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Securities Code: 2427

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To our shareholders:

Haruhiko Doi  
Representative Executive Officer, Chairman and CEO  
**OUTSOURCING Inc.**  
1-8-3 Marunouchi, Chiyoda-ku, Tokyo

## Notice of the 27th Ordinary General Meeting of Shareholders

First, we express our deepest sympathies to all those who have been affected by the Noto Peninsula Earthquake, and our sincere hopes for a quick reconstruction and recovery.

You are cordially informed of the 27th Ordinary General Meeting of Shareholders of OUTSOURCING Inc. (the “Company”), which will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format and posts this information on each website shown below. Please access one of the websites using the internet address to review the information.

[Company’s website]

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

[Website for informational materials for General Meeting of Shareholders]

<https://d.sokai.jp/2427/teiji/> (in Japanese only)

[Tokyo Stock Exchange Website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do>

Please access the TSE website by using the internet address given above, enter “OUTSOURCING” in “Issue name (company name)” or the Company’s securities code “2427” in “Code,” click “Search,” and then select “Basic information” and “Documents for public inspection/PR information” in this order. You can find the information in “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” section in “Filed information available for public inspection.”

If you are unable to attend the meeting in person, you may exercise your voting rights via the internet, etc. or by mail (in writing). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 p.m. on Thursday, March 28, 2024 (JST), in accordance with the guidance provided below.

**1. Date and Time:** Friday, March 29, 2024, at 10:00 a.m. (JST)  
(Reception starts at 9:00 a.m.)

**2. Venue:** JP TOWER Hall & Conference (4F KITTE)  
2-7-2 Marunouchi, Chiyoda-ku, Tokyo

**3. Purposes:**

**Items to be reported:**

1. Business Report and Consolidated Financial Statements, as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit Committee for the 27th Term (from January 1, 2023 to December 31, 2023)
2. Non-consolidated Financial Statements for the 27th Term (from January 1, 2023 to December 31, 2023)

**Item to be resolved:**

**Proposal:** Election of Eleven (11) Directors

## Reference Documents for the General Meeting of Shareholders

### Item to Be Resolved and Reference Documents

**Proposal:** Election of Eleven (11) Directors

The terms of office of all twelve (12) Directors will expire at the conclusion of this meeting, and the Company accordingly proposes the election of eleven (11) Directors in accordance with the decisions of the Nominating Committee.

The candidates for Director are as follows:

No.	Name	Gender	Position and responsibility in the Company	Attributes	Attendance at Board of Directors Meetings
1	Anne Heraty	Female	Director Nominating Committee Member	Reelection	19/19
2	Hideo Shiwa	Male	Director Audit Committee Member, Nominating Committee Member, Lead Independent External Director	Reelection External Independent	19/19
3	Masaru Namatame	Male	Director Full-time Chairperson of the Audit Committee, Compensation Committee Member	Reelection External Independent	19/19
4	Atsuko Sakiyama	Female	Director Chairperson of the Compensation Committee, Nominating Committee Member	Reelection External Independent	19/19
5	Hiroto Abe	Male	Director Chairperson of the Nominating Committee, Compensation Committee Member	Reelection External Independent	19/19
6	Makiko Ujiie (Current family name: Ninagawa)	Female	Director Compensation Committee Member	Reelection External Independent	19/19
7	Toshio Mukai	Male	Director Audit Committee Member	Reelection External Independent	13/13*
8	Azuma Inoue	Male	Director Audit Committee Member	Reelection External Independent	13/13*
9	Hiroshi Kizaki	Male	Director Audit Committee Member	Reelection External Independent	13/13*
10	Kenichi Fujita	Male	Director	Reelection External Independent	13/13*
11	Hiroko Ozawa	Female	Director	Reelection External Independent	13/13*

\* Attendance of Toshio Mukai, Azuma Inoue, Hiroshi Kizaki, Kenichi Fujita, and Hiroko Ozawa is reported for the Board of Directors Meeting held after they assumed the post of Director on March 28, 2023.

