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To Our Shareholders

Securities code: 7033

(Date of sending by postal mail: January 11, 2024)

(Start date of measures for electronic provision: January 9, 2024)

Shinya Takahashi
President and CEO
Management Solutions Co., Ltd.
9-7-1 Akasaka, Minato-ku, Tokyo

Notice of the 19th Annual General Meeting of Shareholders

We are pleased to invite you to attend the 19th Annual General Meeting of Shareholders of Management Solutions Co., Ltd. (hereinafter “the Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders (items subject to measures for electronic provision) in electronic format, which have been made available on the following websites. Please access any of the websites to view them.

The Company’s website
Site on which the Notice of
General Meeting of Shareholders
has been made available:

<https://www.msols.com/ir/stock/>



TSE’s website
Listed Company Search:

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



On the TSE website, enter “Management Solutions” in “Issue name (company name)” or the Company’s securities code “7033” in “Code,” and click “Search.” Then click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

The 19th Annual General Meeting of Shareholders will be livestreamed on the internet to enable all shareholders to view the proceedings. For details of how to watch the video and how to send questions in advance via the internet, please refer to “Information on the General Meeting of Shareholders livestream” on page 4.

Those who are not attending in person on the day may exercise their voting rights in writing (by postal mail) or via the internet, etc. Please review the attached reference documents for the general meeting of shareholders, indicate your approval or disapproval next to each proposal on the voting form and send it to us, ensuring that it arrives no later than 6:00 p.m. on Monday, January 29, 2024. Alternatively, please read “Guidance for exercising voting rights via the internet, etc.” on page 3, and use the website designated by the Company to exercise your voting rights no later than 6:00 p.m. on Monday, January 29, 2024. Please be aware that it will not be possible to make statements, ask questions, or exercise voting rights via the internet on the day itself.

1. Date and Time 10:00 a.m., Tuesday, January 30, 2024 (reception opens at 9:30 a.m.)

2. Venue Conference Room 7, 4F, Tokyo Midtown Tower
9-7-1 Akasaka, Minato-ku, Tokyo

3. Objectives of the General Meeting of Shareholders

Matters to be reported

Report of the Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements, and Audit Reports of the Accounting Auditor and the Board of Corporate Auditors for the Consolidated Financial Statements for the 19th fiscal year (November 1, 2022 to October 31, 2023)

Matters to be resolved

Proposal No. 1 Partial Amendments to the Articles of Incorporation

Proposal No. 2 Election of Five (5) Directors

4. Other matters relating to this notice of convocation

In the event that voting rights are exercised in writing (by postal mail) without approval or disapproval for a proposal having been indicated on the voting form, it shall be treated as if approval had been indicated.

In the event that voting rights are exercised multiple times via the internet, etc., only the final exercise of voting rights shall be treated as valid.

In the event that voting rights are exercised both using the voting form and via the internet, etc., the exercise of voting rights conducted via the internet, etc. shall be deemed valid, irrespective of the date and time at which it was received.

For this General Meeting of Shareholders, items subject to measures for electronic provision will be included in paper-based documents sent to all shareholders, irrespective of whether they have requested delivery of paper-based documents.

Furthermore, in accordance with laws and regulations and Article 15 of the Articles of Incorporation, the Notes to the Consolidated Financial Statements and the Notes to the Non-Consolidated Financial Statements will not be among items subject to measures for electronic provision included in paper-based documents sent to shareholders.

Accordingly, the consolidated financial statements and the non-consolidated financial statements included in those documents are part of the consolidated financial statements and non-consolidated financial statements audited by the Accounting Auditor or Corporate Auditors for the preparation of audit reports.

Please be aware that shareholders will not be notified of the results of resolutions in writing, but that they will be made available on the website of the Company (<https://www.msols.com>).

- Attendees are advised to take precautions to prevent infection, and in addition we ask persons who are not in good health or who have confirmed a temperature of 37.5°C or more to refrain from visiting the venue. Please also be aware that in some cases staff of the Company involved in the operation of the meeting may wear masks.
- No souvenirs will be distributed.
- In the event that corrections are made to the items subject to measures for electronic provision, pre- and post-revision items to that effect will be made available on each of the above-mentioned websites used for items subject to measures for electronic provision.
- The panel discussion at this General Meeting of Shareholders will be held in a format different than that used previously. Beverages and refreshments will be served buffet style, and shareholders who plan to attend the General Meeting of Shareholders in person are encouraged to participate. The panel discussion will not be livestreamed.

Guidance for exercising voting rights via the internet, etc.

Scanning the QR Code “Smart Exercise”

It is possible to login to the website for exercising voting rights without using the voting rights exercise code and password.

1. Please scan the QR code printed at the bottom right of the voting form.



*“QR code” is the registered trademark of DENSO WAVE INCORPORATED.

2. Then enter your approval or disapproval of the proposals according to the information on the screen.



The exercise of voting rights through the use of “Smart Exercise” can be performed only once.

If you wish to change the details of the vote exercised after you have exercised your vote, please access the website for those using a PC, login using the voting rights exercise code and password printed on the voting form, and exercise your voting rights again.

* If you attempt to scan the QR code a second time, you will be transferred to the website for those using a PC.

If you are unsure about how to vote via the internet using a PC or smartphone, please inquire at the contact shown on the right.

How to enter the voting rights exercise code and password

Voting Site <https://www.web54.net>

1. Access the voting site.



2. Enter the voting rights exercise code printed on the voting form.



3. Enter the password printed on the voting form.



4. Then enter your approval or disapproval of the proposals according to the information on the screen.

* Image of operation screen.

Sumitomo Mitsui Trust Bank, Limited
Securities Agent Web Support dedicated line
Telephone: 0120-652-031 (toll-free)
(Business hours: 9:00 a.m. to 9:00 p.m.)

Institutional investors may use the electronic voting rights exercise platform for institutional investors operated by ICJ, Inc.

Information on the General Meeting of Shareholders livestream

In order to enable the proceedings of this General Meeting of Shareholders to be viewed by a wide range of shareholders, it will be livestreamed via the “Management Solutions Yutai Club.” However, in accordance with the Companies Act, on the day itself this livestream will take the form of a hybrid participation virtual general meeting of shareholders and participation will be limited to viewing only. For that reason it will not be possible to move or adopt motions, or to submit questions on the day itself. Shareholders who may wish to submit a motion are requested to come to the venue for the General Meeting of Shareholders and to attend in person.

Shareholders who wish to submit a question are requested to login to the Management Solutions Yutai Club and send a question no later than 6:00 p.m. on Monday, January 29, 2024. (Questions are restricted to the documents provided, and we will accept up to two questions per person.)

[Website name] Management Solutions Yutai Club
<https://msols.premium-yutaiclub.jp>

[Date and time of livestream] From 9:30 a.m. on Tuesday, January 30, 2024

*The General Meeting of Shareholders begins at 10 a.m., but access will be possible 30 minutes before this.

[How to view] Access the URL above, and follow the on-screen instructions to view the livestream.
Enter the shareholder code printed on the voting form
Enter the postal code for the address to which the voting form was delivered (7 digits, excluding hyphens)

*Inquiries regarding connecting to or using the livestream should be directed to the following number.
TEL: 0120-980-965
(Business hours: 9:00 a.m. to 5:00 p.m. Japan Standard Time, excluding weekends, holidays, and the end/start of the year)

[Points to note]

- In consideration of the right to likeness and privacy, etc. of shareholders attending the meeting in person, video will be shot from the rear of the venue. Please be aware that although we will take every possible step to avoid including the appearance of those shareholders attending in video footage, it may in some cases be unavoidable.
- Voting rights cannot be exercised within the livestream. Please exercise your voting rights in advance by returning the voting rights exercise postcard, or by following “Guidance for exercising voting rights via the internet, etc.” on page 3 and exercising your voting rights electronically.
- Depending on your communications equipment and living environment (network environment), it may not be possible to view the livestream.
Please also be aware that problems with the video and sound may occur.
- Connection charges levied by the provider and communication charges, etc., levied by the network operator that are incurred as a result of viewing the livestream are the responsibility of the shareholder.
- Moreover, as announced on the Company website (<https://www.msols.com/ir/stock/?=tab-benefit>), the shareholder benefits system has been abolished.
- Shareholders who wish to ask questions not related to the documents provided are requested to attend the panel discussion after the General Meeting of Shareholders.

Business report (from November 1, 2022 to October 31, 2023)

1. Status of the corporate group

(1) Progress and results of operations

During the fiscal year under review, the resolution of the COVID-19 crisis led to a moderate recovery in various industries, and companies remained willing to invest. There are concerns about worsening business conditions caused by the impact of the depreciating yen, progressive inflation, supply constraints, and other factors, but on the other hand Japanese companies are expected to continue to engage actively in initiatives to add value and create business opportunities.

In the Group's sphere of business of project management there is a rising need for value-added support, including support for organizational transformation in areas such as DX (Digital Transformation) that continue to be characterized by healthy demand. The level of inquiries about project management support is expected to remain high over the medium to long term.

The Company is pursuing a vision of becoming a platform for management in society, encouraging organizational transformation and the autonomous development of the individual. By introducing and creating proposals based on the its project management techniques, the Company has steadily acquired new clients in a variety of industries and business categories.

In terms of initiatives to expand its area of business and continuously generate profit, the Company has also actively recruited human resources and put in place an educational system to secure a steady supply of consultants, and has promoted the development of managers by strengthening its risk management.

As a result of the above, net sales for the fiscal year under review increased by 41.1% year on year to 16,931,288 thousand yen, operating income increased by 200.6% to 2,207,590 thousand yen, ordinary income increased by 201.3% to 2,246,703 thousand yen, and profit attributable to owners of parent increased by 213.3% to 1,620,788 thousand yen.

