness of the directors and employees to carry out their duties in compliance with all laws and regulations, the Company’s articles of incorporation and internal rules in a fair and reasonable manner.

In addition, through the establishment of the MEITEC Group Helpline System— based on a framework that provides measures to protect whistleblowers in personnel terms— and programs to inform employees about this helpline, the Company shall endeavor to quickly detect and take appropriate action against any malfeasance that may occur relating to the employees’ execution of duties.

(Status of implementation)

The Company formulated the Management Concept, the Meitec Group Charter of Employee Behavior, the Employee Code of Conduct and other related documents, and employees are informed of these via publication on the Company’s intranet. Also, the Company established and operates a system for reporting. Furthermore, the Company has stipulated in its compliance rules that all employees will be responsible for implementing compliance according to their duties and positions, and conducted annual training for all employees based on e-learning. Details of the Meitec Group Helpline System are as set out under the status of implementation for (1) above. Internal audits are conducted to check departments’ compliance with all laws and regulations, the Company’s articles of incorporation and internal rules.

(6) Framework to ensure sound business operations within the Group comprising the Company and its subsidiaries

The Company shall respect the right of each subsidiary to develop its business operations in an autonomous manner, while sharing the Group Management Concept and the MEITEC Group Charter of Employee Behavior. The Company shall design the institution in accordance with the subsidiary’s purpose, business characteristics and size, and place its directors and employees in all of its subsidiaries and manage and supervise the subsidiaries’ business execution appropriately to maximize the Group’s corporate value.

In addition, the Company shall formulate rules on the administration of subsidiaries and establish the department in charge of administrating the Group companies (the “Group Company Administration Department”) and develop a framework by which important matters related to the business execution of directors in subsidiaries are reported to the Company regularly.

With regard to the development of rules and other frameworks for loss risk management of subsidiaries, a framework to ensure the efficient execution of duties by directors of subsidiaries and a framework to ensure compliance by directors and employees of subsidiaries with laws and regulations and the Company’s articles of incorporation in the course of the execution of their duties, the Company requests each of the subsidiaries to develop a framework that is suitable for their respective business characteristics and size by referring to the above-mentioned (3) to (5) as basic guidelines. The Company shall regularly receive reports on the development status of the framework and request improvements as necessary.

(Status of implementation)

The Company places its directors in all of its subsidiaries to manage and supervise the appropriateness of the subsidiaries' business. In addition, the Company has formulated its rules on the administration of Group companies, thereby clarifying matters that require prior approval by the Company or reporting to the Company. The relevant departments in the Company and its subsidiaries cooperated to make decisions on matters for which the rules require the Company's prior approval, while reports were duly received from subsidiaries with regard to the matters to be reported to the Company. Moreover, the Internal Audit Department audits the operations of subsidiaries.

(7) Matters related to employees to be assigned to assist audit & supervisory board members, matters related to such employees' independence from directors and matters related to ensuring effectiveness of instructions given to such employees

The Company shall establish the Office of Audit & Supervisory Board which consists of employees who exclusively work in the said office and are independent from the execution of business to improve the effectiveness of audit.

In order to reflect the opinion from audit & supervisory board members as much as possible, the evaluation and re-assignment of the said exclusively working employees, who are to assist audit & supervisory board members, are carried out with the consent of audit & supervisory board members, and instructions to such employees shall be given by audit & supervisory board members.

(Status of implementation)

The Company has established the Office of Audit & Supervisory Board, to which it has assigned one employee who exclusively works in the said office and is independent from the execution of business. In order to reflect the opinion from audit & supervisory board members as much as possible, the evaluation and re-assignment of the said employee are carried out with the consent of audit & supervisory board members, and instructions to such employees are given directly by audit & supervisory board members.

(8) Framework for reporting to the audit & supervisory board members

1. Framework for reporting by directors and employees to the audit & supervisory board members

The Company shall develop a framework for reporting to the audit & supervisory board members, to ensure that proper reports are made by directors and employees. The audit & supervisory board members shall be given the authority to attend the Board of Directors' meetings and all other internal meetings. Furthermore, the audit & supervisory board members shall have access to all important information relating to decision-making and the execution of business operations.

