Consolidated Financial Results for the Fiscal Year Ended December 31, 2023 (Under IFRS)



February 19, 2024

Company name: OUTSOURCING Inc. Listing: Tokyo Stock Exchange

Securities code: URL: https://www.outsourcing.co.jp/en/

Representative: Haruhiko Doi, Representative Executive Officer, Chairman and CEO

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Scheduled date of annual general meeting of shareholders: March 29, 2024 March 29, 2024 Scheduled date to file annual securities report:

Scheduled date for dividend payment:

Preparation of supplementary material on the financial results: Yes Holding of financial results briefing: None

(Yen amounts are rounded off to millions, unless otherwise noted.)

1. Consolidated Financial Results for the Fiscal Year Ended December 31, 2023 (From January 1, 2023 to December 31, 2023)

(1) Consolidated Operating Results

(Percentages indicate year-on-year changes.)

| | Revenu | ie | Operating P | rofit | Profit befo | re Tax | Profit | į | Profit Attribut Owners of I | | Tota Compreh Incor | ensive |
|-------------------|-------------|------|-------------|--------|-------------|--------|-------------|--------|--------------------------------|--------|--------------------------|--------|
| Fiscal year ended | Million yen | % | Million yen | % | Million yen | % | Million yen | % | Million yen | % | Million yen | % |
| December 31, 2023 | 749,608 | 8.6 | 16,476 | (27.6) | 13,607 | (23.5) | 4,997 | (52.9) | 5,162 | (51.6) | 17,336 | (0.9) |
| December 31, 2022 | 690,430 | 21.3 | 22,750 | 9.3 | 17,793 | 106.1 | 10,607 | _ | 10,654 | _ | 17,496 | _ |

| | Basic Earnings per Share | Diluted Earnings per Share | Return on Equity | Ratio of Profit before Tax to Total Assets | Ratio of Operating Profit to Revenue |
|-------------------|-----------------------------|-------------------------------|------------------|---|--------------------------------------|
| Fiscal year ended | Yen | Yen | % | % | % |
| December 31, 2023 | 40.97 | 40.97 | 6.3 | 3.3 | 2.2 |
| December 31, 2022 | 84.61 | 84.61 | 15.7 | 4.7 | 3.3 |

(Reference Share of profit or loss of investments accounted for using equity method

As of December 31, 2023: 224 million yen

As of December 31, 2022: 102 million yen

- (Note) 1. Since the provisional accounting treatments related to business combinations were finalized in the first and second quarters of the fiscal year ended December 31, 2023, the consolidated financial statements for the fiscal year ended December 31, 2022, were retrospectively adjusted.
 - 2. Due to retroactive adjustments made with the adoption of IAS 12 "Income Taxes" (amended May 2021), year-on year comparison in ratio of profit, profit attributable to owners of parent, and total comprehensive income for the fiscal year ended December 31, 2022, is not available.

(2) Consolidated Financial Position

| | Total Assets | Total Equity | Equity Attributable to Owners of Parent | Ratio of Equity Attributable to Owners of Parent to Total Assets | Equity Attributable to Owners of Parent per Share |
|-------------------|--------------|--------------|--|--|---|
| As of | Million yen | Million yen | Million yen | % | Yen |
| December 31, 2023 | 423,794 | 92,751 | 89,775 | 21.2 | 712.48 |
| December 31, 2022 | 401,898 | 79,161 | 75,394 | 18.8 | 598.70 |

(Note) Since the provisional accounting treatments related to business combinations were finalized in the first and second quarters of the fiscal year ended December 31, 2023, the consolidated financial statements for the fiscal year ended December 31, 2022, were retrospectively adjusted.

(3) Consolidated Cash Flows

| | Cash Flows from Operating Activities | Cash Flows from Investing Activities | Cash Flows from Financing Activities | Cash and Cash Equivalents at the End of the Year |
|-------------------|---|---|--------------------------------------|---|
| As of | Million yen | Million yen | Million yen | Million yen |
| December 31, 2023 | 31,166 | (6,864) | (26,359) | 54,469 |
| December 31, 2022 | 26,758 | (17,540) | (5,971) | 53,324 |

2. Cash Dividends

| | | Annual | Dividends pe | r Share | | | | Ratio of |
|---|--------------------------|---------------------------|--------------------------|--------------------|-------|------------------------------------|--------------------------------|---|
| | First Quarter- end | Second Quarter- end | Third Quarter- end | Fiscal Year-end | Total | Total Cash Dividends (Total) | Payout Ratio (Consolidated) | Dividends to Equity Attributable to Owners of Parent (Consolidated) |
| | Yen | Yen | Yen | Yen | Yen | Million yen | % | % |
| Fiscal year ended December 31, 2022 | _ | 0.00 | _ | 25.00 | 25.00 | 3,148 | 28.7 | 4.6 |
| Fiscal year ended December 31, 2023 | 1 | 0.00 | _ | 0.00 | 0.00 | _ | - | _ |
| Fiscal year ending December 31, 2024 (Forecast) | | _ | | | - | | _ | |

3. Forecast of Consolidated Financial Results for the Fiscal Year Ending December 31, 2024 (From January 1, 2024 to December 31, 2024)

In accordance with the announcement released on December 8, 2023, titled "Notice Regarding Opinion in Favor of Planned Management Buyout and Recommendation to Tender Shares," which also includes the announcement "Notice Regarding Progress Towards Execution of Tender Offer by K.K. BCJ-78 for the Stock of OUTSOURCING Inc. (Securities Code 2427)" released on January 31, 2024, the common shares of the Company (the "Company's Shares") will be delisted once a tender offer (the "Tender Offer") is conducted by K.K. BCJ-78 (the "Tender Offeror") and certain subsequent procedures are successfully completed. Therefore, the Company has not disclosed an outlook for the fiscal year ending December 31, 2024.

(Notes)

- (1) Changes in significant subsidiaries during the fiscal year (changes in specified subsidiaries resulting in the change in scope of consolidation): None
- (2) Changes in accounting policies and accounting estimates

(a) Changes in accounting policies as required by IFRS: Yes (b) Changes in accounting policies due to other reasons: None

(c) Changes in accounting estimates:

(3) Number of issued shares (ordinary shares)

(a) Number of issued shares at the end of the year (including treasury shares)

(b) Number of treasury shares at the end of the year

(c) Average number of shares outstanding during the year

| As of December 31, 2023 | 126,026,200 | As of December 31, 2022 | 125,951,200 |
|--|-------------|--|-------------|
| As of December 31, 2023 | 23,592 | As of December 31, 2022 | 23,490 |
| Fiscal year ended December 31, 2023 | 125,977,813 | Fiscal year ended December 31, 2022 | 125,920,146 |

None

[Reference] Overview of Non-consolidated Financial Results Non-consolidated Financial Results for the Fiscal Year Ended December 31, 2023 (From January 1, 2023 to December 31, 2023)

(1) Non-consolidated Operating Results

(Percentages indicate year-on-year changes.)

| | Revenue | | Operating Profit | | Ordinary Profit | | Profit | |
|-------------------|-------------|------|------------------|---|-----------------|------|-------------|------|
| Fiscal year ended | Million yen | % | Million yen | % | Million yen | % | Million yen | % |
| December 31, 2023 | 82,923 | 33.5 | (1,774) | _ | 5,312 | 33.7 | 4,799 | 19.9 |
| December 31, 2022 | 62,100 | 28.1 | (1,560) | _ | 3,972 | 14.4 | 4,002 | 41.8 |

| | Basic Earnings per Share | Diluted Earnings per Share |
|-------------------|-----------------------------|-------------------------------|
| Fiscal year ended | Yen | Yen |
| December 31, 2023 | 38.09 | _ |
| December 31, 2022 | 31.78 | _ |