Because the Group only has the single segment of the consulting business it omits results by segment, but information on disaggregated revenue from contracts with customers is as follows.

Fiscal year under review (from November 1, 2022 to October 31, 2023)	
Consulting, etc.	15,672,680 thousand yen
Other services	1,258,607 thousand yen
Revenue from contracts with customers	16,931,288 thousand yen
Other revenue	- thousand yen
Net sales to external customers	16,931,288 thousand yen

(2) Capital expenditures

Capital expenditures implemented during the fiscal year under review came to 479,589 thousand yen, and were used mainly for interior facilities and equipment at the head office.

(3) Funds procurement

There are no matters requiring special mention.

(4) Acquisition or disposal of shares or other equity or share acquisition rights of other companies

(i) Acquisition or disposal of shares

Not applicable.

(ii) Acquisition or disposal of share acquisition rights

Not applicable.

(5) Issues to be addressed

The environment for project management is expected to become more complex and more sophisticated going forward. Project management has come to be perceived as an important management issue, and demand is increasing not only for individual project support but also for enterprised project management support. In such an environment, we will leverage our strengths, which are the provision of multifaceted support to the customer that spans everything from consulting to training and software. We perceive the following to be issues that need to be addressed in order to achieve further growth.

(i) Securing and developing personnel

In order to continue the expansion of the business, it will be necessary to secure human resources who are able to execute the project management services that we can provide to clients. While taking steps to control recruitment costs and steadily recruiting new employees, we are working to prevent mid-career resignations and enhancing internal training with the objective of actively developing human resources.

(ii) Increasing new clients and strengthening the sales structure

Taking into consideration the need to expand our area of business, we will not only seek repeat orders from existing clients but also actively pursue new clients. To achieve this we will strengthen the sales structure and take an even more proactive approach to sales activities.

(iii) Promotion of the overseas business

Following increases in global projects at our clients, we are seeing the emergence of higher demand for project management execution services not only in advanced countries such as the United States and those in Europe, but also in Asian countries. Given these circumstances, we are promoting the active expansion of the business overseas, such as by pursuing business alliances, with the objectives of securing and developing global human resources and expanding overseas locations. However, taking into account the weaker yen and other global factors, we will adopt a careful approach to the timing of such a push forward.

(iv) Addressing diversity

The policy of the Company is to select individuals with extensive knowledge, experience, and ability for management, irrespective of their gender or nationality, and female managers currently account for around 12% of the total. Going forward we will continue to recognize a variety of values and work styles, preserving diversity in order to attract talented personnel, and working to enhance corporate value.

We humbly request the continued warm support of shareholders into the future.

(6) Changes in the status of assets, profit and loss

(i) Status of assets, profit and loss of the Group

Category	FY2020 16th fiscal year	FY2021 17th fiscal year	FY2022 18th fiscal year	FY2023 19th fiscal year
Net sales (Thousands of yen)	5,228,237	7,359,091	12,000,073	16,931,288
Ordinary income (Thousands of yen)	203,647	932,597	745,668	2,246,703
Profit (loss) attributable to owners of parent (Thousands of yen)	(12,863)	678,145	517,319	1,620,788
Net income (loss) per share (Yen)	(0.78)	40.85	31.09	97.74
Total assets (Thousands of yen)	2,795,838	3,807,958	6,057,208	7,032,730
Net assets (Thousands of yen)	1,577,497	2,303,922	2,678,693	4,302,272
Net assets per share of common stock (Yen)	94.65	137.38	155.93	253.55

(Notes) 1. Net income (loss) per share and net assets per share of common stock are calculated based on the average number of shares issued and outstanding during the fiscal year under review, and the total number of shares issued and outstanding at the end of the fiscal year under review, respectively.

2. On April 1, 2020, the Company conducted a stock split, in the form of a 3:1 split of its common shares. Net income (loss) per share and net assets per share of common stock are calculated on the assumption that the stock split was conducted at the beginning of the 16th fiscal year.

(ii) Status of assets, profit and loss of the Company

Category	FY2020 16th fiscal year	FY2021 17th fiscal year	FY2022 18th fiscal year	FY2023 19th fiscal year
Net sales (Thousand yen)	5,162,016	7,259,839	11,260,802	16,060,113
Ordinary income (Thousand yen)	197,635	893,045	733,255	2,278,253
Profit (loss) attributable to owners of parent (Thousand yen)	(18,704)	647,280	537,831	1,692,748
Net income (loss) per share (Yen)	(1.13)	38.99	32.32	102.07
Total assets (Thousand yen)	2,772,267	3,737,511	5,501,595	6,662,037
Net assets (Thousand yen)	1,560,931	2,238,651	2,536,803	4,230,732
Net assets per share of common stock (Yen)	94.27	134.62	153.09	255.01

(Notes) 1. Net income (loss) per share and net assets per share of common stock are calculated based on the average number of shares issued and outstanding during the fiscal year under review, and the total number of shares issued and outstanding at the end of the fiscal year under review, respectively.

2. On April 1, 2020, the Company conducted a stock split, in the form of a 3:1 split of its common shares. Net income (loss) per share and net assets per share of common stock are calculated on the assumption that the stock split was conducted at the beginning of the 16th fiscal year.

(7) Status of parent and important subsidiaries

(i) Relationship with parent company

Not applicable.

(ii) Status of important subsidiaries

Company name	Capital	Percentage of equity held by the Company	Nature of main business
TETRA communications Inc.	10,000 Thousand yen	80.0%	Consulting business
Management Solutions (Shanghai) Co., Ltd.	3,053 Thousand Chinese yuan	80.0%	Consulting business
MSOL-TW	2,500 Thousand New Taiwanese dollars	80.0%	Consulting business
MSOL Inc.	870 Thousand US dollars	100.0%	Consulting business

(Note) On January 5, 2024, the Company implemented a split resulting in the establishment of MSOL Digital Co., Ltd. (including the Engineer Placement Business), which inherited the Digital Business of the Company.

(8) Nature of main business (as of October 31, 2023)

Division	Nature of business
Professional services	Project management consulting, project management implementation support
Other	Provision of e-learning, group training

(9) Main locations (as of October 31, 2023)

(i) MSOL

Headquarters: Minato-ku, Tokyo

Chubu branch office: Nakamura-ku, Nagoya, Aichi

(ii) Subsidiary

TETRA communications Inc. (Headquarters: Chiyoda-ku, Tokyo)

Management Solutions (Shanghai) Co., Ltd. (Headquarters: Shanghai, China)

MSOL-TW (Headquarters: Taipei City, Taiwan)

MSOL Inc. (Headquarters: Delaware, USA)

(10) Employee situation (as of October 31, 2023)

(i) Group employee situation

Name of division	Number of employees	Year-on-year change
Professional services	967	+181
Corporate (shared)	117	+36
Total	1,084	+217

(Notes) 1. The number of employees refers to the number employed by the company, and because the number of temporary employees is less than 10/100ths of the total it has been omitted.

2. The number of employees at the consolidated level increased by 217 in the fiscal year under review. The main reason was an increase in the hiring during the fiscal year as a result of the expansion of business.

(ii) MSOL employee situation

Number of employees	Year-on-year change	Average age	Average years employed
989	+203	38.5 years	2.3 years

(Notes) 1. The number of employees refers to the number employed by the company, and because the number of temporary employees is less than 10/100ths of the total it has been omitted.

2. The number of employees increased by 203 in the fiscal year under review. The main reason was an increase in the hiring during the fiscal year as a result of the expansion of business.

(11) Main creditors (as of October 31, 2023)

Creditor	Amount borrowed
Sumitomo Mitsui Banking Corporation	500,000 thousand yen
MUFG Bank, Ltd.	56,688 thousand yen
The Higashi-Nippon Bank, Limited	39,002 thousand yen

2. Matters relating to shares of the Company (as of October 31, 2023)

(1) Total number of issuable shares: 47,448,000 shares

(2) Number of shares issued and outstanding: 16,816,800 shares (including 226,541 treasury shares)

(Notes) 1. Due to the exercise of share acquisition rights, the number of shares issued and outstanding has increased by 16,200 shares.

2. Due to the issuing of new shares for restricted share-based remuneration, the total number of shares issued and outstanding has increased by 10,100 shares.

(3) Number of shareholders: 5,563

(4) Major Shareholders (Top10)

Name of shareholders	Number of shares held	Voting ratio
United Trust Co., Ltd.	3,600,000 shares	21.7%
The Master Trust Bank of Japan Limited (trust account)	1,968,900 shares	11.9%
Shinya Takahashi	1,756,250 shares	10.6%
Custody Bank of Japan, Ltd. (trust account)	1,697,600 shares	10.2%
Junichi Fukushima	439,750 shares	2.7%
Miki Takahashi	320,000 shares	1.9%
Custody Bank of Japan, Ltd. (trust B account)	292,300 shares	1.8%
SSBTC CLIENT OMNIBUS ACCOUNT	243,666 shares	1.5%
Toshinari Goto	211,000 shares	1.3%
BBH (LUX) FOR FIDELITY FUNDS-PACIFIC POOL	200,900 shares	1.2%

(Notes) 1. Percentage of shares held is calculated after excluding 226,541 treasury shares held by the Company.

2. According to a Large Shareholding Report (change report) made available for public inspection on May 19, 2023, Sumitomo Mitsui Trust Asset Management Co., Ltd. held the following shares as of May 15, 2023, but because of the end of the fiscal year under review the Company had been unable to verify the actual number of shares held, and these are therefore not included in "Major shareholders (Top 10)" above. The details of the Large Shareholding Report (change report) are as follows.