No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
1	Anne Heraty (April 24, 1960) Reelection	<p>Sept. 1985      Joined XEROX (EUROPE) LIMITED, Sales Executive</p> <p>June 1987      Joined SAVINGS &amp; INVESTMENTS LIMITED, Sales Executive</p> <p>Aug. 1988      Joined GRAFTON RECRUITMENT, Recruitment Consultant</p> <p>Oct. 1989      Founded COMPUTER PLACEMENT LIMITED, CEO</p> <p>June 1999      Founded CPL RESOURCES PUBLIC LIMITED COMPANY (currently CPL RESOURCES LIMITED), CEO</p> <p>Oct. 2012      Non-Executive Director, 4E - FULFILLMENT.COM LIMITED (present position)</p> <p>Aug. 2019      Non-Executive Director, KINGSPAN GROUP PUBLIC LIMITED COMPANY (present position)</p> <p>Mar. 2021      Director, OUTSOURCING Inc.</p> <p>Mar. 2022      Director, Executive Manager of Overseas Technology Business Management Department, OUTSOURCING Inc.</p> <p>Mar. 2023      Director, OUTSOURCING Inc. (present position)</p> <p>(Responsibility) Nominating Committee Member [Significant concurrent positions outside the Company] Chairman, CPL RESOURCES LIMITED Director, OUTSOURCING TALENT IRELAND LIMITED Supervisory Board, OTTO Holding B.V. Non-Executive Director, 4E - FULFILLMENT.COM LIMITED Non-Executive Director, KINGSPAN GROUP PUBLIC LIMITED COMPANY</p>	0
<p>Reasons for nomination as a candidate for Director</p> <p>Anne Heraty possesses excellent corporate administrative ability, having launched a human resources company in Ireland and listed it on Euronext Dublin and the London Stock Exchange as the country's largest human resources company. She has developed her management ability through enhancing corporate value by promoting diversity, especially through the empowerment of women and the employment of foreign workers. The Company expects her to use her extensive experience and achievements and to leverage her deep insights into global management to contribute to promoting diversity in the Group and contribute immensely to expanding the Group's global business, and nominated her as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Hideo Shiwa (October 21, 1954) Reelection External Independent</p>	<p>Apr. 1978      Joined Fujikura Electric Wire Corporation (currently Fujikura Ltd.)</p> <p>Apr. 2007      Executive Officer and General Manager of Electronics &amp; Automotive Products Planning Division, Fujikura Electric Wire Corporation</p> <p>Nov. 2007      CFO, Fujikura Automotive Europe, S.A.U.</p> <p>Mar. 2009      CEO, Fujikura Automotive Europe, S.A.U.</p> <p>Apr. 2010      Executive Officer and Responsible for International Business Division, Automotive Products Division, Fujikura Ltd.</p> <p>Apr. 2011      Managing Executive Officer and Deputy Chief of Electronics Business Segment, Fujikura Ltd.</p> <p>Apr. 2013      Managing Executive Officer and Deputy Chief of Electronics Business Company, Fujikura Ltd.</p> <p>Apr. 2014      Managing Executive Officer, Chief of Real Estate Business Company and Deputy Chief of Corporate Staff Unit, Fujikura Ltd.</p> <p>June 2014      Director, Managing Executive Officer, Chief of Real Estate Business Company and Deputy Chief of Corporate Staff Unit, Fujikura Ltd.</p> <p>Apr. 2016      Director and Senior Managing Executive Officer, Fujikura Ltd.</p> <p>June 2016      Senior Managing Executive Officer, Fujikura Ltd.</p> <p>Apr. 2018      Full-time Advisor, Fujikura Ltd.</p> <p>Mar. 2020      External Director (Audit and Supervisory Committee Member), OUTSOURCING Inc.</p> <p>June 2020      External Auditor, Oki Electric Industry Co., Ltd. (present position)</p> <p>Mar. 2023      External Director, OUTSOURCING Inc. (present position)</p> <p>(Responsibilities) Audit Committee Member, Nominating Committee Member, Lead Independent External Director [Significant concurrent positions outside the Company] Director (Audit and Supervisory Committee Member), OUTSOURCING TECHNOLOGY Inc. External Auditor, Oki Electric Industry Co., Ltd.</p>	3,200
<p>Reason for nomination as a candidate for External Director and overview of expected role Hideo Shiwa has many years of experience working in the accounting department at a company he served, has broad knowledge and experience regarding IT systems, IR, legal affairs, and audit operations. During his tenure as an External Director of the Company, he has provided comments and contributed to the strengthening of the decision-making and supervisory functions of the Board of Directors, etc. of the Company based on his abundant knowledge and experience gained at domestic and overseas operating companies. The Company believes that he can continue to play a role in providing advice and governance based on his deep knowledge and has nominated him as a candidate for External Director. At the conclusion of this meeting, his tenure as External Director of the Company will have been four (4) years.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
3	<p style="text-align: center;">Masaru Namatame (August 14, 1955) Reelection External Independent</p>	<p>Apr. 1978      Joined Hitachi, Ltd.  June 2002      General Manager of Corporate Planning and  Administration Department, Broadcasting and  Communication Systems Development  Division, Hitachi, Ltd.  Feb. 2004      General Manager of Internal Auditing Office,  Hitachi, Ltd.  June 2010      Director and General Manager of Business  Administration Division, Kokusan Denki Co.,  Ltd. (currently MAHLE Electric Drives Japan  Corporation)  Mar. 2014      Managing Director and General Manager of  Business Administration Division, Kokusan  Denki Co., Ltd.  Apr. 2016      Full-time Auditor, Hitachi Consumer  Marketing, Inc. (currently Hitachi Global Life  Solutions, Inc.)  Aug. 2018      Full-time Auditor, identity Inc.  June 2019      External Auditor, Fujibo Holdings, Inc.  Mar. 2020      External Director (Audit and Supervisory  Committee Member), OUTSOURCING Inc.  Sept. 2020      External Auditor, Inbound Platform Corp.  (present position)  Mar. 2022      External Director (full-time Audit and  Supervisory Committee Member),  OUTSOURCING Inc.  Mar. 2023      External Director, OUTSOURCING Inc.  (present position)  (Responsibilities)  Full-time Chairperson of the Audit Committee, Compensation  Committee Member  [Significant concurrent positions outside the Company]  Auditor, ORJ INC.  External Auditor, Inbound Platform Corp.</p>	2,400