(2) Non-consolidated Financial Position

| 2) Tren temperatural temperatura temperatura temperatura temperatura temperatura temperatura temperatura temp | | | | | | | |
|--|--------------|-------------|--------------|----------------------|--|--|--|
| | Total Assets | Net Assets | Equity Ratio | Net Assets per Share | | | |
| As of | Million yen | Million yen | % | Yen | | | |
| December 31, 2023 | 204,988 | 60,063 | 29.3 | 476.68 | | | |
| December 31, 2022 | 204,008 | 58,066 | 28.5 | 461.10 | | | |

(Reference) Equity

As of December 31, 2023: 60,063 million yen As of December 31, 2022: 58,066 million yen

(Reasons for differences in non-consolidated results from the results of the previous fiscal year)

In the fiscal year ended December 2023, there was a continued recovery trend in production among large manufacturers, which are the Company's major customers, leading to an increase in revenue year-on-year. On the other hand, due to expenses related to group restructuring and investigation costs for the employment adjustment subsidy case, operating profit decreased; however, ordinary profit increased year-on-year.

(Notes)

- * Financial results reports are exempt from audits conducted by certified public accountants or an auditing firm.
- * Statement regarding the proper use of financial forecasts and other special remarks: (Cautions concerning forward-looking statements)

In accordance with the announcement released on December 8, 2023, titled "Notice Regarding Opinion in Favor of Planned Management Buyout and Recommendation to Tender Shares," which also includes the announcement "Notice Regarding Progress Towards Execution of Tender Offer by K.K. BCJ-78 for the Stock of OUTSOURCING Inc. (Securities Code 2427)" released on January 31, 2024, the common shares of the Company (the "Company's Shares") will be delisted once a tender offer (the "Tender Offer") is conducted by K.K. BCJ-78 (the "Tender Offeror") and certain subsequent procedures are successfully completed. Therefore, the Company has not disclosed an outlook for the fiscal year ending December 31, 2024.

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1. OVERVIEW OF FINANCIAL RESULTS

(1) Overview of Consolidated Operating Results

The business environment continued to be slow for the fiscal year ended December 31, 2023 (the "current fiscal year"), under the following circumstances: inflation remained higher than the pre-COVID levels despite a slow-down after peaking out in the latter half of 2022; and myriad events with significant repercussions on international affairs continued as geopolitical risks increased due to the lingering Ukraine crisis and escalation in the Middle East conflict, and also raw material and fuel prices rose globally.

In Japan, the electric equipment industry saw a downturn in production activities due to high raw material and fuel prices, export controls on semiconductor manufacturing equipment and others, and inventory adjustment. On the other hand, the Company saw some political tailwinds, such as ease on COVID-19 countermeasures. Further, major transportation equipment manufacturers, representing the Company's main customers, were getting their production back on track thanks to the ease of semiconductor shortage. Meanwhile, companies in a wide range of industries, including the information technology (IT) sector, continued to show a strong need for hiring engineers on the back of the tight labor market.

In response to such business environment in Japan, the OUTSOURCING Group (the "Group") pursued to reinforce the growth domain by smoothing out earnings. In the manufacturing field, production activities started to improve as the long-dragging issue of semiconductor shortage eased. In the administrative work outsourcing business for technical intern trainees, thanks to positive feedback from customers for the Group's efficient and appropriate management service, the number of foreign workers under management marked 22,215 as of December 31, 2023, continuing to represent the top share in Japan. The Group also tackled on the issue of debt bondage to make the overall foreign workforce market much healthier. Debt bondage exists when laborers (sometimes with their families) are forced to work outside of their home countries in order to pay off their own debts or those they have inherited.

In the engineering field, in response to the heightened demand for engineers, the Group developed a business scheme utilizing KEN School, one of the Group companies specialized in offering training services. KEN School provides training to people with little experience to enable them to work not only in the engineering field but also in various industries, including IT, construction, and pharmaceuticals. By keeping recruitment costs at a low level while increasing the number of hires through this scheme, the Group has successfully grown the business. Furthermore, in April 2023, approximately 1,800 new graduates joined the Company (or some 2,300 on a consolidated basis), making it one of the leading companies in Japan in hiring new graduates. This clearly demonstrates not only the high recruiting capability but also the Group's excellence in marketing to find a new workplace suitable for people with little experience, on-boarding training for people, and the ability to build a trusted relationship with client companies. Besides the manufacturing field, which is more susceptible to macroeconomic dynamics, the Group aimed to expand businesses less affected by economic fluctuation. In particular, the U.S. military facilities business continued to see steady growth in demand for renovation and maintenance services for buildings and facilities. However, a longer procurement lead time and escalating material prices weighed on the business growth during the current fiscal year.

Looking at the market overseas, uncertainty enlarged as the economic growth was sluggish and financial risks heightened amid persistent high inflation after peaking out in the latter half of 2022.

Under such business environment, the Group continued to make an all-out effort to reinforce the growth domain by smoothing out earnings for its overseas businesses. Specifically, in addition to expanding outsourcing businesses in the public sector, including government projects, less susceptible to economic fluctuations, the Group offered engineering outsourcing services where persistent demands were seen. Also, the Group rolled out a scheme to mobilize human resources at a global level from countries that have plenty of workforce to those that face labor shortages. Owing to the Group's diversified business and geographic portfolios, revenue increased in the current fiscal year, not just in the engineering business but also in the manufacturing and service businesses.

As a result, the Group recorded revenue of 749,608 million yen on a consolidated basis for the fiscal year ended December 31, 2023, up 8.6% year-on-year, exceeding its record high. Operating profit marked 16,476 million yen, down 27.6% year-on-year, profit before tax of 13,607 million yen, down 23.5% year-on-year, and profit attributable to owners of parent of 5,162 million yen, down 51.6% year-on-year.

The Group places a high value on sustainable growth. As for the sustainability policy of the Group to promote Sustainable Development Goals ("SDGs") management, the Group is committed to corporate activities that will create job opportunities and education opportunities for many people around the world, through which the Group will seek to tackle society's challenges, develop businesses, and contribute to the benefit of stakeholders in a sustainable manner. The Group continues to pursue the goal of creating a system under which its business activities

will widely benefit society.

Segment results are provided below. The Group has five reportable segments, namely "Domestic Engineering Outsourcing Business," "Domestic Manufacturing Outsourcing Business," "Domestic Service Operations Outsourcing Business," "Overseas Engineering Outsourcing Business," and "Overseas Manufacturing and Service Operations Outsourcing Business." Revenue for all five reportable segments successfully rose to a record high in the current fiscal year.

[Domestic Engineering Outsourcing Business]

In the Domestic Engineering Outsourcing Business, despite an increase in recruitment costs due to intensified competition for personnel and goodwill impairment loss of 354 million yen, the revenue and profit increased, against the backdrop of strong demand for engineers. The Group continued to constrain recruitment costs by leveraging KEN School, which provides training to people with little experience for dispatching purposes. Although companies across various industries restarted recruiting activities and hiring became more competitive, the number of worksite employees totaled 25,861, up 1,148 from a year earlier, as of December 31, 2023, marking one of the highest in the industry despite the Group being a latecomer. Mainstay fields also continued to grow, such as IT, construction, and pharmaceutical industries, positioned to make the business less vulnerable to economic fluctuations in the manufacturing industry.

