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Corporate Governance Report

Last Updated: June 26, 2026

COMSYS Holdings Corporation
Hiroshi Tanabe
President, Representative Director
Telephone: +81-3-3448-7100
Securities code: 1721
https://www.comsys-hd.co.jp/english/

The corporate governance of COMSYS Holdings Corporation (the "Company") is described below.

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

1. Basic Views

The Company and its subsidiaries (the "Group") recognizes that corporate governance is an important management challenge for achieving sustainable growth and increasing the corporate value over the medium to long term with the aim of being a leading company delivering new value with the idea that "building telecommunications infrastructure x building IT systems x building social systems = infinite possibilities." The Group aspires to be a company that continues to earn trust from all stakeholders by maintaining and further enhancing the corporate governance.

In order to do so, it is essential to ensure swiftness, accuracy, fairness and transparency of decision making in management, the Group will continuously work on appropriate information disclosure, ensuring thorough compliance, rigorously upholding the Group's action guidelines, enhancing risk management and fortifying internal controls, among others, and will improve these practices.
Policies of the Company with respect to the five basic principles of Japan's Corporate Governance Code are as follows.

[Basic Principle 1] Securing the Rights and Equal Treatment of Shareholders
The Company appropriately takes action to ensure substantive protection of shareholder rights, including voting rights at General Meeting of Shareholders.

[Basic Principle 2] Appropriately Cooperate with Stakeholders Other Than Shareholders
The Company, based on COMSYS Group Management Philosophy, strives to appropriately collaborate with all stakeholders, including shareholders, customers, business partners, employees, and society, and is committed to sustainable growth and the enhancement of corporate value over the medium- to long-term.

[Basic Principle 3] Ensuring Appropriate Information Disclosure and Transparency
The Company actively discloses information that includes matters subject to disclosure under the principles of Japan's Corporate Governance Code, in addition to appropriately disclosing information pursuant to laws and regulations.

[Basic Principle 4] Duties of the Board of Directors, etc.
The Company's Board of Directors determines management strategies, business plans, and other basic policy, and also assumes a highly independent managerial supervisory function by enlisting the attendance of outside directors, including Audit and Supervisory Committee members. Meanwhile, the Board of Directors facilitates prompt and resolute decision-making in response to proposals of executive senior management and appropriately supervises the execution thereof.
Directors serve as management trustees appointed by the shareholders in assuming duty of loyalty and duty of due care with respect to executing such duties in helping to sustainably increase the Company's corporate value over the medium to long term

[Basic Principle 5] Dialogue with Shareholders

The Company has appointed a director in charge of IR and furthermore strive to promote dialogue with our shareholders enlisting its IR Department under the direct control of the President as the department in charge.

[Reasons for not Implementing the Principles of Japan's Corporate Governance Code]

The Company complies with all principles of Japan's Corporate Governance Code, which was revised in June 2021.

[Disclosure Based on the Principles of Japan's Corporate Governance Code]

[Principle 1.4] Cross-Shareholdings

<Policy on cross-shareholdings>

In seeking to increase the Company's corporate value from a medium- to long-term standpoint, the Group maintains cross-shareholdings in cases where it deems that such ownership offers business advantages in terms of maintaining and strengthening relationships of trust with its customers and business partners, as well as through more extensive business transactions and partnership. The Board of Directors inspects shares held for the purpose of cross-shareholding on an annual basis with the aims of verifying the significance of ownership for each individual stock and ensuring that profits and risks associated with ownership align with capital costs. Upon having deemed that holding a stock is no longer warranted in terms of significance and appropriateness of ownership based on findings of such verification, the Company accordingly reduces such holdings within a certain period of time taking into account the market environment.

<Exercise of voting rights related to cross-shareholdings>

When exercising voting rights associated with its holdings, the Company appropriately exercises its voting rights upon having comprehensively determined whether or not such holdings contribute to increasing the corporate value of the issuing company and the Group, and also upon having determined whether details of the proposal align with the Company's cross-shareholding policy.

[Principle 1.7] Related Party Transactions

When the Group companies conduct transactions with the Company's directors or major shareholders that constitute competition transactions or conflict-of-interest transactions as defined under the Companies Act, such transactions are approved by the Board of Directors beforehand to ensure that they do not harm the common interests of shareholders. The status of such transactions is reported to the Board of Directors and disclosed in the annual securities report, etc., except for matters that are immaterial within the scope of laws and regulations.

<<Supplementary Principle 2.4.1>>

<Approach to ensuring diversity, human resources development policy, and internal environmental development policy>

The Group promotes diversity based on the belief that active participation of a diverse workforce is essential to its continued growth. It is committed to promoting diversity and creating an environment that respects various backgrounds and values. Moreover, the Group is working to increase its ratio of women in management positions by actively hiring female employees and engaging in various initiatives focused on encouraging active participation of women in the workplace.

<Voluntary and measurable goals for ensuring diversity and status thereof>

(1) Female Employees

As the Company's consolidated subsidiaries have different sizes and business structures, each company sets their own goal and implements it.

The total number of women in management positions at the Company and nine major consolidated subsidiaries (eight supervisory business companies and COMSYS Shared Services Corporation) was 60 as of March 2026, an increase of 12 women from April 2021. Furthermore, in April 2026, the number of female new graduate hires was 54, and the proportion of women among new graduate hires was 19%.

Regarding the proportion of female workers among employees in managerial positions at consolidated subsidiaries, please refer to "Part IV. Overview of the Company, 5. Status of employees, (2)" and "Part VII. Reference Information on the Filing Company, 2. Other reference information, (2)" of the securities report (the 23rd period).

(2) Non-Japanese Employees

In consideration of the characteristic that the Group's business is primarily focused on the domestic market, the Company have not set quantitative targets for non-Japanese employees. The total number of non-Japanese employees was 23 at the Company and nine major consolidated subsidiaries as of March 2026, none of whom are managers.

(3) Mid-career Hires

Every year, mid-career hires capable of producing immediate results join the Group to serve as management. As of March 2026, the total number of mid-career hires was 1,988 at the Company and nine major consolidated subsidiaries, of whom 659 are managers. With mid-career hires accounting for 33% of the managerial workforce, the Company seeks to ensure that the ratio does not fall below 30% going forward.

[Principle 2.6] Functioning as Asset Owner of Corporate Pension Funds

The corporate pension reserves of the Company are properly managed by NIPPON COMSYS Corporate Pension Fund in collaboration with fund management consultants.
Furthermore, the Company has established an asset management committee composed of members with the necessary experience and qualifications for asset management. This committee meets quarterly to select individual investment destinations, review management status, and oversee the overall soundness of the fund.

[Principle 3.1] Enhancement of Information Disclosure

(1) Disclosure of Management Philosophy, Management Strategies and Business Plans, etc.

<COMSYS Group Management Philosophy>

- We will contribute to social development by “building infrastructure that supports affluent lifestyles.”
- We will build a company that customers continue to choose through “engineering for the future”
- We will continue with unrelenting reform in our aim to further increase corporate value.

The Group’s business domain encompasses engineering businesses in various fields that underpin social and economic activity, extending from establishment and operation of telecommunications equipment in the Carrier-related Business to building of IT infrastructure and software development in the IT Solutions Business, and construction of social infrastructure and renewable energy equipment in the Social System-related Business.
This management philosophy calls for harnessing efforts of the entire Group toward seeking solutions to various social challenges and contributing to the achievement of a sustainable society as well as further increasing the corporate value, while further contributing to society, its customers, and its shareholders and Group employees, aiming to be a leading company delivering new value with the idea that “building telecommunications infrastructure x building IT systems x building social systems = infinite possibilities.”

For society
– Building infrastructure that supports affluent lifestyles –
We believe it is our mission to contribute to social development by building diverse infrastructure.

For customers
– Engineering for the future –
While aspiring to further business expansion, we aim to be a corporate group that receives the highest evaluation from customers on the service front, including quality, delivery, and price.

For shareholders and Group employees
– Unrelenting reform and further increasing corporate value –
We will continue with structural reform initiatives to overcome the tough competitive environment with the aim of raising productivity and strengthening cost competitiveness, by measures such as the multi-skilling of human resources and DX promotion.

<The way we aspire to be>
A leading company delivering new value with the idea that “building telecommunications infrastructure x building IT systems x building social systems = infinite possibilities.”
The Group will continue to be a group that solves various social issues and contributes to social development and other related areas by combining (x: multiplying) businesses while valuing each of our individual businesses.

<Management strategies and business plans>
The Group formulated the "COMSYS Group 2030 Vision," which concludes in the fiscal year 2030, in May 2025. Further details are available on the Company's website.
(https://www.comsys-hd.co.jp/english/ir/plan.html)

(2) Disclosure of Basic Policy on Corporate Governance
Please refer to "1. Basic Views" under "I. Basic Views on Corporate Governance, Capital Structure, Corporate Attributes and Other Basic Information" in this report.

(3) Policies and Procedures for Determining Remuneration of Directors
Please refer to "Director Remuneration" and "Disclosure of Policy for Determining Remuneration Amounts or Calculation Methods Thereof" in "1. Organizational Composition and Operation" under "II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-making, Execution of Business, and Supervision in Management" in this report.

(4) Policies and Procedures for Nomination of Directors
Please refer to "(Nomination of Directors)" under "2. Matters on Functions of Business Execution, Audit and Supervision, Nomination and Remuneration Decisions" in "II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-making, Execution of Business, and Supervision in Management" in this report.