<p>Reason for nomination as a candidate for External Director and overview of expected role  Masaru Namatame has many years of experience of working in the position responsible for accounting and finance in domestic and overseas businesses at the companies he served and has knowledge and experience in internal control, auditing, and overall business management. During his tenure as an External Director of the Company, he has also taken a positive approach as Chairperson of the Audit Committee, and at the Board of Directors Meeting, etc. of the Company, he has provided comments and contributed to the strengthening of the decision-making and supervisory functions of the Company based on his abundant knowledge and experience gained at various operating companies. The Company believes that he can continue to play a role in providing advice and governance based on his deep knowledge and has nominated him as a candidate for External Director. At the conclusion of this meeting, his tenure as External Director of the Company will have been four (4) years.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
4	<p style="text-align: center;">Atsuko Sakiyama (September 19, 1959) Reelection External Independent</p>	<p>Apr. 1983      Joined Meiji Seika Kaisha, Ltd. (currently Meiji Co., Ltd.)</p> <p>Nov. 1985      Joined Yokohama YMCA, a public interest incorporated foundation</p> <p>May 1988      Joined Master Foods Co., Ltd. (currently Mars Japan Limited)</p> <p>July 1993      Joined Cartar Food Science Kabushiki Kaisha (currently Danisco Japan Ltd.)</p> <p>Jan. 1999      Director, Cartar Food Science Kabushiki Kaisha (currently Danisco Japan Ltd.)</p> <p>June 2002      Director, Danisco Japan Ltd.</p> <p>Jan. 2006      Director and Vice President, Organo Danisco Food Techno Co., Ltd. (currently Organo Food Tech Corporation)</p> <p>July 2008      Representative Director and Vice President, Genencor Kyowa Co.,Ltd. (currently Danisco Japan Ltd.)</p> <p>Jan. 2010      Representative Director and President, Genencor Kyowa Co.,Ltd.</p> <p>June 2012      Joined Cargill Japan Limited (currently Cargill Japan LLC)</p> <p>Aug. 2019      Founded Saki Consulting LLC, Representative Member (present position)</p> <p>Mar. 2020      External Director, OUTSOURCING Inc. (present position)</p> <p>June 2022      External Director (Audit and Supervisory Committee Member), NIHON SHOKUHIN KAKO CO., LTD. (present position)</p> <p>(Responsibilities) Chairperson of the Compensation Committee, Nominating Committee Member</p> <p>[Significant concurrent positions outside the Company] Supervisory Board, OTTO Holding B.V. Representative Member, Saki Consulting LLC External Director (Audit and Supervisory Committee Member), NIHON SHOKUHIN KAKO CO., LTD.</p>	1,200
<p>Reason for nomination as a candidate for External Director and overview of expected role Atsuko Sakiyama has a wealth of broad expertise in corporate management, organizational operations, finance, and human resource development through years of experience in different business fields and other industries. During her tenure as an External Director of the Company, she has provided comments at the Board of Directors Meeting, etc. of the Company from an independent standpoint and a viewpoint that is not bound by conventional frameworks. In her role as Chairperson of the Compensation Committee, she has demonstrated leadership cultivated in operating companies and taken the initiative in her activities. The Company believes that she can be expected to play a role in supervising the Company's business execution and therefore nominated her as a candidate for External Director. At the conclusion of this meeting, her tenure as External Director of the Company will have been four (4) years.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
5	Hiroto Abe (November 1, 1957) Reelection External Independent	<p>Apr. 1980      Joined MITSUI &amp; CO., LTD.</p> <p>Sept. 1988     Manager, Legal Department, MITSUI &amp; CO. (BRAZIL) S.A.</p> <p>Apr. 1992      Assistant General Manager, Legal Department, MITSUI &amp; CO., (U.S.A.), INC.</p> <p>Oct. 2002      General Manager, Legal Department, MITSUI &amp; CO. EUROPE PLC</p> <p>May 2005      General Counsel and Chief Compliance Officer, Europe, Middle East, and Africa Business Unit, MITSUI &amp; CO., LTD.</p> <p>Apr. 2009      Professor, Faculty of Law, Meiji Gakuin University</p> <p>Apr. 2011      Professor, Graduate School of Law, Hitotsubashi University</p> <p>June 2019      External Director (Audit and Supervisory Committee Member), CASIO COMPUTER CO., LTD. (present position)</p> <p>Apr. 2021      Professor Emeritus, Hitotsubashi University</p> <p>Apr. 2021      Professor, NUCB Business School (present position)</p> <p>Mar. 2022      External Director, OUTSOURCING Inc. (present position)</p> <p>(Responsibilities) Chairperson of the Nominating Committee, Compensation Committee Member</p> <p>[Significant concurrent positions outside the Company] External Director (Audit and Supervisory Committee Member), CASIO COMPUTER CO., LTD. Professor, NUCB Business School</p>	1,200
<p>Reason for nomination as a candidate for External Director and overview of expected role</p> <p>Hiroto Abe has multifaceted perspectives and expert knowledge, such as knowledge in domestic and overseas legal affairs and internal control, not only from his global viewpoints gained through experience working overseas at a major general trading company but also from his research work as a graduate school professor in the field of law. During his tenure as an External Director of the Company, he has provided useful comments at the Board of Directors Meeting, etc. of the Company based on his experience gained at domestic and overseas operating companies and extensive practical leadership in legal affairs, as well as being actively engaged as Chairperson of the Nominating Committee. The Company expects that he will not only play a role of providing advice and governance to the Company's management based on his deep insight but will also lead to the further strengthening of corporate governance and compliance and therefore nominated him as a candidate for External Director. Moreover, although he has not been involved in corporate management other than as an External Director or an External Auditor in the past, the Company believes that he is capable of appropriately performing his role as External Director based on the aforementioned reasons. At the conclusion of this meeting, his tenure as External Director of the Company will have been two (2) years.</p>			