Based on the above, segment revenue and operating profit for the Domestic Engineering Outsourcing Business during the current fiscal year were 162,459 million yen, up 8.6% year-on-year, and 11,018 million yen, up 8.7% year-on-year, respectively.

[Domestic Manufacturing Outsourcing Business]

In the Domestic Manufacturing Outsourcing Business, while there was a recovery in auto industry production, the production activities among electric equipment manufacturers including semiconductor manufacturing equipment manufacturers was sluggish. As a result, there was a 0.8% increase in revenue year-on-year. However, segment profit declined due to additional costs relating to the Group reorganization and goodwill impairment loss of 4,080 million yen and other costs incurred because of stagnated demand, etc. arising from the inventory adjustment process of semiconductors. The number of worksite employees at the fiscal year-end was 24,694, down 1,835 year-on-year. In the administrative work outsourcing business, the demand for recruiting technical intern trainees continued to be robust among manufacturers. Thanks to positive feedback from customers for the Group's efficient and appropriate management service, the number of foreign workers under management marked 22,215 as of December 31, 2023, leading the Japanese market.

Based on the above, segment revenue and operating profit for the Domestic Manufacturing Outsourcing Business during the current fiscal year were 123,389 million yen, up 0.8% year-on-year, and 4,485 million yen, down 35.3% year-on-year, respectively.

[Domestic Service Operations Outsourcing Business]

The Domestic Service Operations Outsourcing Business mainly provides services to U.S. military facilities, which are less susceptible to macroeconomic dynamics, unlike businesses in the manufacturing field. Although the demand for renovation and maintenance services for U.S. military buildings and facilities remained high, a procurement lead time for construction materials, particularly those imported by sea freight, continued to become longer. Also, costs increased due to a surge in construction material prices and marine transport costs. As a result, the business saw an increase in revenue but a decrease in profit. However, the U.S. military facilities business's order backlog is increasing, and the Group believes the business profitability over the medium- to long-term is not impaired.

Based on the above, segment revenue and operating profit for the Domestic Service Operations Outsourcing Business during the current fiscal year were 33,553 million yen, up 9.8% year-on-year, and 2,762 million yen, down 13.4% year-on-year, respectively.

[Overseas Engineering Outsourcing Business]

The Overseas Engineering Outsourcing Business recorded an increase in revenue and decrease in profit year-onyear. In the UK, the profitable public debt collection business continued to show a recovery and improved its collection efficiency. Whereas in Ireland, an economic uncertainty, including the layoff at a major global IT company, partly affected the recruiting and placing business. Despite increased costs due to inflation-related factors such as labor expenses, the dispatching business steadily progressed in a stable manner.

Based on the above, revenue and operating profit for the Overseas Engineering Outsourcing Business during the current fiscal year were 174,873 million yen, up 5.7% year-on-year, and 7,900 million yen, down 1.1% year-on-year, respectively.

[Overseas Manufacturing and Service Operations Outsourcing Business]

The Overseas Manufacturing and Service Operations Outsourcing Business marked a double-digit growth in revenue year-on-year thanks to the reinforcement of the strong e-commerce related business centered around major supermarkets in Netherlands as well as the logistics-related business, an increase in dispatch unit prices, and a strong demand in the aviation industry in Germany.

On the other hand, on the profit side, uncertainties about the future of the economy in Europe and the United States led to a goodwill impairment loss of 4,617 million yen. Additionally, increased expenses due to inflation-related factors such as labor costs and dispute-related expenses in the Company's subsidiary in South America contributed to a decline in profit, similar to the Overseas Engineering Outsourcing Business.

Based on the above, revenue and operating profit for the Overseas Manufacturing and Service Operations Outsourcing Business were 255,272 million yen, up 14.9% year-on-year, and 2,106 million yen, down 53.9% year-on-year, respectively.

[Other Business]

Included in Other Business are shared services of administrative work and sign language classes provided by disabled employees who work for the Company's special subsidiary company, which performed as planned during the current fiscal year. However, on the profit side, increased wages led to a decrease in profit.

Based on the above, segment revenue during the current fiscal year marked 62 million yen, up 1.3% year-on-year, and operating profit posted 226 million yen, down 29.0% year-on-year.

(2) Overview of Consolidated Financial Position

Total current assets as of December 31, 2023, were 206,576 million yen, an increase of 11,249 million yen from a year earlier. This was primarily attributed to an increase in cash and cash equivalents, trade and other receivables, and inventories. Total non-current assets were 217,218 million yen, an increase of 10,647 million yen year-on-year, mainly due to an increase in right-of-use assets and goodwill, offset by a decrease in intangible assets. As a result, total assets as of December 31, 2023, were 423,794 million yen, up 21,896 million yen year-on-year.

Total current liabilities as of December 31, 2023, were 204,516 million yen, an increase of 20,063 million yen from December 31, 2022. This was primarily attributed to an increase in trade and other payables as well as bonds and borrowings. Total non-current liabilities were 126,527 million yen, down 11,757 million yen from a year earlier. This was mainly due to a decrease in bonds and borrowings, offset by an increase in lease liabilities.

The Group violated covenants on the representations and warranties as well as the borrower's obligations of certain syndicated loan agreements with its main financial institutions due to the fact that inappropriate financial reporting was conducted in previous years, identified on October 31, 2023. In addition, some of the syndicated loan agreements the Company entered into with financial institutions contained covenants pertaining to the deadline for submission of quarterly financial results. The deadline extension for submission of the financial results for the six months ended June 30, 2023, violated such covenants. Therefore, the associated borrowings of 2,889 million yen were reclassified from non-current liabilities to current liabilities. There was no violation of any of the financial covenants as of December 31, 2023.

Equity as of December 31, 2023, was 92,751 million yen, an increase of 13,590 million yen from December 31, 2022. The increase is mainly due to recording profit and exchange differences.

(3) Overview of Consolidated Cash Flows

As of December 31, 2023, cash and cash equivalents (or "cash") were 54,469 million yen, up 1,145 million yen or 2.1% from December 31, 2022.

(Cash flows from operating activities)

Net cash provided by operating activities was 31,166 million yen. This is mainly attributable to cash inflows due to profit before tax of 13,607 million yen and depreciation and amortization of 20,162 million yen, offset by the payment of income taxes of 9,487 million yen.

(Cash flows from investing activities)

Net cash used in investing activities was 6,864 million yen, mainly due to the following: purchase of property,

plant and equipment of 4,068 million yen, purchase of intangible assets of 1,297 million yen, and payments of leasehold and guarantee deposits of 1,343 million yen.

(Cash flows from financing activities)

Net cash used in financing activities was 26,359 million yen during the current fiscal year. This is primarily due to repayments of long-term borrowings of 29,427 million yen and repayments of lease liabilities of 10,650 million yen, offset by proceeds from long-term borrowings of 14,281 million yen.

(4) Outlook for the Fiscal Year Ending December 31, 2024

In accordance with the announcement released on December 8, 2023, titled "Notice Regarding Opinion in Favor of Planned Management Buyout and Recommendation to Tender Shares," which also includes the announcement "Notice Regarding Progress Towards Execution of Tender Offer by K.K. BCJ-78 for the Stock of OUTSOURCING Inc. (Securities Code 2427)" released on January 31, 2024, the Company's Shares will be delisted once the Tender Offer is conducted by the Tender Offeror and certain subsequent procedures are successfully completed. Therefore, the Company has not disclosed an outlook for the fiscal year ending December 31, 2024.