(5) Explanation on Individual Director Appointments and Nominations
The Company's Board of Directors approves appointments and nominations upon having examined details of individual director candidates, taking into account the aforementioned "(4) Policies and Procedures for Nomination of Directors." The Company discloses reasons for appointments of individual candidates through its notice of general meeting of shareholders based on resolutions of its Board of Directors. This information stated pages 8 to 15 of the "NOTICE OF THE 22ND ORDINARY GENERAL MEETING OF SHAREHOLDERS," published on the company's website.

<<Supplementary Principle 3.1.3>>
In the Sustainable Committee, the Group engages in deliberation and decision-making regarding specific policies and strategies, and action plans based on our sustainability basic policy. The committee furthermore monitors implementation of such initiatives by the entire Group.

(1) Initiatives on Sustainability
Under its management philosophy of contributing to social development by "building infrastructure that supports affluent lifestyles," building a company that customers continue to choose through "engineering for the future," and continuing with unrelenting reform in our aim to further increase corporate value, the Group aims to achieve a sustainable society and increase the corporate value over the medium to long term as a leading company in the fields of telecommunications and social infrastructure development, and identify five items of materiality (material issues) to be addressed by the Group to promote sustainability management. Information on initiatives on materiality and sustainability has been published to the Company's website.

(2) Investments in Human Capital and Intellectual Properties, etc.
The Group has set "strengthening human resources and promoting flexible working" as materiality and been advancing initiatives to promote engagement and flexible work styles that respect diversity and to enhance competitiveness by securing exceptional talent, and foster innovation by establishing a supportive work environment and implementing systematic talent development.
As for intellectual properties, while respecting those of others, the Group strives to proactively create, protect, and utilize intellectual properties in order to contribute to development of the society and increase of the corporate value.
Information on investments in human capital and intellectual properties, etc. has been published to the Company's website.

(3) Initiatives on Climate Change
The Group has set "making efforts for global environmental conservation" as materiality and been advancing initiatives to fulfill its corporate social responsibility while ensuring medium- to long-term growth and maintaining competitiveness, by addressing environmental conservation. The Group analyzes its risks and earnings opportunities related to climate change, and based on the TCFD disclosure framework, has published information on "governance," "risk management," "strategy," "targets" and "results" to the Company's

website.

- COMSYS Group 2030 Vision: (https://www.comsys-hd.co.jp/english/ir/plan.html)
- Materiality: (https://www.comsys-hd.co.jp/english/sustainability/materiality.html)
- ESG Data Book: (https://www.comsys-hd.co.jp/english/sustainability/esg-data.html)
- Integrated Report 2025: (https://www.comsys-hd.co.jp/english/ir/library/report.html)

<<Supplementary Principle 4.1.1>>

The Company has formulated its "Rules of the Board of Directors" and "Criteria for Submitting Matters to the Board of Directors for Deliberation," thereby stipulating details subject to deliberation by the Board of Directors and articulating the scope of management execution based on the "Authority Rules" with respect to other matters. Specifically, the Board of Directors makes decisions regarding matters that include agenda items of General Meeting of Shareholders and other important matters stipulated under the Companies Act, and management strategies, business plans, and other fundamental aspects of management. Individual decisions regarding business execution based on such details are delegated to each of the directors in charge of such business operations. The scope of delegation is clearly defined in The Authority Rules.
The Company established Executive Committee consisting of directors (excluding outside directors), Associate Directors and a full-time Audit and Supervisory Committee member to facilitate smooth and accurate decision-making of the President, Representative Director. The committee deliberates on important matters of business execution, including items to be resolved by the Board of Directors.

[Principle 4.9] Independence Standards and Qualifications for Independent Outside Directors

Please refer to "Matters Relating to Independent Officers" of "Independent Officers" under "1. Organizational Composition and Operation" in "II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-making, Execution of Business, and Supervision in Management" in this report.

<<Supplementary Principle 4.10.1>>

The Company has established the Nomination and Remuneration Advisory Committee, which includes outside directors, to strengthen functional independence, objectivity, and accountability of the Board of Directors. In the course of examining particularly important matters such as nomination and remuneration, the committee appropriately enlists involvement and advice from outside directors, such that includes their perspectives on succession planning, gender and other diversity considerations, and skills. A majority of the committee's members are independent outside directors, thereby ensuring independence.

<<Supplementary Principle 4.11.1>>

The Company's Board of Directors consists of internal directors who are familiar with the Group's business and outside directors who monitor management from an independent standpoint and strives to maintain and strengthen sound management by improving operational efficiency and enhancing the audit functions carried out by the Audit and Supervisory Committee members.

In appointing internal directors, the Company places importance on the ability and track record of directors who are familiar with their respective business segments and are capable of understanding the overall business and carrying out activities, able to make accurate and prompt decisions, and are able to appropriately manage risks, and also diversity that leverages individual backgrounds and experiences. With respect to the appointment of outside directors, the Company comprehensively considers that they satisfy the requirements of the Company's independence criteria and have diverse viewpoints, a extensive experience as a corporate professional, a high level of insight and expertise, and are well-versed in all aspects of management., and in particular, include directors who have management experience at other companies.
In order to solve the Group's issues, the Company has defined the areas in which it particularly expects each director to contribute, namely "Business management," "Equipment construction and operation/Project management," "New business development/Business expansion promotion," "DX promotion/Technology development," "Legal/Risk management," "Human Resources/Labor/Diversity," "Accounting/Finance," and "Sustainability," as presented in the Skill Matrix, attached.

<<Supplementary Principle 4.11.2>>

The Company seeks to ensure that its directors are able to devote the time and effort necessary to appropriately fulfill their roles and duties. As such, the Company advises its directors who concurrently serve as officers of other listed companies to hold such concurrent positions at no more than four other companies. The Company accordingly discloses significant concurrent positions of each director, including those at other companies, in the Business Report and the Reference Documents for the General Meeting of Shareholders. Further details are published to the Company's website.

(https://www.comsys-hd.co.jp/english/ir/library/meeting.html)

<<Supplementary Principle 4.11.3>>

The Company carries out the overall operation, including the scheduling of meetings of the Board of Directors and the items to be resolved, etc. based on the Rules of the Board of Directors. In addition to performing oversight of the status of the execution of duties each quarter at meetings of the Board of Directors, the Company strives to secure the effectiveness of the Board of Directors as a whole, which entails providing, as needed, opportunities for "discussions" between the internal directors, including the Representative Director, and the outside directors after meetings of the Board of Directors. Furthermore, the Company administers an annual questionnaire for all directors as part of its efforts to evaluate the effectiveness of the Board of Directors. As part of measures to enhance independence, objectivity, and transparency, the Company commissions the tasks of administration, tabulation, and analysis of questionnaires to a third-party organization.

<Initiatives to improve effectiveness in the previous fiscal year>

In the 2024 evaluation of the Board of Directors' effectiveness, challenges were identified including the reconsideration of the Board's skill set, selection of agenda items requiring deeper deliberation and oversight, and enhancement of explanation and dialogue with stakeholders.

At the Annual General Meeting of Shareholders held in June 2025, two outside directors with extensive experience in corporate management were newly appointed. As a result, the ratio of outside directors increased from 40% to 45%, and the number of female directors increased from one to two, thereby enhancing the Board's skill set and diversity.

Furthermore, the Board actively engaged in discussions on specific themes in a free and open forum called the "Discussion," and strived to further improve the Board's effectiveness through oversight of explanations and dialogue with shareholders and other stakeholders.

<FY2025 methods for evaluating effectiveness of the Board of Directors>

The Company entrusts the administration, aggregation, and analysis of the questionnaire to a third-party organization, ensuring independence, objectivity, and transparency. The main questionnaire topics include the composition and operation of the Board of Directors, management and business strategies, corporate ethics and risk management, evaluation and remuneration of management, dialogue with shareholders and other stakeholders, and initiatives based on issues identified in the previous fiscal year. Each director anonymously conducts a self-assessment on these themes. The third-party organization compiles and analyzes the results, which are then discussed by the Board of Directors.

<Summary of results>

The third-party organization that conducted the aggregation and analysis reported that the evaluation results remain at a high level, with many items receiving positive feedback. Furthermore, based on subsequent discussions at the Board of Directors meetings, and comprehensively considering the Board's operational status, the exercise of its supervisory functions, and the depth of deliberations, it has been confirmed that the Board's effectiveness is being maintained at a high level. In addition, steady progress has been made in addressing the issues from the previous fiscal year, confirming that continuous efforts to enhance the Board's effectiveness are functioning effectively.

<Initiatives to improve effectiveness going forward>

In the 2025 evaluation of the Board of Directors' effectiveness, the following issues were identified as areas of concern: further deepening of discussions on important medium- to long-term themes such as group strategy aimed at enhancing corporate value; strengthening oversight of risk processes; and improving effectiveness in the nomination and remuneration areas. To address these challenges, at the Annual General Meeting of Shareholders held in June 2026, one additional outside director with extensive corporate management experience was appointed. The Board composition has been revised to ensure a majority of outside directors, thereby enhancing the monitoring function and strengthening adaptability to changes in the business environment, aiming for the sustainable growth of the Group and medium- to long-term enhancement of corporate value.

Furthermore, to further enhance the independence and objectivity of Board proceedings and to realize greater transparency and fairness in the nomination and remuneration decision-making processes, the roles of Board Chair and Chair of the Nomination and Remuneration Advisory Committee have been assigned to independent outside directors, thereby aiming to further improve effectiveness.
In addition, this fiscal year, the Board has worked to enrich discussions on more comprehensive and strategic important themes and, to strengthen oversight on key monitoring topics, has reselected agenda items requiring deeper discussion at Board meetings and in the “Discussion” sessions. Through deeper deliberation, the Board continues to strive toward enhancing corporate value.