Name	Number of shares held	Percentage of shares held
Sumitomo Mitsui Trust Asset Management Co., Ltd.	562,600 shares	3.35%
Nikko Asset Management Co., Ltd.	265,400 shares	1.58%
Total	828,000 shares	4.93%

3. According to a Large Shareholding Report (change report) made available for public inspection on October 6, 2023, Asset Management One Co., Ltd. held the following shares as of September 29, 2023, but because of the end of the fiscal year under review the Company had been unable to verify the actual number of shares held, and these are therefore not included in "Major shareholders (Top 10)" above. The details of the Large Shareholding Report (change report) are as follows.

Name	Number of shares held	Percentage of shares held
Asset Management One Co., Ltd.	1,345,600 shares	8.00%
Asset Management One International Ltd.	27,100 shares	0.16%
Total	1,372,700 shares	8.16%

4. According to a Large Shareholding Report (change report) made available for public inspection on October 20, 2023, FIL Investments (Japan) Limited held the following shares as of October 13, 2023, but because of the end of the fiscal year under review the Company had been unable to verify the actual number of shares held, and these are therefore not included in "Major shareholders (Top 10)" above. The details of the Large Shareholding Report (change report) are as follows.

Name	Number of shares held	Percentage of shares held
FIL Investments (Japan) Limited	1,053,100 shares	6.26%

(5) Status of shares delivered to officers, etc. of the Company as consideration for execution of duties during the fiscal year under review

At the 15th Annual General Meeting of Shareholders held on January 30, 2020, the Company passed a resolution to adopt a restricted share-based remuneration plan for Directors (excluding Outside Directors) with the aim of establishing a system for granting them incentives to sustainably enhance the corporate value of the Company, and to more closely align their values with those of shareholders.

Following this, the Board of Directors passed a resolution for share-based remuneration at a meeting held on February 14, 2023, and issued 2,000 common shares of the Company on March 14, 2023. The number of restricted shares delivered to Directors of the Company is as follows.

Category	Number of shares	Number of people eligible for delivery
Directors (excluding Outside Directors)	2,000 shares	2
Outside Directors	- shares	-
Corporate Auditors	- shares	-

3. Matters relating to company share acquisition rights

(1) Status of share acquisition rights delivered to officers of the Company as consideration for execution of duties (as of October 31, 2023)

Not applicable.

(2) Status of share acquisition rights, etc. delivered to employees, etc. of the Company as consideration for execution of duties during the fiscal year under review

Not applicable.

4. Matters relating to company officers

(1) Company officers

(i) Names, etc. of Directors and Corporate Auditors (as of October 31, 2023)

Position	Name	Responsibilities and important concurrent roles
President and CEO	Shinya Takahashi	Managing Director, Management Solutions (Shanghai) Co., Ltd. Director, MSOL Inc.
Executive Director and CFO	Kunimasa Tamai	Corporate planning, accounting, finance, legal affairs, general administration, labor, IT Director, TETRA communications Inc.
Director	Akira Kaneko	PM business, PROEVER business, sales, training Director, Management Solutions (Shanghai) Co., Ltd.
Outside Director [Independent]	Kanei Akabane	Representative Director, Cain Co., Ltd. Chairman, K.K. ISS
Outside Director [Independent]	Tetsuji Taya	Representative Director, K.K. White Wood Outside Director, T.O. Holdings Co., Ltd. Auditor, WELCOME Co., Ltd.
Standing Corporate Auditor [Independent]	Toru Watanabe	Auditor, Management Solutions (Shanghai) Co., Ltd.
Outside Corporate Auditor [Independent]	Minoru Kimura	Representative, Kimura Minoru Accounting Office Outside Director, OAT Agrio Co., Ltd.
Outside Corporate Auditor [Independent]	Ryuichi Inagaki	Representative, Inagaki Ryuichi Law Office Corporate Auditor, TSB CO., LTD. Corporate Auditor, K.K. Tomoe Soken Outside Corporate Auditor, EX4Energy, Inc.

- (Notes) 1. Corporate Auditor Minoru Kimura is qualified as a certified public accountant and tax accountant, and has considerable knowledge of finance and accounting.
2. Corporate Auditor Ryuichi Inagaki is a qualified attorney, and has considerable knowledge that he can use when making judgments about the appropriateness of corporate activities from a legal perspective.
3. The business relationship between the Company and Management Solutions (Shanghai) Co., Ltd. consists of outsourcing, etc.
4. The Company has notified the Tokyo Stock Exchange, Inc. that the individuals marked "Independent" are independent officers as set out in said exchange's provisions.

(ii) Directors and Corporate Auditors who resigned during the fiscal year under review

Position at the time of resignation	Name	Date of resignation	Reasons for resignation	Responsibilities and important concurrent roles
Executive Director & CFO	Junichi Fukushima	January 27, 2023	Expiry of term of service	Corporate planning, accounting, finance, legal affairs, general administration Director, MSOL Inc. Director, Integratto Inc. Director, Cocolomi, inc. Outside Director, TETRA communications Inc.
Director	Toshinari Goto	January 27, 2023	Expiry of term of service	PM business, MC business, partner business, personnel

(2) Summary of limited liability agreement

As provided for in Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Outside Directors and Outside Corporate Auditors to limit their personal liability for damages under Article 423, paragraph (1) of the same Act. Liability under these agreements is limited to the amount permitted under laws and regulations.

(3) Summary of indemnity agreement

The Company has entered into indemnity agreements with President and CEO Shinya Takahashi, Executive Directors and CFO Kunimasa Tamai, Director Akira Kaneko, Outside Director Kanei Akabane, and Outside Director Tetsuji Taya, and Standing Corporate Auditors Toru Watanabe, Outside Corporate Auditors Minoru Kimura and Outside Corporate Auditors Ryuichi Inagaki, as provided for in Article 430-2, paragraph (1) of the Companies Act, under which the Company will indemnify them for expenses set out in item (i) of the same paragraph, and losses set out in item (ii) of said paragraph to the extent permitted by laws and regulations. If after paying legal defense costs to an officer in accordance with this agreement the Company discovers that the officer in question has executed their duties in such a way as to obtain unlawful gains for themselves or third parties or to damage the Company, the Company will demand the return of a sum of money equivalent to the legal defense costs paid to said officer.

(4) Summary of officers, etc. liability insurance policy

The Company has entered into a directors and officers liability insurance policy with an insurance company under which Directors, Corporate Auditors, and employees involved in management are the insured, as provided for in Article 430-3, paragraph (1) of the Companies Act, whereby the insured will be compensated for losses related to responsibility assumed in the execution of their duties, or claims associated with the pursuit of such responsibility (however, this excludes situations corresponding to those set out in the disclaimer of the insurance policy). All premiums related to this insurance policy shall be borne by the Company, so that in substance the insured do not pay insurance premiums. In addition, cases in which the insured obtained unlawful gains or advantages, or an act that the insured knew to be the commission of a crime, unlawful behavior, or fraud, or a violation of laws, regulations, rules, or control laws and regulations, shall be excluded.

(5) Remuneration, etc. of Directors and Corporate Auditors

(i) Policy, etc. on determining details of officer's remuneration, etc.

At a meeting held on January 27, 2023, the Board of Directors of the Company passed a resolution on a basic policy, establishing a remuneration structure linked to shareholder interests to enable incentives to sustainably enhance the corporate value of the Company to function fully, and providing for remuneration for individual Directors to be determined at an appropriate level after taking into account their respective duties. Specifically, remuneration for Executive Directors consists of basic remuneration, which is fixed remuneration, and non-monetary remuneration, etc., while Outside Directors who are responsible for supervisory functions are paid only basic remuneration in accordance with their duties. With regard to remuneration, etc. for individual Directors for the fiscal year under review, because the methods for determining details of remuneration, etc. and the details of remuneration, etc. decided were congruent with the policy on determining remuneration resolved by the Board of Directors, the Board of Directors judges that they were in compliance with said policy. In October 2021, a non-statutory Nomination and Remuneration Committee was established in order to further enhance the fairness, transparency and objectivity of the procedures.

A summary of the policy for determining the details of remuneration, etc. for individual Directors is as follows.

(a) Policy on determining amount of remuneration, etc. for individuals or methods for calculating the same

The basic remuneration of Directors of the Company consists of monthly fixed remuneration, and is determined after taking into account a comprehensive range of factors such as title, duties, number of years of service, as well as the Company's business performance and employee salary levels.

(b) Policy on determining amount of performance-based remuneration, etc. or methods for calculating the same

Performance-based remuneration, etc. grants Directors incentives to sustainably enhance the corporate value of the Company as well as more closely aligning their values with those of shareholders. At the 17th Annual General Meeting of Shareholders held on January 28, 2022, the Company passed a resolution to set the total value of monetary remuneration paid for post-delivery-type performance-based remuneration stock awards to Directors excluding Outside Directors to no more than 150 million yen annually, and the total number of shares to no more than 50,000. The specifics of allotments are determined by the Board of Directors.

(c) Policy on determining amount of non-monetary remuneration, etc. or methods for calculating the same

In order to establish a remuneration structure that strengthens the link with corporate value over the medium to long term, non-monetary remuneration, etc. is provided in the form of restricted shares (with a restricted period lasting until a Director loses their position). At the 15th Annual General Meeting of Shareholders held on January 30, 2020, the Company passed a resolution to set the total value of monetary remuneration paid for restricted share awards to Directors excluding Outside Directors to no more than 100 million yen annually, and the total number of common shares to no more than 40,000. The specifics of allotments are determined by the Board of Directors.

(d) Policy on determining the ratio of amounts of remuneration, etc. for individuals

The amount of performance-based remuneration and non-monetary remuneration shall be no more than 20% of basic remuneration, and is set for each Director in accordance with their duties and title.