(5) Basic Policy Regarding Distribution of Profits and Dividends Applicable to the Fiscal Year Ended December 31, 2023 and the Fiscal Year Ending December 31, 2024

As an announcement is released on December 8, 2023, titled "Notice Regarding Dividends from Surplus (Cancellation of Dividend) and Abolition of the Shareholder Benefit Program," the Tender Offer price in the Tender Offer is comprehensively determined and decided on an assumption that no year-end dividend for the record date of December 31, 2023, is to be distributed according to the Tender Offeror. Therefore, the Board of Directors of the Company resolved at its meeting held on December 8, 2023, not to distribute any dividend from surplus for the record date of December 31, 2023, and to abolish the Shareholder Benefit Program.

2. BASIC VIEWS ON THE SELECTION OF ACCOUNTING STANDARDS

The Group voluntarily adopts International Financial Reporting Standards (IFRS) to enhance the international comparability of financial statements in the capital markets and to improve business operations by unifying accounting standards within the Group.

3. CONSOLIDATED FINANCIAL STATEMENTS AND RELATED NOTES

(1) Consolidated Statement of Financial Position

| | | (Million yen) |
|---|-------------------------|-------------------------|
| | As of December 31, 2022 | As of December 31, 2023 |
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | 53,324 | 54,469 |
| Trade and other receivables | 104,704 | 111,859 |
| Inventories | 2,205 | 3,259 |
| Other financial assets | 16,805 | 16,207 |
| Other current assets | 18,289 | 20,781 |
| Total current assets | 195,327 | 206,576 |
| Non-current assets | | |
| Property, plant and equipment | 12,475 | 14,156 |
| Right-of-use assets | 27,753 | 40,922 |
| Goodwill | 92,238 | 92,983 |
| Intangible assets | 42,482 | 38,131 |
| Investments accounted for using equity method | 322 | 552 |
| Other financial assets | 23,687 | 24,101 |
| Other non-current assets | 650 | 576 |
| Deferred tax assets | 6,965 | 5,798 |
| Total non-current assets | 206,571 | 217,218 |
| Total assets | 401,898 | 423,794 |

| as of December 31, 2022 As of December 3 | , 2023 |
|--|--------|
| s of December 31, 2022 As of December 31, 2022 | oer 31 |

| | • | , |
|---|----------|----------|
| Liabilities and equity | | |
| Liabilities | | |
| Current liabilities | | |
| Trade and other payables | 75,365 | 84,305 |
| Bonds and borrowings | 43,343 | 54,529 |
| Lease liabilities | 24,088 | 27,057 |
| Other financial liabilities | 1,111 | 910 |
| Income taxes payable | 2,594 | 2,321 |
| Other current liabilities | 37,951_ | 35,395 |
| Total current liabilities | 184,453 | 204,516 |
| Non-current liabilities | | |
| Bonds and borrowings | 87,255 | 67,097 |
| Lease liabilities | 34,150 | 43,919 |
| Other financial liabilities | 877 | 182 |
| Retirement benefit liability | 2,269 | 3,010 |
| Provisions | 1,335 | 1,192 |
| Other non-current liabilities | 748 | 562 |
| Deferred tax liabilities | 11,651 | 10,565 |
| Total non-current liabilities | 138,284 | 126,527 |
| Total liabilities | 322,737 | 331,043 |
| Equity | | |
| Share capital | 25,245 | 25,293 |
| Capital surplus | 26,678 | 26,727 |
| Treasury shares | (0) | (0) |
| Other capital surplus | (11,611) | (11,563) |
| Other components of equity | 9,833 | 22,080 |
| Retained earnings | 25,250 | 27,239 |
| Total equity attributable to owners of parent | 75,394 | 89,775 |
| Non-controlling interests | 3,767 | 2,976 |
| Total equity | 79,161 | 92,751 |
| Total liabilities and equity | 401,898 | 423,794 |

(2) Consolidated Statement of Profit or Loss

| | | (Million yen) |
|---|--|-------------------------------------|
| | Fiscal year ended December 31, 2022 | Fiscal year ended December 31, 2023 |
| Revenue | 690,430 | 749,608 |
| Cost of sales | (565,683) | (614,383) |
| Gross profit | 124,747 | 135,225 |
| Selling, general and administrative expenses | (107,260) | (119,619) |
| Other operating income | 10,018 | 12,044 |
| Other operating expenses | (4,754) | (11,174) |
| Operating profit | 22,750 | 16,476 |
| Finance income | 633 | 941 |
| Finance costs | (5,692) | (4,035) |
| Share of profit (loss) of investments accounted for using equity method | 102 | 224 |
| Profit before tax | 17,793 | 13,607 |
| Income tax expense | (7,186) | (8,609) |
| Profit for the year | 10,607 | 4,997 |
| Profit attributable to: | | |
| Owners of parent | 10,654 | 5,162 |
| Non-controlling interests | (47) | (165) |
| Profit for the year | 10,607 | 4,997 |
| Earnings per share | | |
| Basic earnings per share (Yen) | 84.61 | 40.97 |
| Diluted earnings per share (Yen) | 84.61 | 40.97 |

(3) Consolidated Statement of Comprehensive Income

| (3) Consolidated Statement of Comprehensive Inc | come | (Million yen) |
|--|--|-------------------------------------|
| | Fiscal year ended December 31, 2022 | Fiscal year ended December 31, 2023 |
| Profit for the year | 10,607 | 4,997 |
| Other comprehensive income Items that will not be reclassified subsequently to profit or loss: | | |
| Remeasurements of defined benefit retirement plans Change in fair value of equity financial assets | 864 | (84) |
| measured at fair value through other comprehensive income | (564) | 90 |
| Total of items that will not be reclassified subsequently to profit or loss | 300 | 6 |
| Items that may be reclassified subsequently to profit or loss: | | |
| Exchange differences on translation of foreign operations | 6,589 | 12,332 |
| Total of items that may be reclassified subsequently to profit or loss | 6,589 | 12,332 |
| Other comprehensive income, net of tax | 6,889 | 12,339 |
| Total comprehensive income | 17,496 | 17,336 |
| Comprehensive income attributable to: | | |
| Owners of parent | 17,455 | 17,543 |
| Non-controlling interests | 40 | (207) |
| Total comprehensive income | 17,496 | 17,336 |