<<Supplementary Principle 4.14.2>>

The Company holds annual training sessions led by external instructors for newly appointed officers from each company of the Group, such that cover duties and responsibilities of directors and auditors, and accounting essentials for officers.
Additionally, the Company will strive to enhance knowledge and ability of its directors, including Audit and Supervisory Committee members, and to strengthen Group governance by providing Company-funded training and seminar opportunities as needed, such as training on laws and regulations.

[Principle 5.1] Policy for Constructive Dialogue with Shareholders

The Company has appointed a Director in charge of IR and has furthermore established the IR Department under the direct control of the President as the department in charge. The IR Department gathers information on a routine basis in the course of cooperating with the Corporate Planning Department, Finance & Accounting Department, General Affairs Department, and entities such as the respective supervisory business companies. For shareholders and other investors, the IR Department actively embraces opportunities for individual meetings and other such forums, whereby the President, Representative Director, Director in charge of IR, and others accommodate meetings as necessary. In Japan, the Company holds financial results briefings (twice annually) enlisting explanations by the President, Representative Director, and when necessary, holds small meetings, etc.
The IR Department compiles questions and feedback received from shareholders and other investors through its IR activities, and regularly reports such information to relevant parties in Executive Committee. When engaging in dialogue with its shareholders and other investors, the Company appropriately manages insider information in adhering to its COMSYS Group Insider Trading Management Rules, which are internal regulations.

The Company includes details on the dialogue between management, etc. and shareholders of the previous fiscal year in the Company’s Integrated Report issued in autumn on an annual basis.
(https://www.comsys-hd.co.jp/english/ir/library/report.html)

[Action to Implement Management that is Conscious of Cost of Capital and Stock Price]

Content of Disclosure	Disclosure of Initiatives (Update)
Availability of English Disclosure	Available
Date of Disclosure	June 26, 2026

Explanation

The Company have formulated the "Comsys Group Vision 2030" and is committed to sustainable growth and enhancing corporate value over the medium to long term. To achieve management that is conscious of cost of capital and stock prices, we are taking the following steps based on our policy of improving capital efficiency while maintaining sound finances and achieving steady growth:

(1) We assume our cost of capital between 5.5% and 7.5% for the fiscal year 2025, and aim to reach ROE of 10% or more by the final fiscal year 2030.
(2) We will steadily invest in growth using the operating cash flow generated by our business and raise additional funds when necessary.
(3) Regarding shareholder returns, we will continue to increase dividends by 5 yen or more per share annually, targeting a total payout ratio of approximately 70%, and also conduct share buybacks proactively.
(4) As a company supporting social infrastructure, we will maintain a sound capital structure that enables stable business continuity even in emergencies.

Regarding our initiatives with awareness of capital costs and stock prices, please refer to the "COMSYS Group 2030 Vision" published on our company's website.
(https://www.comsys-hd.co.jp/english/ir/library/financial/)

2. Capital Structure

Foreign Shareholding Ratio	From 20% to less than 30%

[Status of Major Shareholders]

Name	Number of Shares Owned (Shares)	Shareholding Ratio (%)
The Master Trust Bank of Japan, Ltd. (Trust Accounts)	31,044,900	26.77
Custody Bank of Japan, Ltd. (Trust Accounts)	14,685,600	12.66
Nippon Life Insurance Company	3,247,179	2.80
COMSYS Holdings Employee Shareholding Association	2,405,178	2.07
STATE STREET BANK AND TRUST COMPANY 505001	1,842,563	1.58
JP MORGAN CHASE BANK 385781	1,606,976	1.38
HSBC HONG KONG-TREASURY SERVICES A/C ASIAN EQUITIES DERIVATIVES	1,601,044	1.38
Meiji Yasuda Life Insurance Company	1,554,967	1.34
BNP PARIBAS LONDON BRANCH FOR PRIME BROKERAGE SEGREGATION ACC FOR THIRD PARTY	1,506,356	1.29
STATE STREET BANK AND TRUST COMPANY 505103	1,412,901	1.21

Controlling Shareholder (except for Parent Company)	—
Parent Company (Listed Stock Market)	None

Supplementary Explanation

1. The Company held 2,031,443 shares of treasury stock as of March 31, 2026, but is not included among the Major Shareholders, aforementioned. Note that the 2,031,443 treasury shares do not include 266,500 shares held in the stock grant ESOP trust account. Additionally, the shareholding ratio is calculated based on the total number of issued shares after deducting treasury shares.

2. Of the shares held by The Master Trust Bank of Japan, Ltd. (Trust Account), 22,955 thousand shares are held by investment trusts; 212 thousand shares by pension trusts; 7,660 thousand shares by other trusts; and 216 thousand shares are taxable. The total number of shares held is 31,044 thousand shares.

3. Of the shares held by Custody Bank of Japan, Ltd. (Trust Account), 11,282 thousand shares are held by investment trusts; 958 thousand shares by pension trusts; 2,422 thousand shares by other trusts; and 22 thousand shares are taxable. The total number of shares held is 14,685 thousand shares.

4. The Statement of Large-Volume Holdings made available for public inspections on April 21, 2025, states that Daiwa Asset Management Co., Ltd. owned the following number of shares as of April 15, 2025. However, as the Company is unable to confirm the actual number of shares owned as of September 30, 2025, these shares are not included among the major shareholders above. The details of The Large-Volume

Holdings report are as follows:

Daiwa Asset Management Co., Ltd. 6,752,500 shares 5.08%

5. The Statement of Large-Volume Holdings (Statement of Changes) made available for public inspection on May 8, 2025, states that SILCHESTER INTERNATIONAL INVESTORS LLP owns the following shares as of May 2, 2025. However, as the Company is unable to confirm the actual number of shares owned as of March 31, 2026, these shares are not included among the major shareholders above. The details of the Statement of Large-Volume Holdings (Statement of Changes) are as follows.

   SILCHESTER INTERNATIONAL INVESTORS LLP 6,218,500 shares 4.68%

6. The Statement of Large-Volume Holdings (Statement of Changes) made available for public inspections on January 20, 2026, states that Nomura Asset Management Co., Ltd. and its joint holders owned the following number of shares as of January 14, 2026. However, as the Company is unable to confirm the actual number of shares owned as of March 31, 2026, these shares are not included among the major shareholders above. The details of The Large-Volume Holdings report are as follows

   NOMURA INTERNATIONAL PLC. 429,113 shares 0.32%
   Nomura Asset Management Co., Ltd. 12,906,900 shares 9.70%

7. The Statement of Large-Volume Holdings made available for public inspection on March 3, 2026, states that Oasis Management Company Ltd. owned the following number of shares as of February 26,2026. However, as the Company is unable to confirm the actual number of shares held as of March 31, 2026, these shares are not included among the major shareholders above. The details of The Large-Volume Holdings are as follows.

   Oasis Management Company Ltd. 7,462,000 shares 5.61%

8. The Statement of Large-Volume Holdings (Statement of Changes) made available for public inspection on March 5, 2026, states that Sumitomo Mitsui Trust Asset Management Co., Ltd., and its joint holders owned the following number of shares as of February 27,2026. However, as the Company is unable to confirm the actual number of shares held as of March 31, 2026, these shares are not included among the major shareholders above. The details of The Large-Volume Holdings (Statement of Changes) are as follows.

   Sumitomo Mitsui Trust Asset Management Co., Ltd. 4,378,000 shares 3.29%
   Amova Asset Management Co., Ltd. 6,326,800 shares 4.76%

9. As of March 31, 2026, the Company holds 2,031,443 shares of treasury stock, which are excluded from the major shareholders above. Additionally, the 2,031,443 shares of treasury stock do not include 266,500 shares held in the Company's stock grant ESOP trust account. The shareholding ratio is calculated based on the total number of issued shares, excluding treasury stock.

3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange Prime Market
Fiscal Year-End	March
Type of Business	Construction
Number of Employees (Consolidated) as of End of the Previous Fiscal Year	1,000 or more
Net Sales (Consolidated) for the Previous Fiscal Year	From ¥100 billion to less than ¥1 trillion
Number of Consolidated Subsidiaries as of End of the Previous Fiscal Year	From 50 to less than 100

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

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5. Other Special Circumstances That May Have Serious Effects on Corporate Governance

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II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-making, Execution of Business, and Supervision

1. Organizational Composition and Operation

Organization Form	Company with audit and supervisory committee

[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation	12
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board of Directors	Outside Director
Number of Directors	11
Appointment of Outside Directors	Appointed
Number of Outside Directors	6
Number of Independent Officers Designated From Among Outside Directors	6

Outside Directors' Relationship With the Company (1)

Name	Attribute	Relationship With the Company*										
		a.	b.	c.	d.	e.	f.	g.	h.	i.	j.	k.
Hiroyuki Asai	From another company											
Kyoko Ichikawa	CPA											
Masaya Hirano	Attorney at law											
Kenzo Moriyama	From another company											
Ritsue Miyashita	From another company											
Koichi Kawana	From another company											

* Categories for "Relationship with the Company"

* "○" when the director presently falls or has recently fallen under the category; "△" when the director fell under the category in the past

* "●" when a close relative of the director presently falls or has recently fallen under the category; and "▲" when a close relative of the director fell under the category in the past

a. Executive (a person who executes business; hereinafter, the same) of the Company or its subsidiary
b. Non-executive director or executive of the parent of the Company
c. Executive of a fellow subsidiary of the Company
d. Party whose major client or supplier is the Company or an executive thereof
e. Major client or supplier of the Company or an executive thereof
f. Consultant, accounting professional or legal professional who receives a large amount of monetary consideration or other property from the Company besides remuneration as a director
g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a corporation)
h. Executive of a client or supplier of the Company (which does not correspond to any of d., e., and f.) (the

director himself/herself only)

i. Executive of a corporation to which outside officers are mutually appointed (the director himself/herself only)
j. Executive of a corporation that receives a donation from the Company (the director himself/herself only)
k. Other