(e) Policy on determining the timing or conditions of remuneration, etc. for Directors

Basic remuneration is paid every month for the duration of an individual's service. Non-monetary remuneration, etc. is granted during an individual's service by decision of the Board of Directors in cases where the need for an incentive is recognized.

(f) Matters relating to the delegation in whole or in part to Directors or other third parties of details of individual remuneration, etc.

This is determined by a resolution of the Board of Directors after taking into consideration the opinion of the non-statutory Nomination and Remuneration Committee.

(ii) Total amount, etc. of remuneration, etc. for the fiscal year under review

Category	Number of people paid	Total amount of remuneration, etc.	Total amount of remuneration, etc. by type		
			Basic remuneration	Performance-based remuneration	Non-monetary remuneration
Director (of which Outside Directors)	7 (3)	157,325 thousand yen (20,666 thousand yen)	152,234 thousand yen (20,666 thousand yen)	- (-)	5,090 thousand yen (-)
Corporate Auditors (of which Corporate Auditors)	3 (3)	19,800 thousand yen (19,800 thousand yen)	19,800 thousand yen (19,800 thousand yen)	- (-)	- (-)
Total (of which Outside Officers)	10 (6)	177,125 thousand yen (40,466 thousand yen)	172,034 thousand yen (40,466 thousand yen)	- (-)	5,090 thousand yen (-)

(Notes) 1. The upper limit of remuneration for Directors was set to no more than 500 million yen annually by a resolution of the 13th Annual General Meeting of Shareholders held on January 30, 2018 (however, this does not include salaries earned as an employee). As of the conclusion of that General Meeting of Shareholders, there were 5 Directors (including 2 Outside Directors). The 15th Annual General Meeting of Shareholders held on January 30, 2020, passed a resolution to pay remuneration for the granting of restricted shares to Directors (excluding Outside Directors) to an amount of no more than 100 million yen annually. As of the conclusion of that General Meeting of Shareholders, there were 3 Directors (excluding Outside Directors).

Also at the 17th Annual General Meeting of Shareholders held on January 28, 2022, the Company passed a resolution to pay remuneration for post-delivery-type performance-based remuneration stock awards to Directors (excluding Outside Directors) of no more than 150 million yen annually with a total number of shares of no more than 50,000. As of the conclusion of that General Meeting of Shareholders, there were 3 Directors (excluding Outside Directors).

2. The upper limit of remuneration for Corporate Auditors was set to no more than 50 million yen annually at the 13th Annual General Meeting of Shareholders held on January 30, 2018. As of the conclusion of that General Meeting of Shareholders there were 3 Corporate Auditors.

3. As of the conclusion of this General Meeting of Shareholders, there will be 5 Directors (including 2 Outside Directors). The above table includes 2 Directors who resigned at the conclusion of the 18th Annual General Meeting of Shareholders held on January 27, 2023. The above table also includes Kunimasa Tamai, whose role changed from Outside Director to Director on January 27, 2023.

(6) Matters relating to Outside Officers

(i) Significant concurrent positions at other companies and relationship between them and the Company

Outside Director Kanei Akabane is Representative Director of Cain Co., Ltd., and Chairman and Director of K.K. ISS. There are no matters of note between the Company and Cain Co., Ltd., or K.K. ISS.

Outside Director Tetsuji Taya is Representative Director of K.K. White Wood, Outside Director of T.O. Holdings, and Auditor of WELCOME Co., Ltd. There are no matters of note between the Company and K.K. White Wood, T.O. Holdings Co., Ltd., or WELCOME Co., Ltd.

Standing Corporate Auditor Toru Watanabe is Auditor of Management Solutions (Shanghai) Co., Ltd. In addition, the business relationship between the Company and Management Solutions (Shanghai) Co., Ltd. consists of outsourcing, etc.

Outside Corporate Auditor Minoru Kimura is Representative of Kimura Minoru Accounting Office and Outside Director of OAT Agrico Co., Ltd. There are no matters of note between the Company and Kimura Minoru Accounting Office or OAT Agrico Co., Ltd.

Outside Director Ryuichi Inagaki is Representative of Inagaki Ryuichi Law Office, Corporate Auditor of TSB CO., LTD., Corporate Auditor of K.K. Tomoe Soken, and Outside Corporate Auditor of EX4Energy, Inc. There are no matters of note between the Company and Inagaki Ryuichi Law Office, TSB CO., LTD., K.K. Tomoe Soken, and EX4Energy, Inc.

(ii) Main activities in the fiscal year under review

Name	Position	Summary of attendance, statements, and duties performed in the expected role of Outside Director
Kanei Akabane	Outside Director	Attended 16 out of 16 meetings of the Board of Directors during the fiscal year under review, utilizing his extensive experience and wide-ranging knowledge primarily in the area of corporate management to contribute statements as appropriate. He fulfilled his role appropriately, such as by offering advice on how to ensure the reasonableness and properness of decision-making in relation to the business strategy of the Company and other matters.
Tetsuji Taya	Outside Director	Attended 10 out of 10 meetings of the Board of Directors held after he was appointed Outside Director on January 27, 2023, utilizing his extensive experience and wide-ranging knowledge primarily in the area of corporate management to contribute statements as appropriate. He fulfilled his role appropriately, such as by providing advice primarily in the area of finance and accounting, as well as general management.
Toru Watanabe	Standing Corporate Auditor	He attended 16 out of 16 meetings of the Board of Directors during the fiscal year under review, and attended 15 out of 15 meetings of the Board of Corporate Auditors, contributing statements primarily using the experience and global perspective he cultivated in the electronic equipment manufacturing industry that constitutes his professional background. He fulfilled his role appropriately, such as by giving his opinion in relation to the state of compliance with internal controls.
Minoru Kimura	Outside Corporate Auditor	He attended 16 out of 16 meetings of the Board of Directors during the fiscal year under review, and attended 15 out of 15 meetings of the Board of Corporate Auditors, contributing statements primarily using the extensive experience and insights he has cultivated as a certified public accountant and tax accountant. He fulfilled his role appropriately, such as by providing advice primarily in the area of finance and accounting.
Ryuichi Inagaki	Outside Corporate Auditor	He attended 15 out of 16 meetings of the Board of Directors during the fiscal year under review, and attended 15 out of 15 meetings of the Board of Corporate Auditors, contributing statements primarily using the experience he has accumulated over long years as a lawyer and his wide-ranging insights into business management. He fulfilled his role appropriately, such as by using his specialist knowledge as an attorney to make comments primarily in the areas of compliance with laws and regulations and the Articles of Incorporation, as well as business strategy.

(iii) Amount of remuneration, etc. received by officers from subsidiaries of the Company in the fiscal year under review
Not applicable.

5. Accounting Auditor

(1) Name of Accounting Auditor

Deloitte Touche Tohmatsu LLC

(2) Amount of remuneration, etc. for the Accounting Auditor in the fiscal year under review

	Amount paid
Amount of remuneration, etc. to the Accounting Auditor in the fiscal year under review	41,000 thousand yen
Total amount of money and other financial benefits that should be paid by the Company and its subsidiaries	41,000 thousand yen

(Notes) 1. Under the audit agreement between the Company and the Accounting Auditor, the amount of audit remuneration, etc. for audits performed in accordance with the Companies Act and for audits performed in accordance with the Financial Instruments and Exchange Act are not clearly demarcated, and practical terms cannot be demarcated, for which reason the amount of remuneration, etc. to the Accounting Auditor is stated as the total amount.

2. Based on the "Practical Guidelines for Coordination with Accounting Auditors" issued by the Japan Audit & Supervisory Board Members Association, the Board of Corporate Auditors checked the actual time spent auditing in comparison to the audit plan for the previous fiscal year, changes in the amount of remuneration, and the state of execution of duties by the Accounting Auditor, then considered the audit plan for the fiscal year under review and the reasonableness of the remuneration amount, before approving remuneration, etc. for the Accounting Auditor pursuant to Article 399, paragraph (1) of the Companies Act.

(3) Details of non-audit services

Not applicable.

(4) Limited liability agreements

Not applicable.

(5) Indemnity agreements

Not applicable.

(6) Policy on determining dismissal or non-reappointment of Accounting Auditor

In the event that the Accounting Auditor is perceived to fall into one of the categories set out in any of the items in Article 340, paragraph (1) of the Companies Act, the Board of Corporate Auditors shall dismiss the Accounting Auditor based on the approval of all members of the Board of Corporate Auditors. In such cases, a Corporate Auditor selected by the Board of Corporate Auditors shall make a report to the effect that the Accounting Auditor has been dismissed, and the reasons for that dismissal, at the first general meeting of shareholders convened after the dismissal.

In addition to the above, in the event that the Board of Corporate Auditors perceives that it has become difficult for the Accounting Auditor to perform its duties appropriately, or for other reasons recognizes that a change of Accounting Auditor is reasonable, it shall determine the details of a proposal for the dismissal or non-reappointment of the Accounting Auditor to be submitted to a general meeting of shareholders.

6. Company systems and policies

(1) System to ensure the appropriateness of business operations

In terms of systems to ensure the appropriateness of business operations, the company has established internal control systems in accordance with the Basic Policy on Internal Control Systems determined by the Board of Directors. A summary follows.

(i) System to ensure that execution of duties by Directors and employees conforms with laws and regulations and with the Articles of Incorporation

(a) The Company has drawn up a Management Philosophy and a Code of Conduct to ensure that execution of duties by officers and employees conforms with laws and regulations and with the Articles of Incorporation, and officers and employees are required to comply with these.

(b) By drawing up various internal regulations, including the Board of Directors Regulations, and managing them appropriately, the Company has established the internal control functions required to ensure the legal and efficient operation of the business.

(c) As the department with responsibility for supervising compliance, the Administration Division will build an appropriate system for officer and employee training.