(4) Consolidated Statement of Changes in Equity

| | Equity attributable to owners of parent | | | | | | | |
|---|---|-----------------|-----------------|-----------------------|---|---|--|--|
| | | | | | Other components of equity | | | |
| (Million yen) | | Capital surplus | Treasury shares | Other capital surplus | Exchange differences on translation of foreign operations | Change in fair value of debt financial assets measured at fair value through other comprehensive income | | |
| Balance at January 1, 2022 | 25,230 | 26,663 | (0) | (12,887) | 3,417 | 1 | | |
| Cumulative effects of changes in accounting policies | _ | _ | _ | _ | _ | _ | | |
| Restated balance on January 1, 2022 | 25,230 | 26,663 | (0) | (12,887) | 3,417 | 1 | | |
| Profit for the year | _ | _ | _ | _ | _ | _ | | |
| Other comprehensive income | | | | | 6,498 | | | |
| Total comprehensive income | _ | _ | _ | _ | 6,498 | _ | | |
| Issuance of new shares | 15 | 15 | _ | _ | _ | _ | | |
| Dividends | _ | _ | _ | _ | _ | _ | | |
| Share-based remuneration transactions | _ | _ | _ | (10) | _ | _ | | |
| Transfer to retained earnings Other increase (decrease) | _ | _ | _ | _ | _ | _ | | |
| Total contributions by | | | · | | | | | |
| (distributions to) owners Changes from business | 15 | 15 | _ | (10) | _ | _ | | |
| combination and others | | | | 1,287 | | | | |
| Total changes in ownership interests in subsidiaries | _ | _ | | 1,287 | | | | |
| Total transactions with owners | 15 | 15 | | 1,276 | | | | |
| Balance at December 31, 2022 | 25,245 | 26,678 | (0) | (11,611) | 9,916 | 1 | | |
| Profit for the year | _ | _ | _ | _ | _ | _ | | |
| Other comprehensive income | | | | | 12,373 | | | |
| Total comprehensive income | _ | _ | _ | _ | 12,373 | _ | | |
| Issuance of new shares | 49 | 49 | _ | _ | _ | _ | | |
| Purchase of treasury shares | _ | _ | (0) | _ | _ | _ | | |
| Dividends Transfer to retained earnings | _ | _ | _ | _ | _ | _ | | |
| Other increase (decrease) | _ | _ | _ | _ | _ | _ | | |
| Total contributions by (distributions | | | | | | | | |
| to) owners | 49 | 49 | (0) | _ | _ | _ | | |
| Changes from business combination and others | | | | 48 | (218) | | | |
| Total changes in ownership interests in subsidiaries | _ | _ | _ | 48 | (218) | | | |
| Total transactions with owners | 49 | 49 | (0) | 48 | (218) | _ | | |
| Balance at December 31, 2023 | 25,293 | 26,727 | (0) | (11,563) | 22,071 | 1 | | |

| | Equity attributable to owners of parent | | | | | | |
|--|---|--|--------|-------------------|---------|----------------------------------|--------------|
| | Other | components of equi | ty | | | | |
| | Remeasurements of defined benefit retirement plans | Change in fair value of equity financial assets measured at fair value through other comprehensive | Total | Retained earnings | Total | Non- controlling interests | Total equity |
| (Million yen) |) | income | | | | | |
| Balance at January 1, 2022 | _ | 477 | 3,895 | 17,691 | 60,592 | 6,437 | 67,029 |
| Cumulative effects of changes in accounting policies | _ | _ | _ | 0 | 0 | _ | 0 |
| Restated balance on January 1, 2022 | _ | 477 | 3,895 | 17,691 | 60,592 | 6,437 | 67,029 |
| Profit for the year | _ | _ | _ | 10,654 | 10,654 | (47) | 10,607 |
| Other comprehensive income | 864 | (561) | 6,801 | _ | 6,801 | 88 | 6,889 |
| Total comprehensive income | 864 | (561) | 6,801 | 10,654 | 17,455 | 40 | 17,496 |
| Issuance of new shares | _ | _ | _ | _ | 30 | _ | 30 |
| Dividends | _ | _ | _ | (3,904) | (3,904) | (1,463) | (5,367) |
| Share-based remuneration transactions | _ | _ | _ | _ | (10) | _ | (10) |
| Transfer to retained earnings | (864) | _ | (864) | 864 | _ | _ | _ |
| Other increase (decrease) | | | | (56) | (56) | | (56) |
| Total contributions by (distributions to) owners | (864) | _ | (864) | (3,096) | (3,940) | (1,463) | (5,403) |
| Changes from business combination and others | | | _ | | 1,287 | (1,247) | 39 |
| Total changes in ownership interests in subsidiaries | | | _ | | 1,287 | (1,247) | 39 |
| Total transactions with owners | (864) | | (864) | (3,096) | (2,653) | (2,710) | (5,364) |
| Balance at December 31, 2022 | | (84) | 9,833 | 25,250 | 75,394 | 3,767 | 79,161 |
| Profit for the year | _ | _ | _ | 5,162 | 5,162 | (165) | 4,997 |
| Other comprehensive income | (84) | 92 | 12,381 | _ | 12,381 | (42) | 12,339 |
| Total comprehensive income | (84) | 92 | 12,381 | 5,162 | 17,543 | (207) | 17,336 |
| Issuance of new shares | _ | _ | _ | _ | 97 | _ | 97 |
| Purchase of treasury shares | _ | _ | _ | _ | (0) | _ | (0) |
| Dividends | _ | _ | _ | (3,148) | (3,148) | (376) | (3,525) |
| Transfer to retained earnings | 84 | _ | 84 | (84) | _ | _ | _ |
| Other increase (decrease) | | | | 82 | 82 | | 82 |
| Total contributions by (distributions to) owners | 84 | _ | 84 | (3,150) | (2,969) | (376) | (3,345) |
| Changes from business combination and others | _ | _ | (218) | (23) | (194) | (207) | (401) |
| Total changes in ownership interests in subsidiaries | | _ | (218) | (23) | (194) | (207) | (401) |
| Total transactions with owners | 84 | | (134) | (3,173) | (3,162) | (584) | (3,746) |
| Balance at December 31, 2023 | | 7 | 22,080 | 27,239 | 89,775 | 2,976 | 92,751 |

| | | (ivilinion yen) |
|---|--|--|
| | Fiscal year ended December 31, 2022 | Fiscal year ended December 31, 2023 |
| Cash flows from operating activities | | |
| Profit before tax | 17,793 | 13,607 |
| Depreciation and amortization | 17,416 | 20,162 |
| Impairment losses | 2,898 | 9,051 |
| Increase (decrease) in provisions and retirement benefit | | 720 |
| liability | (46) | 728 |
| Finance income | (633) | (941) |
| Finance costs | 5,692 | 4,035 |
| Share of loss (profit) of investments accounted for using equity method | (102) | (224) |
| Decrease (increase) in inventories | 544 | (1,023) |
| Decrease (increase) in trade and other receivables | (5,772) | 195 |
| Increase (decrease) in trade and other payables | 5,719 | 4,804 |
| Increase (decrease) in accrued consumption taxes | 1,527 | (1,935) |
| Other | (3,057) | (5,035) |
| Subtotal | 41,980 | 43,425 |
| Interest and dividends received | 150 | 293 |
| Interest paid | (2,528) | (3,958) |
| Income taxes paid | (12,890) | (9,487) |
| Income taxes refund | 45 | 893 |
| Net cash provided by (used in) operating activities | 26,758 | 31,166 |
| Cash flows from investing activities | | |
| Payments into time deposits | (1,747) | (374) |
| Proceeds from withdrawal of time deposits | 1,892 | 156 |
| Purchase of property, plant and equipment | (2,816) | (4,068) |
| Purchase of intangible assets | (1,341) | (1,297) |
| Proceeds from sale of property, plant and equipment | 348 | 86 |
| Purchase of investments | (229) | (71) |
| Proceeds from sale of investments | 17 | 55 |
| Payments for purchase of business | (13,023) | (626) |
| Proceeds from purchase of business | _ | 69 |
| Payments for loans receivable | (3) | (42) |
| Proceeds from collection of loans receivable | 7 | 105 |
| Payments of leasehold and guarantee deposits | (1,449) | (1,343) |
| Proceeds from refund of leasehold and guarantee deposits | 783 | 664 |
| Purchase of insurance funds | (5) | (2) |
| Proceeds from cancellation of insurance funds | _ | 42 |
| Other | 24 | (218) |
| Net cash provided by (used in) investing activities | (17,540) | (6,864) |