(Status of implementation)

The Company formulated rules regarding reporting to audit & supervisory board members or the Audit & Supervisory Board, and employees are informed of these via publication on the Company's intranet. In addition, the audit & supervisory board members are given the authority to attend the Board of Directors' meetings as well as all other internal meetings and they participate in meetings they deem necessary as appropriate, based on their own judgment. Moreover, the Company gives the audit & supervisory board members appropriate access to all important information relating to decision making and the execution of business operations whenever audit & supervisory board members request such access.

2. Framework for reporting by subsidiaries' directors, audit & supervisory board members, employees or those who received reports from them to the audit & supervisory board members of the Company

The Company shall develop a framework by which any matters that took place at subsidiaries are reported to the Company's audit & supervisory board members from subsidiaries' directors and employees through the Group Company Administration Department. In the case where the Company's audit & supervisory board members request that subsidiaries' directors and employees directly report, etc. concerning matters that have been deemed necessary in order to ensure appropriateness of the Group's operation, the subsidiaries' directors and employees are obliged to meet the aforesaid request.

In addition, subsidiaries' audit & supervisory board members hold meetings regularly with the Company's audit & supervisory board members to report the situation of subsidiaries in a timely way.

(Status of implementation)

Any matters that took place at subsidiaries are reported to the Company's audit & supervisory board members as appropriate through the Group Company Administration Department. In addition, subsidiaries' audit & supervisory board members report the situation of subsidiaries to the Company's audit & supervisory board members in a timely way. To that end, they hold meetings with the Company's audit & supervisory board members as appropriate after attending their subsidiary's Board of Directors meetings, or when they have received a report regarding an event or incident relating to their subsidiary.

(9) Framework to ensure that a person who made report to audit & supervisory board members does not receive disadvantageous treatment for making such report

The Company prohibits any disadvantageous treatment being given to directors, audit & supervisory board members and employees of the Company and subsidiaries who made a report to the Company's audit & supervisory board members. The Company shall disseminate this policy throughout the Group.

(Status of implementation)

The Company clearly prohibits any disadvantageous treatment in its rules regarding reporting to audit & supervisory board members or the Audit & Supervisory Board, and it has informed employees to that effect. There have been no instances of disadvantageous treatment as a result of making a report to the Company's audit & supervisory board members.

(10) Matters related to the policy on the prepayment or repayment procedure of costs that accrue as a result of execution of duties by audit & supervisory board members, or settlement of other liabilities

The Company shall, in principle, be liable to pay the costs or liabilities that accrue as a result of execution of duties by audit & supervisory board members. The Company shall settle such costs or liabilities as appropriate each time audit & supervisory board members submit such request to the Company, with the exception of cases where the Company has proven that such costs or liabilities were not necessary in the execution of duties by audit & supervisory board members. costs or liabilities were not necessary in the execution of duties by audit & supervisory board members.

(Status of implementation)

The Company paid to settle costs or liabilities as appropriate each time audit & supervisory board members submitted such request to the Company.

(11) Framework to ensure auditing activities by the audit & supervisory board members are carried out effectively

The Company shall develop a framework to deepen the mutual cooperation among internal auditors, audit & supervisory board members and accounting auditors in their audit by exchanging their opinions regularly or as necessary.

The Company shall also strive to improve, on an ongoing basis, the effectiveness of audit function performed by audit & supervisory board members by making directors and employees cooperate with inspections or hearing request submitted by audit & supervisory board members.

(Status of implementation)

Internal auditors, accounting auditors and audit & supervisory board members exchange their opinions regularly, ensuring mutual cooperation in their audits.

Moreover, directors and employees are cooperating appropriately with inspections or hearing requests submitted by audit & supervisory board members.