No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
6	<p>Makiko Ujiie (Current family name: Ninagawa) (April 28, 1983) Reelection External Independent</p>	<p>Dec. 2010 Registered as an attorney at law Jan. 2011 Joined Umegae-Chuo Legal Profession Corporation Jan. 2018 Partner Lawyer, Umegae-Chuo Legal Profession Corporation (present position) Oct. 2021 External Auditor, ORJ INC. Mar. 2022 External Director, OUTSOURCING Inc. (present position)  (Responsibility) Compensation Committee Member [Significant concurrent positions outside the Company] Partner Lawyer, Umegae-Chuo Legal Profession Corporation</p>	900
<p>Reason for nomination as a candidate for External Director and overview of expected role As a lawyer, Makiko Ujiie has an abundance of practical experience and expert insight in M&amp;A in the fields of corporate law, financial law, and other fields. During her tenure as an External Director of the Company, she has provided comments and contributed to the strengthening of the decision-making and supervisory functions of the Board of Directors, etc. of the Company based on her experience cultivated from a wide range of activities in corporate law and expert perspective as a lawyer. The Company expects that she will contribute not only to further strengthening of corporate governance and compliance based on her insight but also to enhancing corporate value and has nominated her as a candidate for External Director. Moreover, although she has not been involved in corporate management other than as an External Director or an External Auditor in the past, the Company believes that she is capable of appropriately performing her role as External Director based on the aforementioned reasons. At the conclusion of this meeting, her tenure as External Director of the Company will have been two (2) years.</p>			
7	<p>Toshio Mukai (February 9, 1955) Reelection External Independent</p>	<p>Apr. 1978 Joined MITSUI &amp; CO., LTD. Apr. 2006 General Manager, Operation Process Control Department, MITSUI &amp; CO., LTD. Apr. 2007 SVP &amp; CFO, MITSUI &amp; CO. (U.S.A.), INC. June 2010 Internal Auditor, Internal Auditing Division, MITSUI &amp; CO., LTD. Apr. 2012 Corporate Officer, General Manager, Accounting, Nihon Unisys, Ltd. (currently BIPROGY Inc.) June 2014 Director, Senior Corporate Officer, Nihon Unisys, Ltd. Apr. 2016 Representative Director, Executive Corporate Officer, Nihon Unisys, Ltd. June 2020 Senior Executive Advisor, Nihon Unisys, Ltd. (present position) Mar. 2023 External Director, OUTSOURCING Inc. (present position)  (Responsibility) Audit Committee Member</p>	800
<p>Reason for nomination as a candidate for External Director and overview of expected role Toshio Mukai has a high level of expertise gained through many years of experience working in the finance and accounting division and in the internal audit division at the internal and external locations of a major general trading company, as well as an abundance of management experience as CFO of a listed company and director in charge of promoting corporate governance. During his tenure as an External Director of the Company, he has provided comments and contributed to the strengthening of the decision-making and supervisory functions of the Board of Directors, etc. of the Company based on his experience cultivated in operating companies and an expert viewpoint unique to those responsible for administrative departments over many years. The Company believes that he can be expected to continue to play a role in providing advice and governance in the management judgment and decision-making process of the Company from a broad perspective based on his knowledge and experience and therefore nominated him as a candidate for External Director. At the conclusion of this meeting, his tenure as External Director of the Company will have been one (1) year.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
8	Azuma Inoue (November 8, 1958) Reelection External Independent	<p>Oct. 1990      Joined Asahi Shinwa &amp; Co. (currently KPMG AZSA LLC)</p> <p>Aug. 1994      Registered as a certified public accountant</p> <p>May 2001      Joined Asahi &amp; Co. (currently KPMG AZSA LLC)</p> <p>May 2006      Representative Member, AZSA &amp; Co. (currently KPMG AZSA LLC)</p> <p>July 2010      Executive Board Member of The Japanese Institute of Certified Public Accountants</p> <p>July 2021      Representative, Azuma Inoue Certified Public Accountant Office (present position)</p> <p>July 2021      Audit &amp; Supervisory Board Member (part-time), NHK Promotions Inc. (present position)</p> <p>June 2022      External Director, DAI-ICHI HOKI CO., LTD. (present position)</p> <p>Mar. 2023      External Director, OUTSOURCING Inc. (present position)</p> <p>June 2023      External Audit &amp; Supervisory Board Member (part-time), NHK Media Holdings, INC. (present position)</p> <p>Sept. 2023      Auditor (part-time), Inter-University Research Institute Corporation National Institutes for the Humanities (present position)</p> <p>(Responsibility) Audit Committee Member</p> <p>[Significant concurrent positions outside the Company] Representative, Azuma Inoue Certified Public Accountant Office Audit &amp; Supervisory Board Member (part-time), NHK Promotions Inc. External Director, DAI-ICHI HOKI CO., LTD. External Audit &amp; Supervisory Board Member (part-time), NHK Media Holdings, INC. Auditor (part-time), Inter-University Research Institute Corporation National Institutes for the Humanities</p>	800