| | Fiscal year ended December 31, 2022 | Fiscal year ended December 31, 2023 |
|--|-------------------------------------|--|
| Cash flows from financing activities | | |
| Increase (decrease) in short-term borrowings | (12,666) | 3,624 |
| Proceeds from long-term borrowings | 69,197 | 14,281 |
| Repayments of long-term borrowings | (30,085) | (29,427) |
| Redemption of bonds | (110) | (140) |
| Repayments of lease liabilities | (9,002) | (10,650) |
| Dividends paid | (3,904) | (3,148) |
| Transactions with non-controlling interests | (17,305) | (268) |
| Dividends paid to non-controlling interests | (1,463) | (376) |
| Other | (633) | (254) |
| Net cash provided by (used in) financing activities | (5,971) | (26,359) |
| Effect of exchange rate changes on cash and cash equivalents | 1,743 | 3,203 |
| Net increase (decrease) in cash and cash equivalents | 4,990 | 1,146 |
| Cash and cash equivalents at the beginning of the year | 48,334 | 53,324 |
| Cash and cash equivalents at the end of the year | 53,324 | 54,469 |

(6) Notes to Consolidated Financial Statements

[Going Concern Assumption] Not applicable.

[Changes in Accounting Policies]

The Group adopted the following accounting standard from the fiscal year ended December 31, 2023.

| IFRS | | Details of new and amended accounting standards |
|--------|---------------------------------|---|
| IAS 12 | Income taxes (amended May 2021) | Clarify how companies account for deferred tax on transactions such as leases |
| | income taxes (amended May 2021) | and decommissioning obligations |

The Group adopted IAS 12 "Income taxes" (amended May 2021) from the fiscal year ended December 31, 2023.

The amendment clarifies that entities should recognize deferred tax liabilities and deferred tax assets on transactions such as leases and decommissioning obligations if such transactions create the same amount of taxable temporary difference and deductible temporary difference.

The amendment was applied retrospectively. Accordingly, the consolidated financial statements for the fiscal year ended December 31, 2022, are presented on a retrospective basis.

As a result of the adoption, the restated consolidated statement of financial position as of December 31, 2022, shows that deferred tax assets and deferred tax liabilities increased by 112 million yen and 71 million yen, respectively, and retained earnings increased by 41 million yen. The effect of restatements was minimal on the consolidated statement of profit or loss for the fiscal years ended December 31, 2022, and 2023, respectively. Also, the effect was minimal on basic earnings per share and diluted earnings per share for the fiscal years ended December 31, 2022, and 2023, respectively.

As cumulative effects of changes in accounting policies were reflected in equity as of January 1, 2022, the beginning of the previous fiscal year, the restated balance of retained earnings in the consolidated statement of changes in equity increased by 0 million year as of January 1, 2022.

[Additional Information]

With respect to the Tender Offer by K.K. BCJ-74, the Tender Offeror, for the Company's Shares to be carried out as part of a management buyout under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) and related laws and regulations, it was resolved at the Board of Directors meeting held on December 8, 2023, that based on the Company's knowledge as of the same day, if the Tender Offer were to take place, the Company would state its opinion in favor of the Tender Offer and would recommend that Company's shareholders also tender their shares in the tender offer.

The above-mentioned Board of Directors' resolution has been made on an assumption that the Tender Offer will be carried out by the Tender Offeror followed by a series of procedures for taking the Company's Shares private and that the Company's Shares are planned to be delisted.

For more detail, please refer to the Company's press release titled "Notice Regarding Opinion in Favor of Planned Management Buyout and Recommendation to Tender Shares" published on December 8, 2023, and "Notice Regarding Progress Towards Execution of Tender Offer by K.K. BCJ-78 for the Stock of OUTSOURCING Inc. (Securities Code 2427)" released on January 31, 2024.

[Segment Information]

(a) Overview of reportable segments

The reportable segments of the Group are its components for which discrete financial information is available and which are subject to periodical assessments by the Board of Directors to determine allocation of management resources and evaluate performance.

The Group consists of segments categorized by description of business, with five reportable segments, namely "Domestic Engineering Outsourcing Business," "Domestic Manufacturing Outsourcing Business," "Domestic Service Operations Outsourcing Business," "Overseas Engineering Outsourcing Business," and "Overseas Manufacturing and Service Operations Outsourcing Business."

Major operations of each segment are as follows:

Domestic Engineering Outsourcing Business:

Subsidiaries of the Company provide the following: services to offer sophisticated technologies and know-how to assist manufacturers in their design/development and experiment/evaluation processes; development of telecommunication-related applications for websites, smartphones, etc., as well as development of e-commerce websites; various solution services for and development of foundational IT systems, infrastructure, and networks; outsourcing services for research and development operations specializing in medical- and chemical-related areas; services to offer expertise and know-how for construction management/design as well as for the design, construction, management, and the like of various plants; and IT schools.

Domestic Manufacturing Outsourcing Business:

The Company and its subsidiaries offer services to realize better production efficiencies by providing technologies and management know-how in response to manufacturers' needs for outsourcing manufacturing processes. In addition, the Company and its subsidiaries offer comprehensive consignment services covering everything from outsourced recruitment of fixed-term employees to be directly employed by customers (feecharging recruiting service), administrative work outsourcing including labor management and housing management for fixed-term employees, technical intern trainees, international students, etc., and job hunting support for workers whose employment terms have expired.

Domestic Service Operations Outsourcing Business:

Subsidiaries of the Company offer services to government offices such as U.S. military facilities and services for logistics companies and call centers.

Overseas Engineering Outsourcing Business:

Overseas subsidiaries of the Company offer dispatch and recruiting services of specialists, mainly in Europe and Australia, in the following areas: IT, finance, pharmaceuticals, life science, medicine, and healthcare. Government debt collection service using artificial intelligence is also provided.

Overseas Manufacturing and Service Operations Outsourcing Business:

Overseas subsidiaries of the Company mainly offer human resource services for manufacturing-related production outsourcing, dispatching and recruiting of personnel for administrative and service-related work, and payroll services in Asia, South America, Europe, and other areas. In addition, they offer other services, including BPO services and temporary worker dispatching for public institutions in Europe and Australia as well as cross-border employment services in Europe and Asia.

Other Business:

Subsidiaries of the Company provide administrative outsourcing services and the like.

(b) Segment revenues and results

Revenues and results by reportable segment are as shown below.

Accounting treatments for operating segments reported approximate those used to prepare the consolidated financial statements. Intersegment transaction prices are based on the prevailing market prices.

Segment profit figures are based on operating profit.