(d) In order to ensure the appropriateness of business execution by officers and employees, the Company has established an Internal Audit Office reporting directly to the President, and internal audits are performed in accordance with the Internal Audit Regulations. The Internal Audit Office exchanges information with the Accounting Auditor as necessary, in order to implement internal audits efficiently.

(ii) System to protect and manage information for the execution of duties by Directors

(a) Information for the execution of duties by Directors, including minutes of meetings of the Board of Directors and

other important documents, is recorded on paper or electronically and stored and managed appropriately in accordance with internal regulations, such as the Document Management Regulations.

- (b) As the department responsible for managing documents the Administration Division makes documents available for inspection at any time in response to a viewing request from Directors or Corporate Auditors.
- (iii) Rules and systems for managing risk of loss
The Board of Directors of the Company has the responsibility and authority for building a risk management system and has accordingly drawn up Risk Management Regulations with the objective of preventing a variety of risks before they emerge and of minimizing damage to corporate value in the event of a crisis occurring.
- (iv) System to ensure that Directors execute their duties efficiently
 - (a) In addition to regular meetings of the Board of Directors held monthly, extraordinary meetings of the Board of Directors are held to enable agile decision-making, which together constitute a system to enable their duties to be executed appropriately.
 - (b) Executive Officers are assigned by the Board of Directors. In addition to Executive Officers considering agenda items for the Board of Directors in advance in order to contribute to decision-making by the Board of Directors, instructions and decisions made by the Board of Directors are conveyed to Executive Officers, based on policies and plans determined by the Board of Directors. The President and CEO explains the state of management to Executive Officers, and Executive Officers report the state of business execution of each department.
 - (c) For day-to-day execution of business, authority is delegated in accordance with the Regulations for the Division of Organization and Operations and other internal regulations, in order to enable the efficient execution of duties based on decisions of the Board of Directors, and operations are divided among those responsible at each level of the organization in accordance with decision-making rules.
- (v) System to ensure the appropriateness of business operations in the corporate group formed by the Company and its subsidiaries
 - (a) The Management Philosophy is shared with other companies of the Group to secure enhancements in corporate value and the appropriateness of business operations.
 - (b) The appropriateness of business operations for the Group as a whole is ensured by the use of internal audits to audit operations.
 - (c) Directors and Corporate Auditors are sent to Group companies to ensure that adequate systems for the control of subsidiaries are in place.
- (vi) Matters relating to employees assigned in response to a request from Corporate Auditors for assistance in their duties, and to the independence of said employees from Directors
 - (a) The Company shall ensure that personnel are made available as required to assist in the duties of Corporate Auditors.
 - (b) For the period during which said employees are assisting in the duties of Corporate Auditors, the right to give them orders shall be deemed to have been entrusted to the Corporate Auditors, and they shall not receive instructions from Directors. Care shall be taken to ensure that such employees are not subject to unfair personnel evaluations during such periods.
- (vii) System for Directors and employees reporting to Corporate Auditors and for other reports to auditors
In compliance with decisions of the Board of Corporate Auditors, Directors and employees shall provide necessary reports and information in accordance with requests from Corporate Auditors.
- (viii) Other systems to ensure that Corporate Auditors are able to perform audits effectively
 - (a) The Representative Director and Internal Audit Office shall undertake regular exchanges of opinions with Corporate Auditors.
 - (b) Corporate Auditors shall receive important reports through attendance at meetings of the Board of Directors.
 - (c) By receiving regular reports on the status of audits from the Accounting Auditor, the Board of Corporate Auditors shall establish an environment conducive to audits and raise the effectiveness and efficiency of audits.
- (ix) System to ensure the reliability of financial reporting
In order to ensure the reliability of financial reporting, the Company shall strengthen company-wide control activities and control activities for business processes, and build a structure to manage them.
- (x) Basic approach to measures for excluding transactions with antisocial forces and status thereof
 - (a) Basic approach to measures for excluding transactions with antisocial forces
 - a) The Company has established explicit reasons for excluding antisocial forces in its Code of Conduct, internal regulations, and other documents, and the organization is working as one, from the President and CEO down, to achieve this.
 - b) The Company rejects all relations with antisocial forces, including transactional relations. The Company also rejects any kind of improper demand from antisocial forces.
 - (b) Status of measures for excluding transactions with antisocial forces
 - a) Our attitude to antisocial forces is documented clearly in the Code of Conduct, and this shall constitute behavioral guidelines for all employees.

- b) The Administration Division has been made the department with responsibility for promoting the exclusion of antisocial forces, and a person responsible for responding to improper requests has been appointed at the head office.
- c) Checks shall be made on business partners, etc. for involvement by antisocial forces.
- d) In order to make such checks on whether antisocial forces are involved or not, measures shall be taken to gather information on antisocial forces from related external organizations and other sources.
- e) In preparation for improper requests from antisocial forces, the Company maintains close cooperative relationships with external specialist organizations such as the police, the National Center for Removal of Criminal Organizations, and lawyers.

(2) Summary of operational status of system to ensure appropriateness of business operations

The Company has established the system for ensuring the appropriateness of business operations described above, and is implementing the following specific initiatives in accordance with that basic policy.

- (i) With regard to the holding of important meetings, the Board of Directors met 16 times, ensuring the appropriateness of execution of duties by Directors, and Outside Directors with no conflicts of interest with the Company attended all meetings to further enhance the appropriateness and efficiency of execution of duties by Directors. In addition, the Board of Corporate Auditors met 15 times.
- (ii) In addition to performing audits in accordance with the audit plan determined by the Board of Corporate Auditors, Corporate Auditors exchanged opinions with the President and CEO of the Company, other Directors, the Internal Audit Office, and the Accounting Auditor, and worked together for the exchange of information, etc.
- (iii) In accordance with the internal audit activities plan, the Internal Audit Office implemented audits and internal control audits of business execution at the various departments of the Company and of the operations of its subsidiaries.

(3) Policy on determining dividends of surplus, etc.

We recognize that one of the Company's most important tasks is to pass on profits to shareholders by improving corporate value.

Our basic dividend policy going forward is to consider the stable and continuous return of profits to our shareholders, taking into account our financial position, business performance and cash flow.

Internal reserves will be used for paying down interest-bearing debts and other measures to strengthen the financial position of the Company, as well as for addressing such issues as future changes in the business environment, and for new businesses, expansion of existing businesses, and overseas expansion, and other growth investments.

To enable the flexible execution of capital policies in response to changes in the corporate environment, purchases of treasury shares will be implemented as appropriate, after taking into account financial position, share price trends, and other factors.

Our basic approach to dividends of surplus is to maintain a stable dividend while working to enhance the financial position of the Company and focusing on the trend in results, and for the 19th fiscal year the dividend will be raised by 16 yen over the previous fiscal year, to 18 yen per share.

Dividends of surplus and other matters falling into one of the categories set out in any of the items in Article 459, paragraph (1) of the Companies Act, are determined by a resolution of the Board of Directors of the Company without requiring a resolution of the general meeting of shareholders, unless otherwise provided for by laws and regulations.

(Note) Amounts as stated in this Business Report have been rounded down to the nearest unit of display, and percentages have been rounded to 2 decimal places.

Consolidated Financial Statements

Consolidated Balance Sheet (As of October 31, 2023)

(Units: thousands of yen)

Account name (Assets)	Amount	Account name (Liabilities)	Amount
Current assets	4,976,689	Current liabilities	2,061,676
Cash and deposits	2,640,389	Account payable	292,392
Account receivable - trade	2,189,331	Current portion of long-term loans payable	38,822
Other	146,967	Accounts payable - other	205,613
Noncurrent assets	2,056,041	Accrued expenses	328,194
Property, plant and equipment	614,915	Income taxes payable	559,095
Buildings	481,580	Accrued consumption taxes	505,222
Vehicles	1,977	Other	132,336
Tools, furniture and fixtures	131,357	Noncurrent liabilities	668,782
Intangible assets	772,008	Long-term loans payable	611,927
Goodwill	334,140	Deferred tax liabilities	56,855
Customer-related intangible assets	185,680	Total liabilities	2,730,458
Software	248,646	(Net assets)	
Software in progress	3,541	Shareholders' equity	4,177,967
Investments and other assets	669,117	Capital stock	668,592
Investment securities	7,400	Capital surplus	549,570
Long-term prepaid expenses	39,582	Retained earnings	3,350,123
Deferred tax assets	63,238	Treasury stock	(390,318)
Lease deposits and guarantee deposits	472,230	Accumulated other comprehensive income	28,570
Other	86,665	Foreign currency translation adjustment	28,570
		Non-controlling interests	95,734
		Total net assets	4,302,272
Total assets	7,032,730	Total liabilities and net assets	7,032,730

(Note) Amounts stated have been rounded down to the nearest thousand yen.

Consolidated Statement of Income
(From November 1, 2022 to October 31, 2023)

(Units: thousands of yen)

Account name	Amount	
Net sales		16,931,288
Cost of sales		10,593,553
Gross profit		6,337,734
Selling, general and administrative expenses		4,130,143
Operating income		2,207,590
Non-operating income		
Interest income	1,188	
Dividend income	112	
Gain on sale of investment securities	14,999	
Rental income	1,960	
Compensation income	12,587	
Subsidy income	5,006	
Surrender value of insurance policies	10,808	
Other	2,618	49,282
Non-operating expenses		
Interest expenses	8,783	
Foreign exchange losses	1,316	
Other	70	10,169
Ordinary income		2,246,703
Income before income taxes		2,246,703
Income taxes - current	607,773	
Income taxes - deferred	3,329	611,102
Profit		1,635,600
Profit attributable to non-controlling interests		14,811
Profit attributable to owners of pare		1,620,788

(Note) Amounts stated have been rounded down to the nearest thousand yen.