<p>Reason for nomination as a candidate for External Director and overview of expected role</p> <p>Azuma Inoue has an abundance of practical experience and expert insight in accounting audits, listing support, and various advisory services as a certified public accountant. During his tenure as an External Director of the Company, he has provided comments focused on the strengthening of the decision-making and supervisory functions of the Board of Directors, etc. of the Company based on his wide-ranging audit experience and his expert perspective as a certified public accountant. The Company believes that he can be expected to provide appropriate recommendations as a specialist in finance and accounting, to play a role in auditing and supervising business execution by the Directors from an independent standpoint, thereby strengthening the functions of the Company's Board of Directors. Therefore, the Company has nominated him as a candidate for External Director. At the conclusion of this meeting, his tenure as External Director of the Company will have been one (1) year.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
9	Hiroshi Kizaki (February 2, 1959) Reelection External Independent	<p>Apr. 1981      Joined Mitsubishi Corporation</p> <p>Oct. 2000      Director and President, Mitsubishi Corporation Finance PLC</p> <p>Apr. 2004      Assistant to Officer in charge of Corporate (in charge of personnel affairs), Mitsubishi Corporation</p> <p>July 2008      CFO and SVP in charge of Corporate Staff Division, Mitsubishi International Corporation</p> <p>Apr. 2011      General Manager, Consolidated IT Planning Division, Mitsubishi Corporation</p> <p>Apr. 2012      Administrative General Manager, Global Environment &amp; Infrastructure Business Group, Mitsubishi Corporation</p> <p>Apr. 2015      Registered as a certified public accountant</p> <p>June 2015      Full-time Audit &amp; Supervisory Board Member, Mitsubishi Corporation</p> <p>June 2019      Full-time Audit &amp; Supervisory Board Member, Mitsubishi Shokuhin Co., Ltd.</p> <p>Mar. 2023      External Director, OUTSOURCING Inc. (present position)</p> <p>June 2023      Outside Audit &amp; Supervisory Board Member, Alfresa Holdings Corporation (present position)</p> <p>(Responsibility) Audit Committee Member</p> <p>[Significant concurrent positions outside the Company] Supervisory Board, OTTO Holding B.V. Outside Audit &amp; Supervisory Board Member, Alfresa Holdings Corporation</p>	800
<p>Reason for nomination as a candidate for External Director and overview of expected role</p> <p>Hiroshi Kizaki has experience serving as a full-time corporate auditor of a listed company and deep insight into finance and accounting as a certified public accountant, as well as experience in working overseas and extensive practical experience in many fields. During his tenure as an External Director of the Company, he has provided comments at the Board of Directors Meeting, etc. of the Company based on his professional and unique viewpoints, which combine his experience of leading various business units and his accounting expertise. The Company believes that he will play a role of providing appropriate recommendations as a specialist in finance and accounting as well as advice and governance to the management and business in the management judgment and decision-making process of the Company from a broad perspective based on his knowledge and experience. He is also expected to contribute to the strengthening of corporate governance and compliance. Therefore, the Company nominated him as a candidate for External Director. At the conclusion of this meeting, his tenure as External Director of the Company will have been one (1) year.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