For the fiscal year ended December 31, 2022 (From January 1, 2022, to December 31, 2022)

| | | | Reportabl | e Segment | | | | | | |
|---|-------------------------|--|--|--|---|-------------------|-------------------------------|-------------------|-------------------------|--------------|
| (Million yen) | Outsourcing Business | Domestic Manufacturing Outsourcing Business | Domestic Service Operations Outsourcing Business | Overseas Engineering Outsourcing Business | Overseas Manufacturing and Service Operations Outsourcing Business | Total | Other Business (Note 1) | Total | Adjustments (Note 2) | Consolidated |
| Revenue Revenue from external customers Intersegment revenue (Note 3) | 149,605 2,468 | 122,444 10,314 | 30,563 353 | 165,519 768 | 222,238 1,933 | 690,368 15,836 | 61 2,080 | 690,430 17,916 | – (17,916) | 690,430 |
| Total | 152,073 | 132,758 | 30,916 | 166,287 | 224,170 | 706,204 | 2,142 | 708,346 | (17,916) | 690,430 |
| Cost of sales and other | (141,932) | | (27,726) | (158,302) | * | (673,392) | (1,823) | (675,215) | 7,535 | (667,679) |
| income (expenses) Segment profit (Operating profit) | 10,140 | 6,930 | 3,190 | 7,986 | 4,566 | 32,812 | 319 | 33,131 | (10,381) | 22,750 |
| (Reconciling items) | | | | | | | | | | |
| Finance income | _ | _ | _ | _ | _ | _ | _ | _ | _ | 633 |
| Finance costs Share of profit (loss) of | _ | _ | _ | _ | _ | _ | _ | _ | _ | (5,692) |
| investments accounted for using equity method | _ | _ | _ | _ | _ | _ | _ | _ | _ | 102 |
| Profit before tax | _ | _ | _ | _ | _ | _ | _ | _ | _ | 17,793 |
| Income tax expense | _ | _ | _ | _ | | _ | _ | _ | _ | (7,186) |
| Profit for the year | | _ | _ | _ | | | | | _ | 10,607 |
| Segment assets | 87,993 | 264,775 | 23,239 | 130,303 | 142,348 | 648,657 | 1,237 | 649,894 | (247,996) | 401,898 |
| Capital expenditure | 234 | 672 | 812 | 370 | 2,038 | 4,128 | 29 | 4,157 | _ | 4,157 |
| Depreciation and amortization | 2,627 | 3,592 | 650 | 3,570 | 6,958 | 17,397 | 19 | 17,416 | _ | 17,416 |
| Impairment losses | 416 | 661 | 151 | _ | 1,670 | 2,898 | _ | 2,898 | _ | 2,898 |

⁽Note 1) The category "Other Business" is an operating segment that is not included among the reportable segments, in which subsidiaries of the Company engage in administrative outsourcing services and the like.

⁽Note 2) The adjustment of segment profit of (10,381) million yen includes acquisition-related cost related to business combinations of (683) million yen, corporate expenses of (9,599) million yen, profits or losses not allocated to any specific operating segment, and elimination of intersegment transactions. The adjustment of segment assets of (247,996) million yen mainly represents shares of subsidiaries and associates of the Group.

⁽Note 3) Intersegment revenues are based on prevailing market prices.

For the fiscal year ended December 31, 2023 (From January 1, 2023 to December 31, 2023)

| | | | Reportabl | e Segment | | | | | | |
|---|-------------------------|--|--|--|--|-----------|-------------------------------|-----------|-------------------------|--------------|
| (Million yen) | Outsourcing Business | Domestic Manufacturing Outsourcing Business | Domestic Service Operations Outsourcing Business | Overseas Engineering Outsourcing Business | Overseas Manufacturing and Service Operations Outsourcing Business | Total | Other Business (Note 1) | Total | Adjustments (Note 2) | Consolidated |
| Revenue | | | | | | | | | | _ |
| Revenue from external customers | 162,459 | 123,389 | 33,553 | 174,873 | 255,272 | 749,546 | 62 | 749,608 | _ | 749,608 |
| Intersegment revenue (Note 3) | 2,317 | 4,479 | 243 | 2,173 | 2,271 | 11,483 | 2,456 | 13,939 | (13,939) | |
| Total | 164,776 | 127,868 | 33,796 | 177,046 | 257,543 | 761,029 | 2,518 | 763,547 | (13,939) | 749,608 |
| Cost of sales and other income (expenses) | (153,758) | (123,383) | (31,035) | (169,147) | (255,437) | (732,759) | (2,291) | (735,050) | 1,918 | (733,132) |
| Segment profit (Operating profit) | 11,018 | 4,485 | 2,762 | 7,900 | 2,106 | 28,271 | 226 | 28,497 | (12,021) | 16,476 |
| Reconciling items: | | | | | | | | | | |
| Finance income | _ | _ | _ | _ | _ | _ | _ | _ | _ | 941 |
| Finance costs Share of profit (loss) of | _ | _ | _ | _ | _ | _ | _ | _ | _ | (4,035) |
| investments accounted for using equity method | _ | _ | _ | _ | _ | _ | _ | _ | _ | 224 |
| Profit before tax | _ | _ | _ | _ | _ | _ | _ | _ | _ | 13,607 |
| Income tax expense | _ | _ | _ | _ | _ | _ | _ | _ | _ | (8,609) |
| Profit for the year | _ | | _ | _ | | _ | _ | _ | _ | 4,997 |
| Segment assets | 89,917 | 241,065 | 28,501 | 141,851 | 162,608 | 663,941 | 1,478 | 665,419 | (241,625) | 423,794 |
| Capital expenditure | 324 | 730 | 1,896 | 709 | 1,677 | 5,335 | 29 | 5,365 | _ | 5,365 |
| Depreciation and amortization | 2,841 | 3,074 | 660 | 3,892 | 9,332 | 19,799 | 363 | 20,162 | _ | 20,162 |
| Impairment losses | 354 | 4,080 | _ | _ | 4,617 | 9,051 | _ | 9,051 | _ | 9,051 |

⁽Note 1) The category "Other Business" is an operating segment that is not included among the reportable segments, in which subsidiaries of the Company engage in administrative outsourcing services and the like.

⁽Note 2) The adjustment of segment profit of (12,021) million yen includes acquisition-related cost related to business combinations of (84) million yen, corporate expenses of (11,981) million yen, profits or losses not allocated to any specific operating segment, and elimination of intersegment transactions. The adjustment of segment assets of (241,625) million yen mainly represents shares of subsidiaries and associates of the Group.

⁽Note 3) Intersegment revenues are based on prevailing market prices.

[Per Share Information]

- (a) Basis for the calculation of basic earnings per share
 - i. Profit attributable to ordinary shareholders of parent

| | Fiscal year ended December 31, 2022 | Fiscal year ended December 31, 2023 |
|---|--|--|
| Profit attributable to owners of parent Profit for the year not attributable to ordinary shareholders of parent | (Million yen) 10,654 | (Million yen) 5,162 |
| Profit used to calculate basic earnings per share | 10,654 | 5,162 |
| ii. Average number of ordinary shares outsta | anding during the year | |
| | Fiscal year ended December 31, 2022 | Fiscal year ended December 31, 2023 |
| | (Number of shares) | (Number of shares) |
| Average number of ordinary shares outstanding during the year | 125,920,146 | 125,977,813 |
| (b) Basis for the calculation of diluted earnings pei. Profit attributable to ordinary shareholder | | |
| | Fiscal year ended December 31, 2022 | Fiscal year ended December 31, 2023 |
| Profit used to calculate basic earnings per share Adjustments to profit | (Million yen) 10,654 | (Million yen) 5,162 |
| Profit used to calculate diluted earnings per share | 10,654 | 5,162 |
| ii. Average number of ordinary shares outsta | anding during the year after dilu | ition |
| | Fiscal year ended December 31, 2022 | Fiscal year ended December 31, 2023 |
| - | (Number of shares) | (Number of shares) |
| Average number of ordinary shares outstanding during the year | 125,920,146 | 125,977,813 |
| Increase in number of ordinary shares due to stock acquisition rights | _ | _ |
| Average number of ordinary shares outstanding during the year after dilution | 125,920,146 | 125,977,813 |
| | Fiscal year ended December 31, 2022 | Fiscal year ended December 31, 2023 |
| Basic earnings per share Diluted earnings per share | Yen 84.61 84.61 | Yen 40.97 40.97 |

(Note) Diluted earnings per share for the fiscal years ended December 31, 2023 and December 31, 2022, are shown as the same amount as that of basic earnings per share, respectively, since there are no dilutive shares.