Consolidated Statement of Changes in Equity
(From November 1, 2022 to October 31, 2023)

(Units: thousands of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of the year	651,395	532,373	1,762,474	(390,244)	2,555,999
Changes during the year					
Issuance of new shares	17,197	17,197			34,394
Dividends of surplus			(33,140)		(33,140)
Profit attributable to owners of the parent			1,620,788		1,620,788
Purchase of treasury stock				(74)	(74)
Net changes during the year of items other than shareholders' equity					
Total changes during the year	17,197	17,197	1,587,648	(74)	1,621,968
Balance at the end of the year	668,592	549,570	3,350,123	(390,318)	4,177,967

	Accumulated other comprehensive income		Non-Controlling interests	Total equity
	Foreign currency translation adjustments	Total accumulated other comprehensive income		
Balance at the beginning of the year	27,789	27,789	94,904	2,678,693
Changes during the year				
Issuance of new shares				34,394
Dividends of surplus				(33,140)
Profit attributable to owners of the parent				1,620,788
Purchase of treasury stock				(74)
Net changes during the year of items other than shareholders' equity	780	780	829	1,610
Total changes during the year	780	780	829	1,623,578
Balance at the end of the year	28,570	28,570	95,734	4,302,272

(Note) Amounts stated have been rounded down to the nearest thousand yen.

Non-Consolidated Financial Statements

Non-Consolidated Balance Sheet (As of October 31, 2023)

(Units: thousands of yen)

Account name (Assets)	Amount	Account name (Liabilities)	Amount
Current assets	4,332,803	Current liabilities	1,931,305
Cash and deposits	2,049,969	Account payable	275,010
Account receivable - trade	2,087,236	Accounts payable - other	198,982
Prepaid expenses	138,769	Accrued expenses	290,169
Other	56,828	Income taxes payable	549,171
Noncurrent assets	2,329,233	Accrued consumption taxes	489,862
Property, plant and equipment	609,682	Contract liabilities	6,495
Buildings	480,474	Deposits received	117,949
Tools, furniture and fixtures	129,208	Other	3,663
Intangible assets	252,187	Noncurrent liabilities	500,000
Software	248,646	Long-term loans payable	500,000
Software in progress	3,541	Total liabilities	2,431,305
Investments and other assets	1,467,363	(Net assets)	
Investment securities	7,400	Shareholders' equity	4,230,732
Shares of subsidiaries and associates	680,000	Capital stock	668,592
Investments in capital of subsidiaries and associates	158,897	Capital surplus	549,570
Long-term prepaid expenses	39,364	Legal capital surplus	537,569
Deferred income taxes	62,494	Other capital surplus	12,001
Lease deposits and guarantee deposits	462,651	Retained earnings	3,402,887
Other	56,555	Other retained earnings	3,402,887
		Retained earnings brought forward	3,402,887
		Treasury stock	(390,318)
Total assets	6,662,037	Total net assets	4,230,732
		Total liabilities and net assets	6,662,037

(Note) Amounts stated have been rounded down to the nearest thousand yen.

Statement of Income
(From November 1, 2022 to October 31, 2023)

(Units: thousands of yen)

Account name	Amount	
Net sales		16,060,113
Cost of sales		9,984,250
Gross profit		6,075,863
Selling, general and administrative expenses		3,903,677
Operating income		2,172,185
Non-operating income		
Interest income	19	
Dividend income	56,002	
Gain on sales of investment securities	14,999	
Consulting fee income	15,999	
Rental income	1,414	
Compensation income	12,587	
Surrender value of insurance policies	10,595	
Other	1,409	113,028
Non-operating expenses		
Interest expenses	6,620	
Foreign exchange losses	331	
Other	8	6,960
Ordinary income		2,278,253
Income before income taxes		2,278,253
Income taxes - current	580,748	
Income taxes - deferred	4,756	585,504
Profit		1,692,748

(Note) Amounts stated have been rounded down to the nearest thousand yen.

Statement of Changes in Equity

(From November 1, 2022 to October 31, 2023)

(Units: thousands of yen)

	Shareholders' equity				
	Capital stock	Capital surplus			Retained earnings
		Legal capital surplus	Other capital surplus	Total capital surplus	Other retained earnings
					Retained earnings brought forward
Balance at the beginning of the year	651,395	520,372	12,001	532,373	1,743,279
Changes during the year					
Issuance of new shares	17,197	17,197		17,197	
Dividends of surplus					(33,140)
Profit attributable to owners of parent					1,692,748
Purchase of treasury stock					
Total changes during the year	17,197	17,197	-	17,197	1,659,608
Balance at the end of the year	668,592	537,569	12,001	549,570	3,402,887

	Shareholders' equity		Total equity
	Treasury stock	Total shareholders' equity	
Balance at the beginning of the year	(390,244)	2,536,803	2,536,803
Changes during the year			
Issuance of new shares		34,394	34,394
Dividends of surplus		(33,140)	(33,140)
Profit attributable to owners of parent		1,692,748	1,692,748
Purchase of treasury stock	(74)	(74)	(74)
Total changes during the year	(74)	1,693,928	1,693,928
Balance at the end of the year	(390,318)	4,230,732	4,230,732

(Note) Amounts stated have been rounded down to the nearest thousand yen.

Audit Report

Report of the Accounting Auditor on the Audit of the Consolidated Financial Statements

Independent Auditor's Report

December 19, 2023

Management Solutions Co., Ltd.
The Board of Directors

Deloitte Touche Tohmatsu LLC

Tokyo Office

Designated Engagement Partner	Certified Public Accountant	Hiroki Kitagata
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Designated Engagement Partner	Certified Public Accountant	Teruo Tajima
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Opinion

Pursuant to Article 444, paragraph (4) of the Companies Act, we have audited the consolidated financial statements of Management Solutions Co., Ltd. ("the Company") for the fiscal year from November 1, 2022 to October 31, 2023, namely, the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in equity, and the notes to the consolidated financial statements.

We conducted our audit of the above-mentioned consolidated financial statements in accordance with auditing standards generally accepted in Japan. In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the corporate group formed by the Company and its consolidated subsidiaries for the period covered by the consolidated financial statements.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its consolidated subsidiaries ("the Group") in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the information included in the Business Report and the supplemental schedules. Management is responsible for the other information. Corporate Auditors and the Board of Corporate Auditors are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and Corporate Auditors and the Board of Corporate Auditors for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements with the assumption of the Group's ability to continue as a going concern, and disclosing matters related to a going concern as applicable in accordance with accounting principles generally accepted in Japan.

The Board of Corporate Auditors is responsible for overseeing the Directors' performance of their duties including the design, implementation and maintenance of the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to express a qualified opinion with exceptions on the consolidated financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the consolidated financial statements are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

We communicate with Corporate Auditors and the Board of Corporate Auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Corporate Auditors and the Board of Corporate Auditors with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group that is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Independent Auditor's Report

December 20, 2023

Management Solutions co., ltd.
The Board of Directors

Deloitte Touche Tohmatsu LLC

Tokyo Office

Designated
Engagement
Partner

Certified Public
Accountant Hiroki Kitagata

Designated
Engagement
Partner

Certified Public
Accountant Teruo Tajima

Opinion

Pursuant to Article 436, paragraph (2), item i of the Companies Act, we have audited the non-consolidated financial statements of Management Solutions Co., Ltd. ("the Company") for the 19th fiscal year from November 1, 2022 to October 31, 2023, namely, the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in equity, the notes to the non-consolidated financial statements, and the supplemental schedules ("the non-consolidated financial statements, etc.>").

We conducted our audit of the above-mentioned non-consolidated financial statements, etc. in accordance with auditing standards generally accepted in Japan. In our opinion, the non-consolidated financial statements present fairly, in all material respects, the non-consolidated financial position of the Company for the period covered by the non-consolidated financial statements.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-Consolidated Financial Statements, Etc. section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the information included in the Business Report and the supplemental schedules. Management is responsible for the other information. Corporate Auditors and the Board of Corporate Auditors are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information.

Our opinion on the non-consolidated financial statements, etc. does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the non-consolidated financial statements, etc., our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the non-consolidated financial statements, etc. or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and Corporate Auditors and the Board of Corporate Auditors for the Non-Consolidated Financial Statements, Etc. Management is responsible for the preparation and fair presentation of the non-consolidated financial statements, etc. in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines necessary to enable the preparation of non-consolidated financial statements, etc. that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, etc., management is responsible for assessing whether it is appropriate to prepare the non-consolidated financial statements, etc. with the assumption of the Group's ability to continue as a going concern, and disclosing matters related to a going concern as applicable in accordance with accounting principles generally accepted in Japan.

The Board of Corporate Auditors is responsible for overseeing the Directors' performance of their duties including the design, implementation and maintenance of the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Non-Consolidated Financial Statements, Etc.

Our objectives are to obtain reasonable assurance about whether the non-consolidated financial statements, etc. as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements, etc.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design, and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the non-consolidated financial statements, etc. or, if such disclosures are inadequate, to express a qualified opinion with exceptions on the non-consolidated financial statements, etc. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the non-consolidated financial statements, etc. are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the non-consolidated financial statements, etc., including the disclosures, and whether the non-consolidated financial statements, etc. represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Corporate Auditors and the Board of Corporate Auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Corporate Auditors and the Board of Corporate Auditors with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group that is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Audit Report

This audit report was prepared by the Board of Corporate Auditors following deliberations based on the audit reports of each Corporate Auditor concerning the execution of duties by Directors during the 19th fiscal year, from November 1, 2022 to October 31, 2023, as follows.