(12) Basic policy toward removal of anti-social forces

The Company shall interdict any and all relationship with anti-social forces and groups which threaten the order and safety of the civil society. And against such anti- social forces, the entire MEITEC Group, from the CEO down, shall respond in uncompromising manner.

(Status of implementation)

The Company has prescribed that employees do not have any relationship with anti- social forces in the Employee Code of Conduct and in the purchasing policy. At the same time, the Company has established the principle of the “3 No’s” (“No fear,” “No payments,” “No business”) in dealing with organized violence by anti-social forces. It has also stipulated that in the event of any approach from anti-social forces, employees should not handle the matter individually, but should consult the department in charge to deal with it as an organization.

7. Basic Policy Regarding Profit Distribution

The MEITEC Group, which hires large numbers of engineers for an indefinite period, believes it is essential to protect employment of the engineers even during times of economic hardship in order to aim for maximizing the shareholders' return in the medium to long term and to grow sustainably. Accordingly, the Company's policy regarding profit distribution is to place priority on the "qualitative and quantitative' enhancement of shareholders' equity" to distribute the profits of the Company based on operating results while also giving consideration to the "balance of funds."

In addition to the level of "qualitative and quantitative" enhancement of shareholders' equity, if the balance of funds is an amount higher than the amount of necessary funds required for business operations (consolidated three month net sales), the Company will in principle set the total return ratio by means of dividends and acquisition of treasury shares within 100%.

The Company shall in principle pay dividends twice every year: an interim dividend and a year-end dividend, setting the payout ratio to 50% or higher. The minimum level of dividends shall be a dividend on equity ratio (DOE) of 5%.

The Company shall acquire treasury shares in a timely manner, considering the level of total return ratio and payout ratio.

After the Company acquires treasury shares, it shall continue to hold treasury shares within 5 percent of the total number of shares issued. If the number of treasury shares exceeds the aforementioned limit, the excess treasury shares shall be retired by the end of the fiscal year.

Note:

- Total Return Ratio = Total shareholders return for the year / Profit attributable to owners of parent
Total Shareholders Return for Year = Total dividend paid (interim and year end) + Amount used to acquire the treasury shares during the fiscal year
- Payout Ratio = Total dividend paid (interim and year end) / Profit attributable to owners of parent
- Dividend on Equity Ratio (DOE) = Dividend / consolidated shareholder's equity
- Three Month Net Sales = Working capital*: Consolidated two month net sales + Fund for strengthening the financial base (a fund to sustain the business operation in the event of a crisis equivalent to that of fiscal year ended March 2010): Consolidated one month net sales

* Working capital is determined according to such factors as account receivables.

To realize the flexible financial position, for the implementation of future growth strategies and response to the risk associated in achieving the goals of the management plan, treasury shares will be held by the company.

Unless otherwise noted, figures in this business report for the fiscal year ended March 31, 2023 is presented as follows.

- Monetary amounts are rounded off to the displayed unit. However, hundredths of a yen are rounded to the nearest whole number.
- Ratios are rounded to the displayed unit.

[The Notes to Consolidated Financial Statements and the Notes to Non-consolidated Financial Statements are not stated here.]

Consolidated Balance Sheets

(Millions of yen)

	Fiscal year ended March 31, 2023
Assets	
Current assets	
Cash and deposits	51,028
Notes and accounts receivable - trade	17,354
Work in process	172
Other	928
Total current assets	69,484
Non-current assets	
Property, plant and equipment	
Buildings and structures, net	3,124
Tools, furniture and fixtures, net	173
Land	1,487
Other, net	0
Total property, plant and equipment	4,785
Intangible assets	
Software	325
Other	44
Total intangible assets	369
Investments and other assets	
Investment securities	27
Deferred tax assets	8,994
Other	916
Allowance for doubtful accounts	(2)
Total investments and other assets	9,935
Total non-current assets	15,091
Total assets	84,576

(Millions of yen)