Outside Directors' Relationship With the Company (2)

Name	Audit and Supervisory Committee Member	Independent Officer	Supplementary Explanation of the Relationship	Reasons for Appointment
Hiroyuki Asai	○	○	———	Hiroyuki Asai provides advice and suggestions from multiple perspectives based on his expert knowledge as a director at a non-ferrous metal company entailing many years of operational experience such as human resources, personnel development and corporate planning, and his abundant experience and insight regarding company management. He also endeavors to ensure transparency in officer appointments and remuneration as a member of the Nomination and Remuneration Advisory Committee. As such, the Company believes that he will help further strengthen the Company's corporate governance. In addition, he fully satisfies all the independence criteria stipulated in the guidelines related to listing management of the Tokyo Stock Exchange, and since there is no risk of conflicts of interest with general shareholders, he has been designated as an independent officer.
Kyoko Ichikawa	○	○	———	Kyoko Ichikawa provides advice and suggestions from multiple perspectives based on her expert knowledge and insight about finance, accounting and tax affairs as a certified public accountant and a certified public tax accountant in addition to her deep and profound knowledge of internal control systems. She also endeavors to ensure transparency in officer appointments and remuneration as a member of the Nomination and Remuneration Advisory Committee. As such, the Company believes that she will help further strengthen the Company's corporate governance. In addition, she fully satisfies all the independence criteria stipulated in the guidelines related to listing management of the Tokyo Stock Exchange, and since there is no risk of conflicts of interest with general shareholders, he has been designated as an independent officer.

Name	Audit and Supervisory Committee Member	Independent Officer	Supplementary Explanation of the Relationship	Reasons for Appointment
Masaya Hirano	○	○	———	Masaya Hirano provides advice and suggestions from multiple perspectives based on his expert knowledge and insight regarding laws and regulations as an attorney, in addition to his deep and profound knowledge of M&A and alliances (corporate partnerships). He also endeavors to ensure transparency in officer appointments and remuneration as a member of the Nomination and Remuneration Advisory Committee. As such, the Company believes that he will help further strengthen the Company's corporate governance. In addition, he fully satisfies all the independence criteria stipulated in the guidelines related to listing management of the Tokyo Stock Exchange, and since there is no risk of conflicts of interest with general shareholders, he has been designated as an independent officer.
Kenzo Moriyama	○	○	———	Kenzo Moriyama provides advice and suggestions from multiple perspectives based on his expert knowledge as an executive officer at a major glass company, entailing many years of operational experience in business planning and as an internal company president, along with his abundant experience and insight regarding corporate management, including overseas operations. As such, the Company believes that he will help further strengthen the Company's corporate governance. In addition, he fully satisfies all the independence criteria stipulated in the guidelines related to listing management of the Tokyo Stock Exchange, and since there is no risk of conflicts of interest with general shareholders, he has been designated as an independent officer.

Name	Audit and Supervisory Committee Member	Independent Officer	Supplementary Explanation of the Relationship	Reasons for Appointment
Ritsue Miyashita	○	○	———	Ritsue Miyashita, as an executive officer at a company responsible for developing aviation-related systems in the airline industry, which serves as a public transportation system for social infrastructure, provides advice and suggestions from multiple perspectives. This is based on her expert knowledge gained from many years of operational experience and her abundant experience and insight in corporate management, including the promotion of women's participation. As such, the Company believes that she will help further strengthen the Company's corporate governance. In addition, she fully satisfies all the independence criteria stipulated in the guidelines related to listing management of the Tokyo Stock Exchange, and since there is no risk of conflicts of interest with general shareholders, he has been designated as an independent officer.
Koichi Kawana	—	○	———	Considering his extensive experience as a corporate executive and his high level of insight, we have determined that he can contribute to the development of our Group. He served as an outside director (Audit and Supervisory Committee member) of our company for four years from June 2019 to June 2023, and from an independent standpoint, he has devoted himself to supervising management and ensuring proper decision-making, thereby contributing to the strengthening of our governance system and the enhancement of management transparency. Based on his expert knowledge derived from his managerial achievements at other companies, we believe he will lead more advanced discussions at the Board of Directors, while providing highly effective supervision over management and valuable advice and recommendations from an independent perspective. In addition, he fully satisfies all the independence criteria stipulated in the guidelines related to listing management of the Tokyo Stock Exchange, and since there is no risk of conflicts of interest with general shareholders, he has been designated as an independent officer.

[Audit and Supervisory Committee]

Committee's Composition and Chairperson's Attributes

	Total Committee Members	Full-time Members	Internal Directors	Outside Directors	Chairperson
Audit and Supervisory Committee	6	1	1	5	Internal director

Appointment of Directors and/or Employees to Support Duties of the Audit and Supervisory Committee	Appointed

Matters Relating to Independence of the Relevant Directors and Employees from Executive Directors

The Company has established the Audit and Supervisory Committee's Office to support smooth execution of audits by facilitating activities of the Audit and Supervisory Committee.
Whereas no directors are assigned to facilitate duties of the Audit and Supervisory Committee, one manager of Audit and Supervisory Committee's Office and one staff member serve as employees assigned to facilitate duties of the Audit and Supervisory Committee.

Cooperation Among Audit and Supervisory Committee, Accounting Auditor and Internal Control Auditing Department

The Company has established a system that enables it to continuously monitor whether or not business execution is being conducted properly and efficiently by having Audit and Supervisory Committee members accompany the Accounting Auditor and others in accordance with auditing plans, and by having them closely cooperate with the Accounting Auditor and the Internal Control Auditing Department in part through their on-site attendance of accounting audits and internal audits.
Moreover, the Audit and Supervisory Committee has Audit and Supervisory Committee members who have engaged in on-site attendance of internal audits and accounting audits furnish it with reports on matters such as the status and findings of such audits. The committee furthermore establishes close cooperation whereby it directly exchanges opinions with the Internal Control Auditing Department as necessary, and also regularly holds meetings to exchange opinions with the Accounting Auditor.

[Voluntary Committees]

Establishment of Voluntary Committee(s) Equivalent to Nomination Committee or Remuneration Committee	Established

Voluntary Committee's Name, Composition, and Chairperson's Attributes

	Committee Equivalent to Nominating Committee	Committee Equivalent to Remuneration Committee
Committee's Name	Nomination and Remuneration Advisory Committee	Nomination and Remuneration Advisory Committee
Total Committee Members	4	4
Full-time Members	0	0
Internal Directors	1	1
Outside Director	3	3
Outside Experts	0	0
Other	0	0

Chairperson	Outside director	Outside director

Supplementary Explanation

The Nomination and Remuneration Advisory Committee (the "Advisory Committee") assumes functions of both a nomination committee and a remuneration committee in the course of it deliberating director candidates and director remuneration as advised by the Board of Directors, and subsequently reporting such findings to the Board of Directors.
As of June 26, 2026, the membership of the Advisory Committee, which consists of the President, Representative Director, and three independent outside directors, is as follows.

Chairperson — Independent outside Director Hiroyuki Asai
Reason for selection — Hiroyuki Asai serves as a member of the Advisory Committee. Based on his extensive experience and insight in corporate management, he provides advice and recommendations from a multifaceted perspective in his capacity as a director serving on the Audit and Other Committees. Furthermore, as a member of the Nomination and Compensation Advisory Committee, he is dedicated to ensuring transparency regarding executive appointments and compensation. We believe he will continue to contribute to the further strengthening of our corporate governance, and have therefore appointed him as Chairperson of the Nomination and Compensation Advisory Committee.

Committee member — President, Representative Director Hiroshi Tanabe
Reason for selection — Hiroshi Tanabe serves as a member of the Advisory Committee. As the President, Representative Director, he is in charge of the Group's overall strategy, which is aimed at the Group's sustainable growth and enhancement of corporate value over the medium to long term. He is also President and Representative Director of Nippon COMSYS Corporation, the core operating company handling the Group's overall business strategies.

Committee member — Independent outside Director Kyoko Ichikawa
Reason for selection — Kyoko Ichikawa serves as a member of the Advisory Committee. She has expert knowledge and insight about finance, accounting and tax affairs as a certified public accountant and a certified public tax accountant. She also has deep and profound knowledge of internal control systems. So, she has ability to provide advice and suggestions from multiple perspectives including the aspect of diversity as the Company's female director.

Committee member — Independent outside Director Masaya Hirano
Reason for selection — Masaya Hirano serves as a member of the Advisory Committee. He has expert knowledge and insight regarding laws and regulations as an attorney. He also has profound knowledge of M&A and alliance (corporate partnership). So, he has ability to provide advice and suggestions from multiple perspectives.

The Secretariat of the Advisory Committee is in charge of the HR Department. The Advisory Committee held five meetings in FY2025, with full attendance by all committee members at each session.

[Independent Officers]

Number of Independent Officers	6

Matters Relating to Independent Officers

[Principle 4.9]
When appointing outside directors, the Company seeks professionals equipped with the following experience and qualifications in ensuring that they are capable of advising, suggesting and supervising the Company's management, in addition to addressing requirements of independence as stipulated by the Companies Act and the Tokyo Stock Exchange.

(1) Person who is familiar with corporate management and equipped with experience at other companies as the officer and management team

(2) Person equipped with specialized knowledge in any of the recognized areas, such as laws and regulations, finance, accounting, and taxation.

The Company enlists a policy of registering as independent officers all outside officers who satisfy the independent officer criteria.