Methods and details of audits performed by Corporate Auditors and the Board of Corporate Auditors

The Board of Corporate Auditors determines auditing policies, the division of duties and other matters, and receives reports from each Corporate Auditor on the implementation status and results of audits. In addition, the Board of Corporate Auditors received reports from Directors, etc. and the Accounting Auditor, and others concerning the execution of their duties, and requested explanations when deemed necessary.

Each Corporate Auditor complied with the auditing standards for Corporate Auditors established by the Board of Corporate Auditors, followed the auditing policies, allocation of duties, and other relevant matters, communicated with the Directors, staff in internal auditing departments and other employees, made efforts to establish the environment for collecting information and auditing, and conducted the audit by the following methods. Each Corporate Auditor participated in the meetings of the Board of Directors and other important meetings, received reports from Directors and employees regarding execution of their duties, sought explanations as necessary, examined important authorized documents and associated information, and investigated status of operations and assets at the head office and principal locations. With regard to subsidiaries, we communicated and exchanged information with Directors and Corporate Auditors of subsidiaries, and received business reports from subsidiaries as necessary.

The Board of Corporate Auditors regularly received reports from Directors, employees and others about the operation of the internal control system, which was designed in accordance with Board of Directors resolutions, pursuant to Article 100, paragraphs (1) and (3) of the Regulation for Enforcement of the Companies Act, and is essential for ensuring that the execution of duties by Directors described in the business report complies with laws and the Company's Articles of Incorporation and for otherwise ensuring the appropriateness of business operations by the corporate group formed by the Company and its subsidiaries. When deemed necessary, the Board of Corporate Auditors requested explanations and Corporate Auditors expressed their opinions.

The Board of Corporate Auditors monitored and verified whether the Accounting Auditor maintained their independence and implemented appropriate audits, received reports from the Accounting Auditor regarding the performance of their duties, and sought explanations as necessary. In addition, we received notice from the Accounting Auditor that systems for ensuring that the performance of the duties of financial auditors is being carried out correctly (matters set forth in each item of Article 131 of the Regulations on Corporate Accounting) were organized in accordance with the Quality Control Standards for Audits (Business Accounting Council) and other relevant standards, and sought explanations as necessary.

Based on the above methods, we examined the business report and the accompanying detailed statements, the non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in net assets, and notes to non-consolidated financial statements) and the accompanying supplemental schedules as well as the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of equity, and notes to consolidated financial statements) for the fiscal year under review.

Result of audits

Results of audit of the business report, etc.

The business report and the accompanying supplemental schedules fairly represent the Company's situation in accordance with laws and regulations and the Articles of Incorporation of the Company.

There was no improper behavior detected on the part of Directors in the execution of their duties and no serious violations of either applicable laws or regulations or of the Articles of Incorporation of the Company.

The details of resolutions of the Board of Directors regarding the internal control system were appropriate and adequate. Furthermore, there was nothing requiring comment in relation to the content of the business report or the execution of duties by Directors in connection with the internal control system.

Results of audit of non-consolidated financial statements and the accompanying supplemental schedules

We confirm that the auditing method and results of the Accounting Auditor, Deloitte Touche Tohmatsu LLC, are appropriate and adequate.

Results of audit of consolidated financial statements

We confirm that the auditing method and results of the Accounting Auditor, Deloitte Touche Tohmatsu LLC, are appropriate and adequate.

December 20, 2023

Board of Corporate Auditors
Management Solutions Co., Ltd.

Standing Corporate Auditor	Toru Watanabe
Outside Corporate Auditor	Minoru Kimura
Outside Corporate Auditor	Ryuichi Inagaki

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

Hitherto, the fiscal year of the Company ran from November 1 each year to October 31 of the following year, but with the objective of improving the efficiency of business execution in terms of the business management, etc. of the Group, and with an eye on the future development of the overseas business, the Company will change its fiscal year to run from January 1 to December 31, in order to bring it into line with the fiscal year-end generally used overseas. This will require amendments to articles 12, 13, 36, and 37 of the current Articles of Incorporation.

Supplemental provisions will be established as a transitional measure following the change in the fiscal year.

2. Details of the amendments

Details of the amendments are as follows.

(Underlined text indicates the amended portions.)

Current Articles of Incorporation	Proposed amendments
(Convocation)	(Convocation)
Article 12 The Company shall convene the annual general meeting of shareholders in <u>January</u> of each year, and shall convene an extraordinary general meeting of shareholders as and when required.	Article 12 The Company shall convene the annual general meeting of shareholders in <u>March</u> of each year, and shall convene an extraordinary general meeting of shareholders as and when required.
(Record date of the annual general meeting of shareholders)	(Record date of the annual general meeting of shareholders)
Article 13 The record date of voting rights for the annual general meeting of shareholders of the Company shall be <u>October 31</u> of each year.	Article 13 The record date of voting rights for the annual general meeting of shareholders of the Company shall be <u>December 31</u> of each year.
(Fiscal year)	(Fiscal year)
Article 36 The fiscal year of the Company shall be one year, from <u>November 1</u> each year to <u>October 31</u> of the following year.	Article 36 The fiscal year of the Company shall be one year, from <u>January 1</u> each year to <u>December 31</u> of the year.
(Organization for determining dividends of surplus, etc.)	(Organization for determining dividends of surplus, etc.)
Article 37	Article 37
1 (Omitted)	1 (Unchanged)
2 The Company may distribute monetary dividends of surplus to shareholders or registered pledgees of the shares entered or recorded in the shareholder register as of <u>October 31</u> or <u>April 30</u> each year.	2 The Company may distribute monetary dividends of surplus to shareholders or registered pledgees of the shares entered or recorded in the shareholder register as of <u>December 31</u> or <u>June 30</u> each year.
(New)	<u>Supplementary Provisions</u>
(New)	<u>(Transitional measures relating to the record date of the first annual general meeting of shareholders following the change in the fiscal year)</u>
(New)	<u>Article 1</u> <u>Notwithstanding the provisions of Article 13 (Record date of the annual general meeting of shareholders), the record date of voting rights for the annual general meeting of shareholders relating to the 20th fiscal year beginning on November 1, 2023 shall be December 31, 2024. Furthermore, this supplementary provision shall be deleted at the conclusion of the annual general meeting of shareholders relating to the 20th fiscal year.</u>
(New)	<u>(Transitional measures relating to the term of service of Directors following the change in the fiscal year)</u>
(New)	<u>Article 2</u> <u>Notwithstanding the provisions of Article 20 (Term of service), the term of service for Directors elected at the 19th Annual General Meeting of Shareholders held on January 30, 2024 shall continue until the conclusion of the annual general meeting of shareholders relating to the 20th fiscal year. Furthermore, this supplementary provision shall be deleted at the conclusion of the annual general meeting of shareholders relating to the 20th fiscal year.</u>

Current Articles of Incorporation	Proposed amendments
(New)	<p><u>(Transitional measures relating to the term of service of the Accounting Auditor following the change in the fiscal year)</u> <u>Article 3</u> The term of service of the Accounting Auditor deemed to have been reappointed unless otherwise resolved at the 19th Annual General Meeting of Shareholders held on January 30, 2024, shall continue until the conclusion of the annual general meeting of shareholders relating to the 20th fiscal year. Furthermore, this supplementary provision shall be deleted at the conclusion of the annual general meeting of shareholders relating to the 20th fiscal year.</p>
(New)	<p><u>(Transitional measures relating to the first fiscal year following the change in the fiscal year)</u> <u>Article 4</u> Notwithstanding the provisions of Article 36 (Fiscal year), the 20th fiscal year beginning on November 1, 2023 shall run for 14 months until December 31, 2024. Furthermore, this supplementary provision shall be deleted at the conclusion of the annual general meeting of shareholders relating to the 20th fiscal year.</p>
(New)	<p><u>(Transitional measures relating to the first record date of year-end dividends of surplus and the first interim dividend following the change in fiscal year)</u> <u>Article 5</u> Notwithstanding the provisions of Article 37 (Organization for determining dividends of surplus, etc.), for the 20th fiscal year beginning on November 1, 2023, the record date of the year-end dividend shall be December 31, 2024, and the record date for the interim dividend shall be June 30, 2024. Furthermore, this supplementary provision shall be deleted after the year-end dividend for the 20th fiscal year comes into effect.</p>
(New)	<p><u>(Transitional measures relating to the record date of year-end dividends of surplus for the final dividend before the change in fiscal year)</u> <u>Article 6</u> Notwithstanding the provisions of Article 37 (Organization for determining dividends of surplus, etc.), for the 19th fiscal year beginning on November 1, 2022, the record date of the year-end dividend shall be October 31, 2023. Furthermore, this supplementary provision shall be deleted after the year-end dividend for the 19th fiscal year comes into effect.</p>

Proposal No. 2 Election of Five (5) Directors

At the conclusion of this meeting, the terms of office of all current five (5) Directors will expire. Therefore, the Company proposes the election of five (5) Directors.