10	Kenichi Fujita (March 18, 1959) Reelection External Independent	<p>Apr. 1983      Joined ALPS ELECTRIC CO., LTD. (currently ALPS ALPINE CO., LTD.)</p> <p>Oct. 1987      Director, Alpine Electronics GmbH</p> <p>May 1997      General Manager of Corporate Strategy and Principal Consultant, Sanwa Research Institute Corp. (currently Mitsubishi UFJ Research and Consulting Co., Ltd.)</p> <p>Apr. 2007      Representative Director and CEO, Siemens VDO Automotive Corporation (currently Continental Automotive Japan)</p> <p>Oct. 2009      Energy Sector Business Development Director, Siemens AG</p> <p>Oct. 2011      Senior Executive Officer, Energy Sector Lead, Siemens Japan K.K. (currently Siemens Healthcare K.K.)</p> <p>Oct. 2014      Senior Executive Officer, General Manager of Power &amp; Gas Business Division, General Manager of Power Generation Service Business Division, General Manager of Wind Power &amp; Renewable Energy Business Division, Siemens Japan K.K.</p> <p>Oct. 2016      Representative Director and CEO, General Manager of Power &amp; Gas Business Division, General Manager of Power Generation and Service Business Division, Siemens K.K.</p> <p>Mar. 2018      General Manager of Energy Management Business Division, General Manager of Mobility Business Division, Siemens K.K.</p> <p>Feb. 2020      Director, Siemens Healthcare K.K.</p> <p>Oct. 2020      Representative Director and Chairman, Siemens K.K.</p> <p>Jan. 2021      Representative Director and President, K-BRIC, Ltd. (currently K-BRIC&amp;Associates, Ltd.) (present position)</p> <p>Mar. 2021      Outside Director, ENECHANGE Ltd. (present position)</p> <p>Mar. 2023      External Director, OUTSOURCING Inc. (present position)</p> <p>[Significant concurrent positions outside the Company] Representative Director and President, K-BRIC&amp;Associates, Ltd. Outside Director, ENECHANGE Ltd.</p>	800
<p>Reason for nomination as a candidate for External Director and overview of expected role</p> <p>Kenichi Fujita has a wealth of broad expertise in corporate management, organizational operations, human resource development and other fields, based on many years of management experience in global companies. During his tenure as an External Director of the Company, he has made comments at the Board of Directors Meeting, etc. of the Company with global scope that drew on his management and organizational perspective, developed from his extensive management experience and from working overseas for many years. The Company believes that he will continue to play a role in providing advice and governance to the Company's overall management based on his deep knowledge and experience and has nominated him as a candidate for External Director. At the conclusion of this meeting, his tenure as External Director of the Company will have been one (1) year.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
11	Hiroko Ozawa (December 15, 1961) Reelection External Independent	<p>Apr. 1985      Joined Sony Corporation (currently Sony Group Corporation)</p> <p>Aug. 1991      Personal Audio Product Manager, Sony G.m.b.H.</p> <p>Dec. 1997      Overseas Marketing Division, Sony Corporation (currently Sony Group Corporation)</p> <p>Aug. 1999      Event &amp; Sports Entertainment Promotion Division, Sony Corporation</p> <p>July 2001      Seconded to Sony Pictures Entertainment (Japan) Inc.</p> <p>Sept. 2007     Seconded to AXN Japan Co., Ltd. (currently AXN Co., Ltd.), Vice President and General Manager</p> <p>Oct. 2008      Seconded to Mystery Channel Co., Ltd. (currently AXN Co., Ltd.), Vice President and General Manager (concurrent with the above position)</p> <p>June 2015      External Director, Animax Broadcast Japan Inc. (concurrent with the above position)</p> <p>Oct. 2015      Seconded to STAR CHANNEL, INC., Representative Director and Vice President</p> <p>Nov. 2018      Vice President, Sony Pictures Entertainment (Japan) Inc.</p> <p>June 2021      External Director, Nojima Corporation</p> <p>May 2022      External Director, PR TIMES Inc. (present position)</p> <p>June 2022      External Director, Cecile Co., Ltd.</p> <p>Mar. 2023      External Director, OUTSOURCING Inc. (present position)</p> <p>June 2023      Outside Director, SUNCALL CORPORATION (present position)</p> <p>[Significant concurrent positions outside the Company] External Director, PR TIMES Inc. Outside Director, SUNCALL CORPORATION</p>	800
<p>Reason for nomination as a candidate for External Director and overview of expected role Hiroko Ozawa has management experience cultivated at a major electrical equipment manufacturer and its group companies, experience in overseas business, a track record of diversity promotion activities in industry associations, and extensive insight in marketing and other areas accumulated through the operation of diverse businesses. During her tenure as an External Director of the Company, she has made progressive comments at the Board of Directors Meeting, etc. of the Company based on her wide-ranging practical experience in many operating companies and as an officer of such companies, and based on her expert perspective as a consultant engaged in the promotion of diversity. The Company believes that she will leverage her abundant experience to play a role in contributing to sustainable growth and enhancing the value of the Company's business and organization over the medium to long term and has therefore nominated her as a candidate for External Director. At the conclusion of this meeting, her tenure as External Director of the Company will have been one (1) year.</p>			