[Incentives]

Implementation of Measures to Provide Incentives to Directors	Performance-linked remuneration plan and stock options plan

Supplementary Explanation

Incentive-related compensation for our directors applies to our directors excluding Audit and Supervisory Committee members and outside directors (hereinafter referred to as "Eligible Directors"). It consists of performance-based monetary compensation (bonuses) and non-monetary long-term incentive compensation (restricted stock with continued service conditions and performance-linked restricted stock).

The performance-based compensation (bonuses) is calculated by multiplying the base compensation by a predetermined performance evaluation index. The performance evaluation index is determined by quantitatively assessing important indicators for our company, including year-on-year changes and plan achievement rates of consolidated net sales and consolidated operating income, as well as the same indicators for the business units concurrently managed by each director, in addition to qualitative evaluations.

The restricted stock with continued service conditions is intended to provide Eligible Directors with incentives to sustainably enhance the corporate value of the Company and to promote further value sharing between Eligible Directors and shareholders. The number of shares granted is determined based on each director's base compensation. The proportion of compensation borne by the Company is decided based on the responsibilities of each Eligible Director at the Company and the business units they manage.

The performance-linked restricted stock aims to clearly link directors' compensation with corporate performance and stock value, thereby enhancing directors' awareness of contributing toward the Company's medium- to long-term performance and corporate value improvement. The number of shares granted is determined according to position, based primarily on achievement of medium- to long-term performance targets. Performance indicators used include consolidated operating income, consolidated net sales, and ROE, which directly connect to performance goals and promote shared interests with shareholders. The proportion of compensation borne by the Company is determined according to each director's responsibilities at the Company and managed business units.

Benchmarks with respect to proportions of the individual remuneration, etc. types based on positions in the Company are as follows.

Position/fixed remuneration (basic remuneration)/performance-linked remuneration (bonus)/non-monetary remuneration (long-term incentive remuneration)

President, Representative Director/50%/20%/30%

Directors (Excluding Audit and Supervisory Committee Members and Outside Directors)/60%/20%/20%

Directors (Audit and Supervisory Committee Members and Outside Directors)/60%/20%/20%

Recipients of Stock Options	Internal directors and subsidiaries' directors

Supplementary Explanation

At the 22nd Annual General Meeting of Shareholders held on June 27, 2025, the traditional stock option plan was abolished, and a performance-linked restricted stock compensation plan was introduced. In conjunction with this change, the existing restricted stock compensation plan was renamed the service-continuous restricted stock compensation plan.

The service-continuous restricted stock will be granted to directors of the Company (excluding outside directors and directors serving as audit and supervisory committee members) and directors of wholly owned subsidiaries of the Company. The performance-linked restricted stock will be granted to directors of the Company (excluding outside directors and directors serving as audit and supervisory committee members), as well as to directors and executive officers of wholly owned subsidiaries of the Company.

[Director Remuneration]

Disclosure of Individual Directors' Remuneration	No individual disclosure

Supplementary Explanation

Individual remuneration has not been disclosed because there are no individual directors whose total consolidated remuneration exceeds ¥100 million.

In FY2024, the amounts of remuneration for directors (excluding directors who are Audit and Supervisory Committee members) and for directors (Audit and Supervisory Committee members) are as follows.

Category/total remuneration, etc./fixed remuneration (basic remuneration)/performance-linked remuneration (bonus)/non-monetary remuneration (long-term incentive remuneration)/number of eligible officers
Director (excluding directors who are Audit and Supervisory Committee members)/¥158 million/¥70 million/¥33 million/¥54 million/11 officers
Director (Audit and Supervisory Committee members)/¥49 million/¥49 million/–/–/5 officers
(Of which, outside directors)/(¥33 million)/(¥33 million)/(–)/(–)/(4 officers)

* The amounts paid to the aforementioned directors (excluding directors who are Audit and Supervisory Committee members) includes estimated amount of director bonus payment associated with FY2024 and expense recorded for subscription rights to shares granted as restricted stock compensation and conventional-type stock options.

Policy for Determining Remuneration Amounts or Calculation Methods Thereof	Established

Disclosure on Policy for Determining Remuneration Amounts and Calculation Methods

[Principle 3.1.(3)]
1.Basic Policy
Remuneration for directors who are not Audit and Supervisory Committee members shall be structured to motivate the sustainable enhancement of corporate value and to attract and retain talented individuals who can embody the company philosophy as directors.
The remuneration structure consists of fixed remuneration ("base compensation"), performance-linked bonuses ("bonuses"), and non-monetary long-term incentive remuneration. In principle, outside directors receive only fixed remuneration ("base compensation") reflecting their independent role in supervising management.
Remuneration for directors who are Audit and Supervisory Committee members is designed to attract individuals capable of performing audit duties and overseeing business execution, participating in management decision-making and judgments, and monitoring their appropriateness. From the standpoint of ensuring proper execution of these duties, remuneration is, in principle, limited to fixed remuneration ("base compensation").

2. Policy on Determining Individual Fixed Remuneration Amounts or Calculation Methods
Fixed remuneration is structured based on standard amounts determined by position within the Company and job responsibilities at concurrently held general business companies. The portions paid by the Company and the general business companies are separately determined, and the fixed amounts are paid as cash remuneration.

3. Policy on the Content, Amounts, or Calculation Methods of Performance-linked Remuneration (Bonuses)
Bonuses target directors excluding Audit and Supervisory Committee members and outside directors. They are calculated by multiplying base compensation by a predetermined performance evaluation index and paid as cash remuneration. The performance evaluation index is determined based on consolidated net sales and consolidated operating income, which the Company recognizes as important indicators, measuring year-over-year and plan achievement rates. Quantitative evaluations of net sales and operating income at general business companies where the directors concurrently serve, measured by year-over-year and plan achievement rates, are supplemented by qualitative assessments.

4. Policy on the Content, Amounts, or Calculation Methods of Non-monetary Remuneration (Long-term Incentive Compensation)
Non-monetary remuneration is granted via a restricted stock compensation plan, composed of time-vesting restricted stock and performance-vesting restricted stock.
The time-vesting restricted stock compensation plan is introduced for directors excluding Audit and Supervisory Committee members and outside directors, with the number of shares granted based on each director's base compensation. This plan aims to provide Eligible Directors with incentives to sustainably enhance corporate value and to promote closer value sharing between directors and shareholders. The proportion of remuneration borne by the Company is determined according to each director's duties at the Company and the general business companies.
The performance-vesting restricted stock compensation plan is introduced for directors excluding Audit and Supervisory Committee members and outside directors. The number of shares granted is determined according to position, primarily linked to medium- to long-term performance achievement. This plan clarifies the link between directors' remuneration, performance, and corporate share value, enhancing awareness of contribution to medium- to long-term performance and corporate value improvement. Performance-linked indicators include consolidated operating income and other metrics that directly relate to performance targets and further promote alignment of interests with shareholders. The remuneration proportion borne by the Company is determined according to each director's duties at the Company and the general business companies.

5. Remuneration Limits
At the 14th Annual General Meeting of Shareholders held on June 29, 2017, remuneration limits were resolved as follows: for directors (excluding Audit and Supervisory Committee members), an annual limit of 400 million yen for directors who are Audit and Supervisory Committee members, an annual limit of 80 million yen.
At the 17th Annual General Meeting of Shareholders held on June 26, 2020, a remuneration limit related to the restricted stock compensation plan for the Eligible Directors was set within the aforementioned limits at an annual amount of up to 100 million yen and up to 40,000 shares per year. Furthermore, at the 22nd Annual General Meeting of Shareholders held on June 27, 2025, it was resolved that, within the remuneration limit for the applicable directors, separate from the remuneration framework for the service-continuous restricted stock compensation plan, the remuneration limit for the performance-linked restricted stock compensation plan shall be set at an annual amount of ¥100 million and within 40,000 shares per year.

[Supporting System for Outside Directors]

When holding a meeting of the Board of Directors, the Company strives to provide information in a manner that involves distributing materials beforehand as well as offering preliminary explanations on necessary matters.

[Status of Persons Who Have Retired From a Position Such as President and Representative Director]

Retired President and Representative Director etc. Holding Advisory or Any Other Position in the Company

Name	Title/Position	Responsibilities	Working Form and Conditions (Full-time/Part-time, Paid/Unpaid, etc.)	Date of Retirement From Position Such as President	Term of Office
Hajime Takashima	Advisor	Industry activities,etc. (not involved in management)	Part-time, Paid	June 29, 2017	Subject to internal rules on maximum term of appointment
Takashi Kagaya	Advisor	Industry activities,etc. (not involved in management)	Part-time, Paid	June 26, 2026	June 26, 2027

Total Number of Retired President and Representative Directors, etc. Holding Advisory or Any Other Position in the Company	2

Other Matters
—

2. Matters on Functions of Business Execution, Audit and Supervision, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)

As of June 26, 2026, the Company's officers consist of five directors including one outside director, and six directors who are Audit and Supervisory Committee members including five outside directors (the total of 11 officers consists of nine men and two women). All of the Company's outside officers have been registered as independent officers as stipulated by the Tokyo Stock Exchange.
In accordance with Article 427, paragraph (1) of the Companies Act and Article 32, paragraph (2) of the Company's Articles of Incorporation, the Company has entered into agreements with outside director and each of the directors who are Audit and Supervisory Committee members 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 provided for under laws and regulations.
In addition, the Company has entered into a directors and officers liability insurance (D&O Insurance) agreement with an insurance company as prescribed in Article 430-3, paragraph (1) of the Companies Act. The scope of insured persons under the aforementioned is directors of the Company and directors and Audit & Supervisory Board members of its subsidiaries, and the insured persons do not pay insurance premiums. The D&O insurance supplement the costs of liabilities (legal compensation and court costs) arising from execution of duties by the insured persons including directors of the Company. However, so that the appropriateness of the duties executed by insured person is not compromised, the insurance does not compensate for the damages, etc. resulting from intentional or illegal furnishing of personal benefit, or criminal acts, etc. by the insured person.