Fiscal year ended
March 31, 2023

Liabilities	
Current liabilities	
Accrued expenses	3,804
Income taxes payable	2,694
Accrued consumption taxes	2,749
Provision for bonuses for directors (and other officers)	181
Provision for bonuses	9,955
Other	1,440
Total current liabilities	<u>20,824</u>
Non-current liabilities	
Retirement benefit liability	<u>17,032</u>
Total non-current liabilities	<u>17,032</u>
Total liabilities	<u>37,856</u>
Net assets	
Shareholders' equity	
Share capital	5,000
Capital surplus	1,259
Retained earnings	49,207
Treasury shares	<u>(7,795)</u>
Total shareholders' equity	<u>47,671</u>
Accumulated other comprehensive income	
Revaluation reserve for land	(662)
Remeasurements of defined benefit plans	<u>(289)</u>
Total accumulated other comprehensive income	<u>(951)</u>
Total net assets	<u>46,719</u>
Total liabilities and net assets	<u>84,576</u>

Consolidated Statements of Income

(Millions of yen)

	Fiscal year ended March 31, 2023
Net sales	119,069
Cost of sales	86,360
Gross profit	32,708
Selling, general and administrative expenses	16,245
Operating profit	16,462
Non-operating income	
Interest income	1
Subsidy income	75
Other	13
Total non-operating income	89
Non-operating expenses	
Commission expenses	8
Commitment fee	2
Other	0
Total non-operating expenses	11
Ordinary profit	16,540
Extraordinary losses	
Loss on retirement of non-current assets	3
Total extraordinary losses	3
Profit before income taxes	16,537
Income taxes - current	4,916
Income taxes - deferred	(630)
Total income taxes	4,285
Profit	12,252
Profit attributable to owners of parent	12,252

Consolidated Statements of Changes in Equity

(Fiscal Ended March 31, 2023)

(Millions of Yen)

	Shareholders' equity				Total shareholder s' equity
	Capital stock	Capital surplus	Retained earnings	Treasury shares	
Balance at beginning of period	5,000	3,627	44,865	(7,035)	46,457
Changes during period					
Dividends of surplus			(6,837)		(6,837)
Profit attributable to owners of parent			12,252		12,252
Purchase of treasury shares				(4,201)	(4,201)
Cancellation of treasury shares		(2,367)	(1,037)	3,440	—
Net changes in items other than shareholder' equity					
Total changes during period	—	(2,367)	4,342	(760)	1,213
Balance at end of period	5,000	1,259	49,207	(7,795)	47,671

(Millions of Yen)

	Accumulated other comprehensive income			Total net assets
	Revaluation reserve for land	Remeasurements of defined benefit plans	Total accumulated other comprehensive income	
Balance at beginning of period	(662)	(506)	(1,169)	45,287
Changes during period				
Dividends of surplus				(6,837)
Profit attributable to owners of parent				12,252
Purchase of treasury shares				(4,201)
Cancellation of treasury shares				—
Net changes in items other than shareholder' equity	—	217	217	217
Total changes during period	—	217	217	1,431
Balance at end of period	(662)	(289)	(951)	46,719

Non-Consolidated Balance Sheet

(Millions of yen)

Fiscal year ended
March 31, 2023

		Fiscal year ended March 31, 2023
Assets		
Current assets		
Cash and deposits		39,705
Notes receivable - trade		458
Accounts receivable - trade		12,247
Work in process		162
Prepaid expenses		545
Other		255
Total current assets		<u>53,375</u>
Non-current assets		
Property, plant and equipment		
Buildings		3,114
Structures		8
Tools, furniture and fixtures		171
Land		1,487
Total Property, plant and equipment		<u>4,781</u>
Intangible assets		
Software		309
Other		44
Total intangible assets		<u>354</u>
Investments and other assets		
Investment securities		27
Shares of subsidiaries and associates		1,118
Deferred tax assets		7,704
Guarantee deposits		698
Other		158
Total investments and other assets		<u>9,708</u>
Total non-current assets		<u>14,844</u>
Total assets		<u>68,219</u>

(Millions of yen)