- Notes:
1. None of the above candidates have any special interests in the Company.
  2. Hideo Shiwa, Masaru Namatame, Atsuko Sakiyama, Hiroto Abe, Makiko Ujiie, Toshio Mukai, Azuma Inoue, Hiroshi Kizaki, Kenichi Fujita, and Hiroko Ozawa are candidates for External Director.
  3. Hideo Shiwa held the office of Director (Audit and Supervisory Committee Member) and Auditor in a subsidiary of the Company during the following periods.
    - (1) March 2020 - March 2022: Auditor, PEO Co., Ltd. (currently the Company)
    - (2) March 2020 - March 2022: Auditor, PEO Construction Machinery Operators Training Center Co., Ltd. (currently PCT Co.,Ltd.)
    - (3) February 2021 - March 2022: Auditor, S.S.Sangyo Co.Ltd. (currently the Company)

- (4) March 2022 - Present: Director (Audit and Supervisory Committee Member), OUTSOURCING TECHNOLOGY Inc.
4. Masaru Namatame held the office of Auditor in a subsidiary of the Company during the following periods.
- (1) March 2020 - August 2020: Auditor, OS support Co., Ltd. (currently HR GUIDE Co., Ltd.)
  - (2) March 2020 - March 2022: Auditor, OTS Inc.
  - (3) October 2020 - March 2022: Auditor, EcoCityService Corporation
  - (4) September 2021 - June 2023: Auditor, ISC Inc. (currently the Company)
  - (5) March 2022 - June 2022: Auditor, PEO Construction Machinery Operators Training Center Co., Ltd. (currently PCT Co.,Ltd.)
  - (6) March 2022 - June 2023: Auditor, S.S.Sangyo Co.Ltd. (currently the Company)
  - (7) April 2022 - June 2022: Auditor, nextPCT Co., Ltd. (currently PCT Co.,Ltd.)
  - (8) April 2023 - Present: Auditor, OS NANO TECHNOLOGY Co., LTD
  - (9) January 2024 - Present: Auditor, ORJ INC.
5. Atsuko Sakiyama held the office of Auditor in a subsidiary of the Company during the following period.
- March 2023 - Present: Supervisory Board, OTTO Holding B.V.
6. Makiko Ujiie held the office of Auditor in a subsidiary of the Company during the following period.
- October 2021 - March 2022: External Auditor, ORJ INC.
7. Hiroshi Kizaki held the office of Auditor in a subsidiary of the Company during the following period.
- March 2023 - Present: Supervisory Board, OTTO Holding B.V.
8. Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Anne Heraty, Hideo Shiwa, Masaru Namatame, Atsuko Sakiyama, Hiroto Abe, Makiko Ujiie, Toshio Mukai, Azuma Inoue, Hiroshi Kizaki, Kenichi Fujita, and Hiroko Ozawa to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act. If the reelection of each candidate is approved, the Company plans to renew the aforementioned agreement with them.
9. The Company has entered into a liability insurance contract for directors and officers with an insurance company, as stipulated in Article 430-3, paragraph 1 of the Companies Act with Directors (including officers of some domestic consolidated subsidiaries) and Executive Officers as the insured, and plans to renew the contract with the same terms on May 1, 2024.
- If the reelection of each candidate is approved under this proposal, each candidate will continue an insured person.
- (i) Outline of insurance accidents to be covered  
The policy covers damages and legal expenses incurred by the insured due to claims for damages made against the insured during the insurance period as a result of acts (including omissions) committed by the insured in relation to his/her duties as an officer of the Company. However, there is an exclusion of liability for claims for damages arising from certain acts, such as acts committed by the insured while in full knowledge that they violate laws and regulations.
  - (ii) Insurance premiums  
Insurance premiums, including for the special contract portion, are fully paid by the Company.
10. The Company has reported Hideo Shiwa, Masaru Namatame, Atsuko Sakiyama, Hiroto Abe, Makiko Ujiie, Toshio Mukai, Azuma Inoue, Hiroshi Kizaki, Kenichi Fujita, and Hiroko Ozawa as Independent Officers as provided for by the Tokyo Stock Exchange. If the reelection of each candidate is approved, the Company plans for their appointment as Independent Officers to continue.
11. The position and responsibility in the Company and significant concurrent positions outside the Company of each candidate who is currently a Director of the Company are described in “2 (3) 1) The Status of Directors and Executive Officers” of the Business Report (in the original Japanese version; excluded from this English translation).
12. The numbers of the Company’s shares owned are those owned as of December 31, 2023.
13. It has come to light that, during the tenures of Hideo Shiwa, Masaru Namatame, Atsuko Sakiyama, Hiroto Abe, Makiko Ujiie, Toshio Mukai, Azuma Inoue, Hiroshi Kizaki, Kenichi Fujita, and Hiroko Ozawa as External Directors of the Company, at the Company’s consolidated subsidiary OUTSOURCING TECHNOLOGY Inc., parts of the application procedure for the payment of employment adjustment subsidies were not performed correctly, and that the necessary contracts for the approval process in relation to transactions with other parties for recruitment expenses had not been created. Neither External Directors were aware of this matter until it came to light, but they regularly provided recommendations at the Board of Directors Meeting, etc. from the perspective of ensuring compliance. Moreover, after this matter came to light, they fulfilled their duties by providing opinions regarding the confirmation of initiatives, including measures for the Group to prevent recurrence, and the review and strengthening of internal control.