(Board of Directors)
The Board of Directors consists of all the directors. It holds regular meetings and also convenes extraordinary meetings as necessary, pursuant to the Rules of the Board of Directors. It makes decisions regarding matters stipulated by laws and regulations as well as important matters related to management, and also supervises executives.
On a quarterly basis, the executive directors report to the Board of Directors regarding status of business execution based on decisions made by the Board of Directors. In addition, the Board of Directors efficiently manages business operations on the basis of specific business operations under the direction of each executive director.
The Board of Directors held nine meetings in FY2025.

(Executive Committee)
The Executive Committee consists of directors (excluding directors who are Audit and Supervisory Committee members), Associate Directors and a full-time Audit and Supervisory Committee member, and Executive Committee meetings are generally held once every month. Executive Committee deliberates and resolve important decision-making matters related to business execution. Each of the organization heads and others attend the Executive Committee meetings as observers as necessary to accurately understand details of decision-making.

(Audit and Supervisory Committee)
The Audit and Supervisory Committee consists of six members, including five outside directors.
To ensure effectiveness of the Audit and Supervisory Committee's activities, the Company has established a system for periodically checking and providing feedback on the status of business execution whereby Audit and Supervisory Committee members mutually elect one full-time Audit and Supervisory Committee member who regularly attends the Company's important meetings and committee meetings, such that include the Executive Committee meetings, Sustainability Committee meetings, and Risk and Compliance Committee meetings.
Additionally, the Group's directors and employees report to the Audit and Supervisory Committee regarding important matters that may affect the Company's business operations and financial performance pursuant to the Rules of Audit and Supervisory Committee, and the Audit and Supervisory Committee ensures that the Group's directors and employees are able to request the aforementioned reports and any other necessary reports when the Audit and Supervisory Committee members deem it necessary.

Furthermore, the Audit and Supervisory Committee holds meetings twice a year as a forum for providing direct feedback to the President particularly on issues related to business execution. In addition, the Company provides, as needed, opportunities for "discussions" between the internal directors, including representative directors, and the outside directors after meetings of the Board of Directors.
The Audit and Supervisory Committee held eleven meetings in FY2025.

(Internal Audit)
The Company has established the Internal Audit Office and the Internal Control Office to serve as internal organizations within the Internal Control Auditing Department, staffed by 20 employees and 4 employees, respectively, as of June 26, 2026.
The Internal Audit Office formulates the internal audit policy and internal audit plans, and furthermore strives to minimize various business risks and contribute to the quality of the Company by conducting internal audits of Group companies to ensure that business is executed in a proper and appropriate manner. The Internal Control Office formulates internal control policies related to financial reporting, and furthermore provides guidance on establishing internal controls at each company of the Group and evaluates the effectiveness thereof.

(Director Remuneration)
With respect to director remuneration, please refer to "Director Remuneration" and "Disclosure on Policy for Determining Remuneration Amounts and Calculation Methods" in "1. Organizational Composition and Operation" under "II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-making, Execution of Business, and Supervision in Management" in this report.

(Nomination of Directors)
[Principle 3.1.(4)]
The function of the Company's Board of Directors is mainly that of evaluating the appropriateness of management strategies and risks associated with their execution, and appropriately managing and supervising the status of execution. Additionally, the role of the Audit and Supervisory Committee is that of auditing directors in execution of their duties and overall business from an objective standpoint independent of executives. Policy for the appointment and dismissal of directors, and nomination of candidates who are to take on such functions is as follows.

<Criteria for appointment>
Regarding the nomination of candidates for directors (excluding directors who are Audit and Supervisory Committee members), for internal directors, in order to further strengthen the governance framework through the separation of supervisory and executive functions, the Company appoints a General Manager responsible for overseeing and guiding management of the entire Group as the person in charge of corporate administration. Additionally, a General Manager responsible for overall business strategy, overseeing the Group's business companies horizontally, is appointed as the person in charge of business strategy.
For the nomination of outside directors, individuals with extensive experience and insight as corporate executives who can contribute to the development of the Group are selected. The selection criteria also include possessing outstanding character as well as knowledge and insight into corporate management and legal compliance.
For the nomination of directors who are Audit and Supervisory Committee members (including outside directors), candidates are selected who possess highly specialized expertise and insight in one or more areas such as corporate management, legal matters, finance and accounting, or taxation. These individuals are expected to appropriately monitor directors' management decisions and execution of duties from an independent and objective standpoint, ensure compliance with laws and the Articles of Incorporation, enhance the transparency of the Board of Directors, and contribute to the improvement of corporate value.

<Procedures>
Regarding the nomination of director candidates, the Representative Director and President formulates the nomination proposal, which is then submitted to the Nomination and Remuneration Advisory Committee, including outside directors, for recommendation. After obtaining the consent of the Audit and Supervisory Committee, the proposal is resolved by the Board of Directors and submitted as a proposal to the General Meeting of Shareholders.

<Criteria for dismissal>
A Director will be dismissed through prescribed procedures in the following circumstances.
- Inflicting substantial loss on the Group or causing significant damage to corporate value as a result of violating laws and regulations, or the Articles of Incorporation or regulations of the Group otherwise
- Acting in violation of public order and morals

- In the event that continuation of duties becomes difficult due to health reasons

(Accounting Audits)
The Company has appointed Gyosei & Co. to serve as the Accounting Auditor with respect to accounting audits carried out pursuant to the Companies Act and the Financial Instruments and Exchange Act, thereby ensuring that its accounting audits are performed in a fair and impartial manner to provide accurate business information. The names of the certified public accountants who carried out responsibilities of the accounting audit in the current fiscal year and assistants involved with audit work are as follows.

Name of audit corporation: Gyosei & Co.

Continuous audit period: since the fiscal year ended March 31, 2012

Names of CPAs
CPA: Takayuki Nakagawa
CPA: Akira Miyajima
CPA: Kazutoshi Masuda

Organization of assistants relating to the audit work
CPA 17
Others 18

3. Reasons for Adoption of Current Corporate Governance System

The Company transitioned to a company with audit and supervisory committee by resolution at the 14th Ordinary General Meeting of Shareholders held on June 29, 2017. This transition has enhanced the supervisory function of the Board of Directors over executives and enabled prompt decision-making and flexible execution of operations by the executives. Through this, the Company aims to improve the soundness and transparency of management, achieve prompt decision-making and pursue further enhancement of corporate value.
The Company's Board of Directors consists of directors who are familiar with the Company's business and outside directors who monitor management from an independent standpoint to enhance management efficiency and to maintain and strengthen sound management by enhancing the audit function by the Audit and Supervisory Committee members.
In addition, important decisions regarding business execution are delegated to the directors as stipulated under the Articles of Incorporation and pursuant to resolutions of the Board of Directors. This results in a system that enables prompt decision-making and flexible business execution, and furthermore enables the Board of Directors to devote itself to supervising business execution.

The outside directors appropriately provide advice and suggestions from multiple perspectives enlisting their experience over many years in various industries including that in overseas business, abundant experience and insight in corporate management, highly specialized knowledge and insight about finance, accounting and tax affairs as certified public accountants and certified public tax accountants, and highly specialized knowledge and insight regarding laws and regulations as attorneys at law. Furthermore, the outside directors carry out audits and supervision from an objective standpoint, while also helping further strengthen the Company's corporate governance.

III. Implementation of Measures for Shareholders and Other Stakeholders

1. Measures to Energize General Meeting of Shareholders and Facilitate Smooth Exercise of Voting Rights

	Supplementary Explanation
Early Notification of General Meeting of Shareholders	On June 3, 2026, the Company furnished its notice of the 23rd Ordinary General Meeting of Shareholders to be held on June 26, 2026, thereby providing it 9 days (7 business days) prior to the statutory deadline.
Allowing Electronic or Magnetic Exercise of Voting Rights	In the interest of shareholder convenience, since the Ordinary General Meeting of Shareholders held on June 28, 2007, shareholders have been able to exercise their voting rights via the internet, using a personal computer or smartphone.
Participation in Electronic Voting Platform and Other Efforts to Enhance the Voting Environment for Institutional Investors	The Company began participating in the electronic voting platform for institutional investors operated by ICJ, Inc., effective from the Ordinary General Meeting of Shareholders held on June 28, 2007.
Providing Convocation Notice in English (Translated Fully or Partially)	The Company provides English-language disclosure to the Tokyo Stock Exchange and published such information to the Company's website (English-language website).
Other	Upon holding its Ordinary General Meeting of Shareholders on June 26, 2026, the Company will make available parts of its Business Report, as well as notes to its Consolidated Financial Statements and Non-Consolidated Financial Statements via the Company's website. The notice, reference documents, and business reports are disclosed to Tokyo Stock Exchange and published to the Company's website 5 days (3 business days) prior to the date on which it sends out the notice. The Company aims to carry out its General Meeting of Shareholders in a manner that is accessible to the shareholders, in part by presenting its business report in video format.