Fiscal year ended
March 31, 2023

<hr/>	
	Fiscal year ended March 31, 2023
<hr/>	
Liabilities	
Current liabilities	
Accounts payable - other	721
Accrued expenses	2,549
Income taxes payable	2,079
Accrued consumption taxes	1,817
Provision for directors' bonuses	180
Provision for bonuses	6,856
Other	371
Total current liabilities	<u>14,576</u>
Non-current liabilities	
Provision for retirement benefits	16,586
Total non-current liabilities	<u>16,586</u>
Total liabilities	<u>31,163</u>
Net assets	
Shareholders' equity	
Capital stock	5,000
Capital surplus	
Legal capital surplus	1,250
Total capital surpluses	<u>1,250</u>
Retained earnings	
Other retained earnings	39,265
Retained earnings brought forward	39,265
Total retained earnings	<u>39,265</u>
Treasury shares	<u>(7,795)</u>
Total shareholders' equity	<u>37,719</u>
Valuation and translation adjustments	
Revaluation reserve for land	(662)
Total valuation and translation adjustments	<u>(662)</u>
Total net assets	<u>37,056</u>
Total liabilities and net assets	<u>68,219</u>

Non-Consolidated Statement of Income

(Millions of yen)

	Fiscal year ended March 31, 2023
Net sales	83,765
Cost of sales	60,117
Gross profit	23,648
Selling, general and administrative expenses	10,436
Operating profit	13,212
Non-operating income	
Interest income	1
Dividend income	886
Other	25
Total non-operating income	913
Non-operating expenses	
Commission expenses	8
Commitment fee	2
Other	0
Total non-operating expenses	11
Ordinary profit	14,113
Extraordinary losses	
Other	3
Total extraordinary losses	3
Profit before income taxes	14,110
Income taxes - current	3,825
Income taxes - deferred	(433)
Total income taxes	3,391
Profit	10,719

Non-Consolidated Statement of Changes in Equity

(Fiscal Ended March 31, 2023)

(Millions of Yen)

	Shareholders' equity			
	Capital stock	Capital surplus		
		legal capital surplus	Other capital surplus	Total capital surplus
Balance at beginning of current period	5,000	1,250	2,367	3,617
Changes of items during period				
Dividends of surplus				
Profit				
Purchase of treasury shares				
Retirement of treasury shares			(2,367)	(2,367)
Total changes of items during period	—	—	(2,367)	(2,367)
Balance at end of current period	5,000	1,250	—	1,250

(Millions of Yen)

	Shareholders' equity		
	Retained earnings	Treasury shares	Total shareholders' equity
	Other retained earnings		
	Retained earnings brought forward		
Balance at beginning of current period	36,456	(7,035)	38,038
Changes of items during period			
Dividends of surplus	(6,837)		(6,837)
Profit	10,719		10,719
Purchase of treasury shares		(4,201)	(4,201)
Retirement of treasury shares	(1,073)	3,440	—
Total changes of items during period	2,808	(760)	(319)
Balance at end of current period	39,265	(7,795)	37,719

(Millions of Yen)

	Valuation and translation adjustments		Total net assets
	Revaluation reserve for land	Total valuation and translation adjustments	
Balance at beginning of current period	(662)	(662)	37,376
Changes of items during period			
Dividends of surplus			(6,837)
Profit			10,719
Purchase of treasury shares			(4,201)
Retirement of treasury shares			—
Total changes of items during period	—	—	(319)
Balance at end of current period	(662)	(662)	37,056

[English Translation of Audit & Supervisory Board's Report Originally issued in the Japanese language.]