The candidates for Director are as follows:

No.	Name	Date of birth:	[Reelection]	Number of the Company's shares owned:
No. 1	Shinya Takahashi	(November 8, 1972)		1,756,250 shares
[Career summary, position in the Company, responsibilities and significant concurrent positions outside the Company]		[Reasons for nomination as candidate for Director]		
Sep. 1996	Joined Andersen Consulting (currently Accenture)	<p>President and CEO Shinya Takahashi established the Company in 2005, and has been the driver of the growth and development of the Group.</p> <p>The Company requests his reelection as Director to enable him to leverage his extensive operational experience and his general management insights into the Group, which he has hitherto used to guide the organization, to achieve the further growth and expansion of the Company.</p>		
Sep. 1999	Joined Ernst and Young Consulting (currently QUNIE)			
May 2003	Joined Sony Global Solutions			
Oct. 2004	Joined Capgemini Japan (currently QUNIE)			
Jul. 2005	Founded MSOL, appointed President			
Nov. 2012	Appointed President and CEO of MSOL (to present)			
Nov. 2013	Appointed Director of MSOL Inc.			
Nov. 2015	Appointed Director of MSOL-TW			
Nov. 2015	Appointed Director of PROEVER			
Nov. 2018	Appointed Director of Management Solutions (Shanghai) Co., Ltd. (to present)			
Feb. 2022	Appointed Director of MSOL Inc. (to present)			
No. 2	Kunimasa Tamai	(May 5, 1966)		1,000 shares
[Career summary, position in the Company, responsibilities and significant concurrent positions outside the Company]		[Reasons for nomination as candidate for Director]		
Apr. 1990	Joined Sumitomo Bank (currently Sumitomo Mitsui Bank)	<p>Chief Financial Officer Kunimasa Tamai has successfully achieved further enhancements to corporate governance, mainly from the management and financial perspectives.</p> <p>The Company requests his reelection as Director to enable him to leverage his extensive experience and deep insights into business management to achieve the further growth and expansion of the Company.</p>		
Jan. 2000	Joined Konami Computer Entertainment Tokyo (currently Konami Group)			
Jul. 2002	Joined Kyodo Public Relations			
Aug. 2004	Appointed Director and CFO of Golf Digest Online			
Apr. 2009	Appointed Director and CFO of A-Care Systems			
Nov. 2010	Appointed Director and CFO of Experian Japan (concurrent post) due to the sale of A-Care Systems			
Aug. 2011	Appointed Director and CFO of Commerce 21			
May 2013	Appointed President and CEO of Commerce 21			
Jun. 2018	Appointed Operating Officer and CFO of Informatix			
Jan. 2019	Appointed Senior Operating Officer and CFO of Informatix			
Jan. 2020	Appointed Outside Director of MSOL			
Jan. 2023	Appointed CFO of MSOL (to present)			
Oct. 2023	Appointed Director, TETRA communications Inc. (to present)			
[Person responsible at the Company]				
Corporate planning, accounting, finance, legal affairs, general administration, labor, IT				

No.	Name	Date of birth:	[Reelection]	Number of the Company's shares owned:
No. 3	Akira Kaneko	(October 5, 1977)		139,000 shares
[Career summary, position in the Company, responsibilities and significant concurrent positions outside the Company]		[Reasons for nomination as candidate for Director]		
Apr. 2000	Joined FCC Systems (currently Fujitsu)	<p>Director Akira Kaneko has been involved in project management operations and the overseas business since he joined the Company, and was appointed Director in 2023. He has extensive operational experience and wide-ranging knowledge of business operations within the organization, and the Company therefore requests his reelection as Director.</p>		
Sep. 2007	Joined MSOL			
Nov. 2014	Appointed Operating Officer of MSOL			
Nov. 2018	Appointed Director of MSOL-TW			
Apr. 2019	Appointed Director of Management Solutions (Shanghai) Co., Ltd.			
Jan. 2023	Appointed Director of MSOL (to present)			
Feb. 2023	Appointed Director, Management Solutions (Shanghai) Co., Ltd. (to present)			
[Person responsible at the Company]				
PM business, PROEVER business, sales, training				
No. 4	Kanei Akabane	Date of birth: (May 6, 1951)	[Reelection] [Outside] [Independent]	Number of the Company's shares owned: 68,400 shares
[Career summary, position in the Company, responsibilities and significant concurrent positions outside the Company]		[Reasons for nomination as candidate for Outside Director and the expected roles]		
Apr. 1970	Joined Mitsubishi Bank (currently MUFG Bank)	<p>The Company requests the reelection of Kanei Akabane as Outside Director so that his extensive experience and deep insights as a manager are reflected in the management of the Company. After his appointment, he is expected to assist to the decision-making of the Board of Directors of the Company based on his abundant experience and deep insight, as well as contributing through appropriate advice and comments made mainly in relation to strengthening corporate governance and enhancing corporate value.</p>		
Jun. 2003	Appointed Managing Director of Tokyo Mitsubishi Information Technology (currently Mitsubishi UFJ Info Tech)			
Jun. 2004	Appointed Managing Director of Diamond Computer Service (currently Mitsubishi Research Institute DCS)			
Aug. 2006	Appointed Senior Managing Director of Mitsubishi Research Institute DCS			
Oct. 2007	Appointed Executive Vice-President of Mitsubishi Research Institute DCS			
Oct. 2009	Appointed Representative Director and Executive Vice-President of Mitsubishi Research Institute DCS			
Jun. 2011	Appointed Director of Minori Solutions (currently SCSK Minori Solutions)			
May 2016	Founded Cain, appointed Representative Director (to present)			
Jul. 2016	Appointed Chair of ISS (to present)			
Sep. 2016	Appointed Outside Director of MSOL (to present)			

No. 5	Tetsuji Taya	Date of birth: (December 14, 1963)	[Reelection] [Outside] [Independent]	Number of the Company's shares owned: 0 shares
[Career summary, position in the Company, responsibilities and significant concurrent positions outside the Company]			[Reasons for nomination as candidate for Outside Director and the expected roles]	
Apr. 1987	Joined Fuji Bank (currently Mizuho Bank)		<div style="border: 1px solid black; padding: 5px;"> <p>The Company requests the reelection of Tetsuji Taya so that the deep insights and wide-ranging knowledge of corporate management that he has cultivated during his career as a manager can be reflected in the management of the Company. After his election, he is expected to make a contribution based on his experience in and knowledge of growth strategy, business promotion, and finance.</p> </div>	
Jun. 1998	Joined Merrill Lynch Securities (currently BofA Securities)			
Apr. 2003	Appointed Managing Director of the Industrial Revitalization Corporation of Japan			
Apr. 2007	Founded Industrial Growth Platform, Inc., appointed Director			
Jun. 2010	Appointed Outside Director of Leoplace21			
Dec. 2019	Appointed Representative Director and CFO of Industrial Growth Platform, Inc.			
Oct. 2021	Founded White Wood, appointed Representative Director (to present)			
Aug. 2022	Appointed Outside Director of T.O. Holdings (to present)			
Sep. 2022	Appointed Auditor of WELCOME (to present)			
Jan. 2023	Appointed Outside Director of MSOL (to present)			

- (Notes)
1. There are no conflicts of interest between any of the candidates and the Company.
 2. Kanei Akabane and Tetsuji Taya are candidates for Outside Director.
 3. Kanei Akabane is currently an Outside Director of the Company, and at the close of this General Meeting of Shareholders his term of service will be seven years and four months.
 4. Tetsuji Taya is currently an Outside Director of the Company, and at the close of this General Meeting of Shareholders his term of service will be one year.
 5. The Company has entered into agreements with Kanei Akabane and Tetsuji Taya to limit their liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, paragraph (1) of the Act, with liability under this agreement limited to the minimum amount stipulated in Article 425, paragraph (1) of the Act. In event that the reelection of Kanei Akabane and Tetsuji Taya is approved, the Company plans to continue the above-mentioned limited liability agreement with them.
 6. The Company has notified the Tokyo Stock Exchange that Kanei Akabane and Tetsuji Taya are Independent Officers based on the Tokyo Stock Exchange's regulations. In event that the reelection of Kanei Akabane and Tetsuji Taya is approved, the Company plans to continue their status as Independent Officers.
 7. The Company has entered into indemnity agreement with Directors as set out in Article 430-2, paragraph (1) of the Companies Act. Under these indemnity agreements, the Company indemnifies them for expenses set out in item (i) of said paragraph, and losses set out in item (ii) of said paragraph to the extent permitted by laws and regulations. In the event that the Directors are be elected, the Company intends to continue the above-mentioned agreements with each individual.
 8. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act, whereby the insured, including Directors of the Company, will be compensated for losses related to responsibility assumed in the execution of their duties, or claims associated with the pursuit of such responsibility. In the event that the candidates are appointed as Directors, they will become insured under this insurance policy. When the insurance policy next comes up for renewal, the Company intends to renew it on the same terms.

[Reference] Skills Matrix

This shows the composition of the expertise and experience that will be possessed by Officers, etc. in the event that Proposal No. 2 is approved.

Name Role (*indicates Independent Officers)	Corporate management	Global experience	Legal affairs	HR/Labor	Financial affairs/ Accounting/ M&A	DX/IT/ Digital	ESG/ Sustainability
Shinya Takahashi Chairman of the Board	●	●				●	●
Akira Kaneko President and CEO	●	●		●		●	
Kunimasa Tamai Executive Director	●		●	●	●	●	
Kanei Akabane Outside Director *	●			●	●	●	
Tetsuji Taya Outside Director *	●	●	●		●		
Toru Watanabe Standing Corporate Auditor	●	●			●	●	●
Minoru Kimura Outside Corporate Auditor*	●				●		
Ryuichi Inagaki Outside Corporate Auditor*			●			●	

Map showing location of the venue for general meeting of shareholders

Date and Time

January 30, 2024 (Tuesday)
10:00 a.m.
(reception opens at 9:30 a.m.)

Venue

Conference Room 7, 4F,
Tokyo Midtown Tower
9-7-1 Akasaka, Minato-ku, Tokyo

- No parking lot is provided,
so shareholders are requested not
to travel to the venue by car.



Directions by public transport

Roppongi Station, Toei Ōedo Line
Directly connected to Exit 8
(underground)

Roppongi Station, Tokyo Metro Hibiya Line
Directly connected to Exit 8
(underground) via underground
passageway from Exit 4a
Directly connected to Exit 8
(underground)

Nogizaka Station, Tokyo Metro Chiyoda Line
3 minutes' walk from Exit 3

Roppongi-itchōme Station, Tokyo Metro Namboku Line
10 minutes' walk from Exit 1