2. IR Activities

	Supplementary Explanation	Explanation by Representative
Preparation and Publication of Disclosure Policy	The Company is committed to promoting an understanding of the Company among all stakeholders, including shareholders and investors, and earning suitable evaluation and trust from them. To that end, the Company discloses information about the Company in a fair, timely and appropriate manner while taking a proactive stance toward conducting IR activities.	
Holding Regular Investor Briefings for Analysts and Institutional Investors	The Company holds investor briefings for analysts and institutional investors twice a year (interim financial results and fiscal year-end financial results).	Yes

	Supplementary Explanation	Explanation by Representative
Holding Regular Investor Briefings for Overseas Investors	The President, Representative Director and Director in charge of IR have been proactively participating in conferences held in Japan that overseas investors attend. In addition, the director in charge of IR and the IR Department have been conducting interviews with overseas investors remotely as needed.	Yes
Posting IR Materials on Website	The Company posts various investor briefing materials, including monthly reports, financial results, annual securities reports, business reports, integrated reports, and financial results briefings.	
Establishment of Department and/or Manager in Charge of IR	The Company has established the IR Department to which 5 employees have been assigned.	
Other	The Company holds business-specific investor briefings as necessary.	

3. Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Provisions to Ensure Due Respect for Stakeholders in Internal Rules, etc.	The Group positions thorough compliance as one of the most important management priorities. To fulfill its corporate social responsibility toward stakeholders, the Group has established a compliance framework and strives to promote its penetration throughout the entire Group by formulating the "Compliance Program" and setting forth the "Compliance Action Guidelines." Moreover, the Group has established the "Compliance Rules," which specify the standards related to laws, regulations, and economic and social ethics that must be adhered to.
Implementation of Environmental Activities, CSR Activities, etc.	The Group aims to be a leading company delivering new value based on the concept of "Building Communication Infrastructure × Creating IT Systems × Developing Social Systems = Infinite Possibilities." As part of its social responsibility, we promote environmental conservation in our business activities and conduct operations with strong awareness of CSR.The details of these activities are described annually in our Integrated Report, which is published on the Company’s website.
Formulation of Policies for Information Provision to Stakeholders	The "Compliance Rules" stipulate that the Company shall disclose corporate information in a timely and appropriate manner not only to shareholders but also to society at large and strive to promote understanding among stakeholders by widely disseminating information about the Group’s business activities through proactive public relations efforts.

IV. Matters Related to Internal Control System

1. Basic Views on Internal Control System and Progress of System Development

The Company resolved to revise the basic policy on developing Internal Control System at the Board of Directors meeting held on June 27, 2025. The content of the resolution is as follows:

1. System to ensure that the execution of duties by directors and employees complies with laws and regulations and the Articles of Incorporation
   (1) The Company has established a Compliance Program shared throughout the entire Group, and within the framework of the Program, the Compliance Action Guidelines has been established.
   (2) The Company has established the Risk and Compliance Committee to oversee the Group's overall risk management and compliance, and accordingly strives to enhance the compliance mindset across the entire Group and develop its compliance structures.
   (3) The Company has established internal reporting channels spanning the entire Group, both internally and externally (law firm). It accordingly seeks to take a preemptive approach by assessing reports on potential legal and regulatory violations when alerted to such matters by employees and others of the Group, and by establishing for ensuring that whistleblowers do not incur disadvantageous consequences pursuant to the Whistleblower Protection Act.
   (4) The Internal Control Auditing Department ensures that business is executed in a proper and appropriate manner by performing internal audits of the respective Group companies.
   (5) The Group takes a resolute stance against anti-social forces, which involves rejecting any and all association therewith.

2. System for the preservation and management of information relating to the execution of duties by directors
   The Company appropriately preserves and manages documented records, etc. related to the execution of duties by directors, in accordance with laws, regulations and internal regulations.

3. Rules for managing risks of loss and other systems
   (1) The Company strengthens its risk management system in order to address risks that substantially affect its operations, including business risks surrounding its operations.
   (2) The Company has formulated its Basic Policy on Risk Management in its Risk and Compliance Committee, which oversees risk management and compliance across the entire Group and promotes risk management with respect to the Group.

4. System ensuring the efficiency of execution of duties by directors
   (1) The Company holds regular meetings of the Board of Directors as well as extraordinary meetings of the Board of Directors as necessary, thereby enabling it to make decisions regarding matters stipulated by laws and regulations as well as important matters related to management.
   (2) The Company deliberates or reports on important aspects of business execution carried out by subsidiaries at the Company's Executive Committee and Board of Directors, pursuant to the COMSYS Group Company Operating Standards.

5. System ensuring the proper business operation of the Group
   (1) The Company engages in business management of the supervisory business companies constituting the major subsidiaries of the Group, pursuant to the Group Administration Standards. Meanwhile, the supervisory business companies manage business of subsidiaries that are directly owned by the supervisory business companies, and the Company engages in Group management by providing guidance and advice as necessary with respect to business management carried out by the supervisory business companies.
   (2) Having established the COMSYS Group Action Guidelines under COMSYS Group's Management Philosophy, the Company engages in sound and suitable business management across the entire Group and furthermore rigorously prompts awareness of management policies and measures as appropriate with respect to each of the Group companies through the supervisory business companies.
   Meanwhile, the Company holds COMSYS Group President's Meetings as necessary in seeking to share information across the entire Group.

6. Matters Relating to Employees Assigned to Facilitate Duties of the Audit and Supervisory Committee and Matters Relating to Independence of Such Employees from Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
   The Company establishes an organization and appoints employees upon consultation with the Audit and Supervisory Committee members upon request for an employee assigned to facilitate duties of the Audit and Supervisory Committee.
   Matters such as personnel evaluation and reassignment of such employees are carried out upon prior discussion with the Audit and Supervisory Committee members.

7. System for Directors and Employees to Report to the Audit and Supervisory Committee Members and Other Systems Associated with Reporting to Audit and Supervisory Committee Members
   (1) Full-time Audit and Supervisory Committee members regularly attend the Company's important meetings and committee meetings, including those of the Board of Directors and Compliance Committee, and are furnished with periodic reports containing important managerial information.
   (2) Directors and employees of the Group report important matters that affect the Group's operations or financial performance to the Audit and Supervisory Committee members.
   (3) Audit and Supervisory Committee members are able to request reports from directors and employees of the Group when the Audit and Supervisory Committee members deem it necessary.
   (4) The Company ensures that those who have reported matters to Audit and Supervisory Committee members do not become subject to unfair treatment as a result of having reported such matters.

8. System ensuring the effectiveness of auditing by Audit and Supervisory Committee
   (1) Audit and Supervisory Committee members regularly hold meetings with the Company's President, Representative Director, thereby enabling them to exchange opinions or information particularly on issues of business execution.
   (2) Audit and Supervisory Committee members closely cooperate with the Accounting Auditor and the Internal Control Auditing Department, thereby enabling them to facilitate smooth and effective implementation of audit plans formulated by the Audit and Supervisory Committee.
   (3) Audit and Supervisory Committee members regularly hold meetings with auditors of the supervisory business companies to ensure effectiveness of Group audits.
   (4) The Company promptly makes payment of expenses necessary for the Audit and Supervisory Committee members to execute their duties upon request.

2. Basic Views on Eliminating Anti-Social Forces and Status of Implementation

The Group rejects any and all association with anti-social forces and organizations that jeopardize public order and safety in order to fulfill its corporate social responsibility. Meanwhile, the Company has established a system for taking a resolute stance when compelled to associate with anti-social forces and organizations by taking coordinated action in cooperation with attorneys at law, law enforcement, etc.

V. Other

1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not adopted

Supplementary Explanation
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2. Other Matters Concerning Corporate Governance System

To achieve sustainable growth and increase the corporate value over the medium to long term, the Group aims to be a company that continues to earn trust from all stakeholders by maintaining and strengthening the corporate governance. To such ends, appropriately disclosing corporate information promptly, accurately, and impartially from the perspective of its shareholders is important, therefore the Company has established in-house systems associated with timely disclosure of corporate information and has been implementing the following initiatives.

Basic Policy on Timely Disclosure
The Company engages in timely disclosure of corporate information in a prompt, accurate, and impartial manner, thereby adhering to the Financial Instruments and Exchange Act as well as other relevant laws and regulations, upholding the timely disclosure rules stipulated by the Tokyo Stock Exchange, and remaining in alignment with the COMSYS Group Insider Trading Management Rule and the COMSYS Group Company Operating Standards.

The Company's System for Timely Disclosure
1. Underpinned by the aforementioned basic policy, the Company assesses the necessity of timely disclosure centered on the General Affairs Department, Corporate Planning Department, and Finance & Accounting Department, premised on the obligation it assumes for reporting information immediately after occurrence of decisions or events at its consolidated subsidiaries, respective departments, etc., with respect to internal information, etc. that may constitute "information related to determined facts, information related to occurring facts, and information related to account settlement." Furthermore, the Company reports information deemed as warranting timely disclosure to the manager in charge of handling information (General Manager of the General Affairs Department) in the form of materials, etc. prepared by each of the relevant departments. The Company subsequently discloses information warranting resolution of the Board of Directors after a resolution has been made by the Board of Directors following deliberations in Executive Committee. The Company also subsequently reports information warranting immediate disclosure to its Executive Committee and Board of Directors after its disclosure.
2. The manager in charge of handling information (General Manager of the General Affairs Department) organizes and verifies material information, and checks such information to ensure that it lacks omissions, which entails cooperating with the respective departments responsible for internal information, including the General Affairs Department, Corporate Planning Department, and Finance & Accounting Department, participating in important managerial meetings and other such forums, receiving reports regarding material matters, and conducting interviews, etc.
3. In addition to making disclosures to the Tokyo Stock Exchange through TDnet, the Company strives to develop greater opportunities to ensure that disclosed information is readily accessible by increasing touchpoints with respective stakeholders enlisting various information platforms and approaches such as IR briefings, the Company's website, and various forms of printed matter.
4. In order to ensure continuous disclosure, the Company has established a system for enabling prompt reporting of suitable information enlisting the communications structure illustrated in "2. Timely Disclosure System" of the reference materials.