To Directors of MEITEC CORPORATION

Audit & Supervisory Board's Report (Certified Copy)

We, the Audit & Supervisory Board Members of the Company, based on the audit reports prepared by each Audit & Supervisory Board Member regarding the performance of duties by the Directors during the 50th business year from April 1, 2022, to March 31, 2023, prepared this audit report upon deliberation and hereby report, by unanimous show of hands, as follows:

1. Audit Methods by Audit & Supervisory Board Members and Audit & Supervisory Board and its Details

(1) The Audit & Supervisory Board established audit policy and assigned business, etc., and received reports from each Audit & Supervisory Board Members regarding the state of implementation of his or her audits and results thereof, as well as received reports from the Directors, etc., and Accounting Auditors regarding performance of their duties, and sought explanations whenever necessity arose.

(2) Each Audit & Supervisory Board Members complied with the auditing standards of Audit & Supervisory Board Members established by the Audit & Supervisory Board, in accordance with the audit policy of this term, planning of audits, etc., communicated with the Directors, the Internal Audit Dept., other employees, etc., and made efforts to collect information and improve audit environment, and perform the audit in accordance with the following procedures.

- 1) Each Audit & Supervisory Board Member attended meeting of the Board of Directors and other important meetings, received reports from the Directors, employees, etc., regarding the state of performance of their duties, sought explanations whenever necessity arose, inspected important decision documents, etc., and made investigation into the state of activities and property at the head office and other main business offices of the Company. With respect to subsidiaries, we communicated and exchanged information with directors, audit & supervisory board members, etc., of the subsidiaries, and received reports on business from them, as need.
- 2) Each Audit & Supervisory Board Member verified the resolutions adopted by the Board of Directors regarding the establishment of a system for ensuring that the Directors' duties, as stated in the business report, are executed in conformity of laws and regulations, and the articles of incorporation of the Company, and the establishment of a system necessary to ensure proper business operations of the whole business group consisting of a stock company and its subsidiaries set forth in paragraphs 1 and 3 of Article 100 of the Ordinance for Enforcement of the Companies Act. It also received reports from Directors and employees on the status of the establishment and operation of the system (internal control system) established in accordance with such resolutions adopted by the Board of Directors, and requested explanations as necessary and expressed his/her opinions.
- 3) Audit & Supervisory Board Members monitored and verified whether the Accounting Auditors maintained their independence and implemented appropriate

audits, and we received reports from Accounting Auditors regarding the state of performance of their duties and sought explanations whenever necessity arose. In addition, we received notice from the Accounting Auditors the “The systems for ensuring the proper performance of duties” (matters set forth in each Item of Article 131 of the Ordinance on Accounting of Companies) is organized in accordance with the “Quality Control Standards for Audits” (Business Accounting Council, October 28, 2005) and other relevant standards, and sought explanations whenever necessity arose.

Based on the above methods, we examined business reports and supporting schedules, the financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of change in equity, and foot notes) and supporting schedules related to the relevant business term, and the consolidated financial statements (consolidated balance sheets, consolidated statements of income, consolidated statements of change in equity, and foot notes).

2 Results of Audit

(1) Results of Audit of Business Report and Other Relevant Documents

- 1) In our opinion, the business report and supporting schedules fairly presents the state of the Company in accordance with the laws, regulations and Articles of Incorporation.
- 2) In connection with the performance by the Directors of their duties, no dishonest act or material fact of violation of laws, regulations, or the Articles of Incorporation exists.
- 3) In our opinion, the contents of the resolution of the Board of Directors regarding the internal control system are fair and reasonable. In addition, we have found nothing to be pointed out in relation to the performance of duties by the Directors regarding the internal control system.

(2) Results of Audit of non-consolidated financial statements and supporting schedules
In our opinion, the methods and results of audit conducted by the Independent Auditors, Deloitte Touche Tohmatsu LLC are proper.

(3) Results of Audit of consolidated financial statements

In our opinion, the methods and results of audit conducted by the Independent Auditors, Deloitte Touche Tohmatsu LLC are proper.

May 11, 2023

MEITEC CORPORATION
the Audit & Supervisory Board

Standing Outside Audit & Supervisory Board Member
Masatoshi Uematsu

Outside Audit & Supervisory Board Member
Toru Kunibe

Outside Audit & Supervisory Board Member
Mitsunobu Yamaguchi