[Reference] Each committee and skills matrix after approval of the proposal for the election of Directors (planned)

Name	Position	Committee		
		Nominating	Compensation	Audit
Anne Heraty	Director	○		
Hideo Shiwa	External Director	○		○
Masaru Namatame	External Director		○	◎
Atsuko Sakiyama	External Director	○	◎	
Hiroto Abe	External Director	◎	○	
Makiko Ujiiie (Current family name: Ninagawa)	External Director		○	
Toshio Mukai	External Director			○
Azuma Inoue	External Director			○
Hiroshi Kizaki	External Director			○
Kenichi Fujita	External Director			
Hiroko Ozawa	External Director			

Name	Position	Skills Matrix					
		International experience	Corporate management	Human resource industry	Sales and marketing	Finance and accounting	Corporate Governance, legal affairs, and risk management
Anne Heraty	Director	○	○	○	○		
Hideo Shiwa	External Director	○				○	○
Masaru Namatame	External Director	○				○	○
Atsuko Sakiyama	External Director	○	○		○		
Hiroto Abe	External Director	○					○
Makiko Ujiiie (Current family name: Ninagawa)	External Director						○
Toshio Mukai	External Director	○				○	○
Azuma Inoue	External Director					○	○
Hiroshi Kizaki	External Director	○				○	○
Kenichi Fujita	External Director	○	○		○		
Hiroko Ozawa	External Director	○	○		○		

Notes: 1. ◎ represents the chairperson of the committee.

2. The above does not represent all the knowledge possessed by Directors.