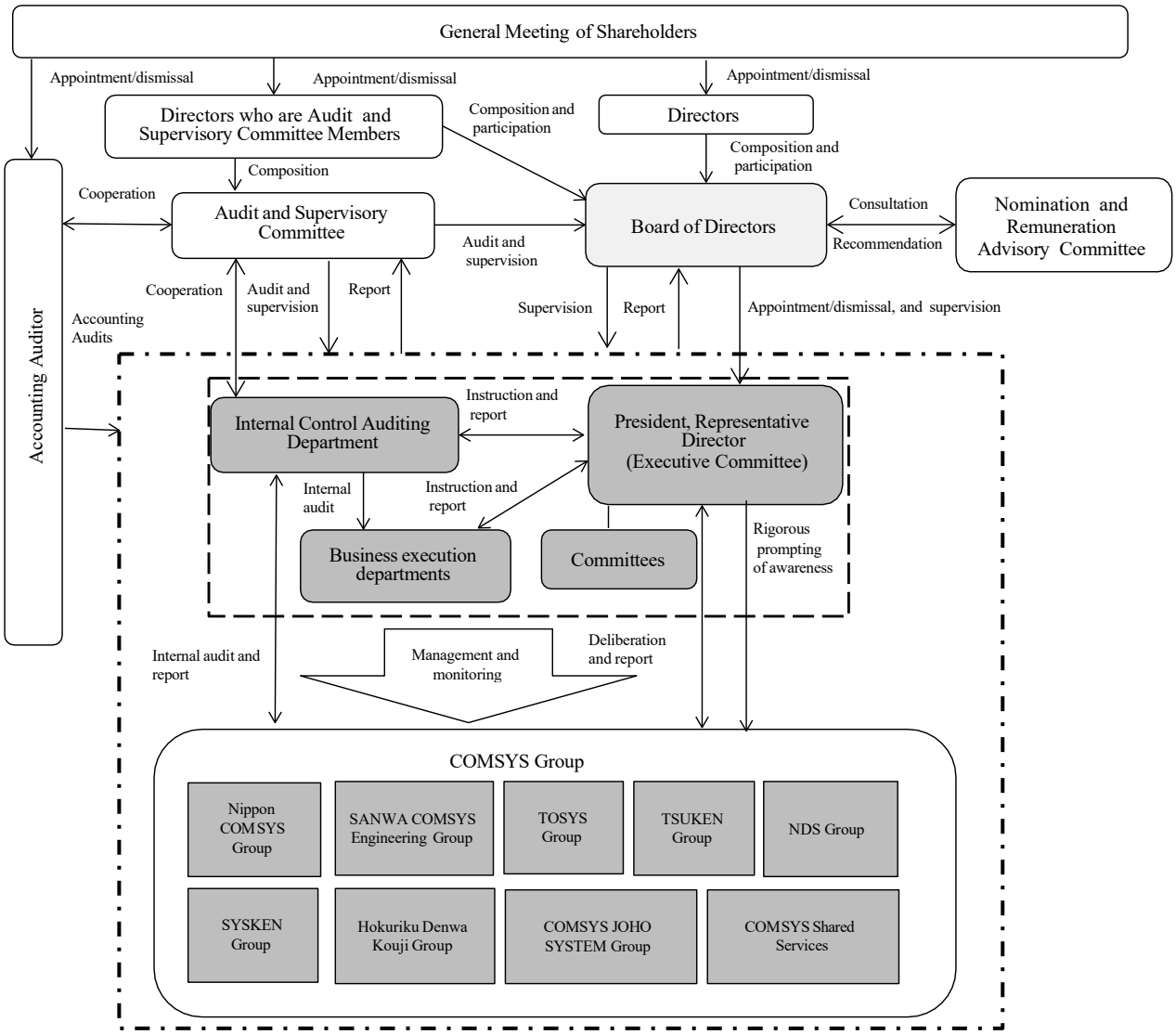
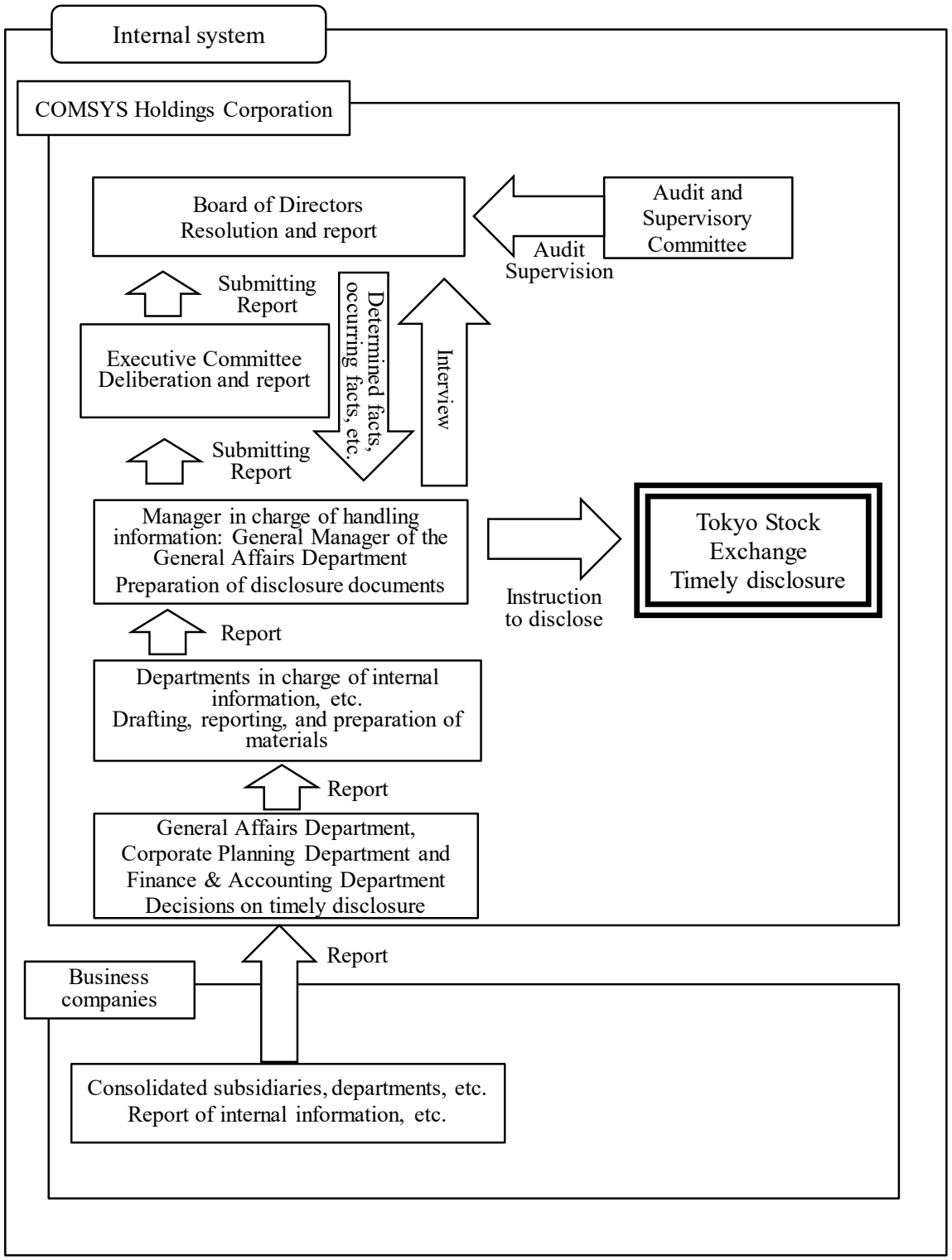
Skill Matrix of Each Director

	Name	Responsibilities in the Company			Areas where candidates can demonstrate their expertise and experience							
		Board of Directors	Audit and Supervisory Committee	Nomination and Remuneration Advisory Committee	Business management	Equipment construction and operation/ Project management	New business development/ Business expansion promotion	DX promotion/ Technology development	Legal/ Risk management	Human Resources/ Labor/ Diversity	Accounting/ Finance	Sustainability
Director	Hiroshi Tanabe	●		●	●	●	●	●		●		●
	Hideyuki Noike	●			●	●	●	●				●
	Tamaki Endo	●			●	●	●	●				●
	Toru Mashimo	●			●		●		●		●	●
	Atsushi Yasunaga (Audit and Supervisory Committee Member)	●	★		●				●	●		
Outside Director	Koichi Kawana	●			●	●	●		●			●
	Hiroyuki Asai (Audit and Supervisory Committee Member)	★	●	★	●	●	●			●		●
	Kyoko Ichikawa (Audit and Supervisory Committee Member)	●	●	●					●	●	●	●
	Masaya Hirano (Audit and Supervisory Committee Member)	●	●	●					●	●		●
	Kenzo Moriyama (Audit and Supervisory Committee Member)	●	●		●	●	●				●	●
	Ritsue Miyashita (Audit and Supervisory Committee Member)	●	●		●			●		●		●

Notes: 1. In order to solve the Company's issues, fields that are particularly expected of each director are listed.
2. The above skill matrix does not represent all the knowledge and experience of each director.
3. "★" indicates the Chairperson of the Board of Directors, or the Chairperson of the Audit and Supervisory Committee, or the Chairperson of the Nomination and Remuneration Advisory Committee.

Reference Materials

1. Internal Control System



2. Timely Disclosure System