[Subsequent Events]

(Correction of long-term borrowing covenant violations)

The Group violated covenants on the representations and warranties as well as the borrower's obligations of certain syndicated loan agreements with its main financial institutions due to the fact that inappropriate financial reporting was conducted in previous years, identified on October 31, 2023. In addition, some of the syndicated

loan agreements the Company entered into with financial institutions contained covenants pertaining to the deadline for submission of quarterly financial results. The deadline extension for submission of the financial results for the six months ended June 30, 2023, violated such covenants. Therefore, the associated borrowings of 2,889 million yen were reclassified from non-current liabilities to current liabilities as of December 31, 2023. However, as of January 11, 2024, the Company obtained an agreement from the financial institutions, stipulating that they will not execute their acceleration clauses for the reason of the covenant violations. Accordingly, the amount will be reclassified back to non-current liabilities as of March 31, 2024, the end of the first quarter of the next fiscal year.

4. SUPPLEMENTARY INFORMATION

Revenue by segment and by industry for the fiscal years ended December 31, 2023, and December 31, 2022, are as follows:

| are as follows: | Fiscal year December | ar ended 31, 2022 | Fiscal year ended December 31, 2023 | | | |
|--|-------------------------|------------------------|--|------------------------|--------|--|
| Name of Segment | Amount (Million yen) | Percentage of Total | Amount (Million yen) | Percentage of Total | | |
| Domestic Engineering Outsourcing Business | 149,605 | 21.7 | 162,459 | 21.7 | 8.6 | |
| Electrical & Electronics | 24,250 | 3.5 | 24,570 | 3.3 | 1.3 | |
| Transport Equipment | 27,031 | 3.9 | 28,627 | 3.8 | 5.9 | |
| Pharm. & Chemicals | 12,974 | 1.9 | 13,893 | 1.8 | 7.1 | |
| IT-related | 49,826 | 7.2 | 58,199 | 7.8 | 16.8 | |
| Construction & Plant-related | 21,652 | 3.2 | 23,156 | 3.1 | 6.9 | |
| Others | 13,872 | 2.0 | 14,014 | 1.9 | 1.0 | |
| Domestic Manufacturing Outsourcing Business | 122,444 | 17.7 | 123,389 | 16.4 | 0.8 | |
| Electrical & Electronics | 32,246 | 4.7 | 27,160 | 3.6 | (15.8) | |
| Transport Equipment | 47,799 | 6.9 | 48,361 | 6.4 | 1.2 | |
| Pharm. & Chemicals | 6,236 | 0.9 | 7,044 | 0.9 | 13.0 | |
| Metals & Construction Materials | 6,535 | 1.0 | 6,772 | 0.9 | 3.6 | |
| Foods | 3,913 | 0.6 | 4,216 | 0.6 | 7.7 | |
| Others | 25,716 | 3.7 | 29,837 | 4.0 | 16.0 | |
| Domestic Service Operations Outsourcing Business | 30,563 | 4.4 | 33,553 | 4.5 | 9.8 | |
| Retail | 147 | 0.0 | 166 | 0.0 | 13.1 | |
| Public Works | 26,229 | 3.8 | 29,255 | 3.9 | 11.5 | |
| Others | 4,187 | 0.6 | 4,132 | 0.6 | (1.3) | |
| Overseas Engineering Outsourcing Business | 165,519 | 24.0 | 174,873 | 23.3 | 5.7 | |
| Electrical & Electronics | 559 | 0.1 | 387 | 0.1 | (30.8) | |
| Transport Equipment | 2,879 | 0.4 | 5,260 | 0.7 | 82.7 | |
| Pharm. & Chemicals | 33,889 | 4.9 | 35,795 | 4.8 | 5.6 | |
| IT-related | 31,967 | 4.6 | 44,116 | 5.9 | 38.0 | |
| Metals & Construction Materials | 147 | 0.0 | 312 | 0.0 | 112.7 | |
| Construction & Plant-related | 3,628 | 0.5 | 2,406 | 0.3 | (33.7) | |
| Foods | 3 | 0.0 | 5 | 0.0 | 75.5 | |
| Retail | 6,183 | 0.9 | 7,348 | 1.0 | 18.8 | |
| Public Works | 61,857 | 9.0 | 54,620 | 7.3 | (11.7) | |
| Finance | 12,743 | 1.8 | 9,588 | 1.3 | (24.8) | |
| Others | 11,666 | 1.7 | 15,035 | 1.9 | 28.9 | |
| Overseas Manufacturing and Service Operations Outsourcing Business | 222,238 | 32.2 | 255,272 | 34.1 | 14.9 | |
| Electrical & Electronics | 28,760 | 4.2 | 16,253 | 2.2 | (43.5) | |
| Transport Equipment | 20,745 | 3.0 | 17,807 | 2.4 | (14.2) | |
| Pharm. & Chemicals | 3,691 | 0.5 | 5,096 | 0.7 | 38.1 | |
| IT-related | 4,460 | 0.6 | 4,310 | 0.6 | (3.4) | |
| Metals & Construction Materials | 2,945 | 0.4 | 3,690 | 0.5 | 25.3 | |
| Construction & Plant-related | 9,335 | 1.4 | 10,442 | 1.4 | 11.9 | |
| Foods | 6,221 | 0.9 | 13,148 | 1.7 | 111.3 | |
| Retail | 65,812 | 9.5 | 75,082 | 10.0 | 14.1 | |
| Public Works | 31,635 | 4.6 | 34,955 | 4.7 | 10.5 | |
| Finance | 2,628 | 0.4 | 2,338 | 0.3 | (11.0) | |
| Others | 46,005 | 6.7 | 72,151 | 9.6 | 56.8 | |
| Other Business | 61 | 0.0 | 62 | 0.0 | 1.3 | |
| Total | 690,430 | 100.0 | 749,608 | 100.0 | 8.6 | |

 $⁽Note\ 1) Intersegment\ transactions\ are\ offset\ and\ eliminated.$

⁽Note 2) Segments are classified based on the similarity of types and nature of businesses.

Revenue by region is as follows:

| Region | Fiscal year ended December 31, 2022 | | Fiscal year ended December 31, 2023 | | |
|--------------------|--|-------------------------|--|-------------------------------|---------------------|
| | Amount (Million yen) | Percentage of total (%) | Amount (Million yen) | Percentage of Total (%) | Year-on-Year (%) |
| Japan | 302,673 | 43.8 | 319,463 | 42.6 | 5.5 |
| Europe | 281,404 | 40.8 | 322,030 | 43.0 | 14.4 |
| Oceania | 73,227 | 10.6 | 73,214 | 9.8 | 0.0 |
| North America | 4,714 | 0.7 | 4,779 | 0.6 | 1.4 |
| South America | 14,789 | 2.1 | 16,305 | 2.2 | 10.2 |
| Asia (excl. Japan) | 13,622 | 2.0 | 13,818 | 1.8 | 1.4 |
| Total | 690,430 | 100.0 | 749,608 | 100.0 | 8.6 |

(Note) Intersegment transactions are offset and eliminated.