Corporate Governance Report	
CORPORATE GOVERNANCE	Quest Co., Ltd.
Last Update:	**Jun,30,2026**
	Quest Co., Ltd.
	Satoshi Kamata, Representative Director, President and Chief Executive Officer
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Securities code:	2332
	https://www.quest.co.jp/english/

The corporate governance of Quest Co., Ltd. (the "Company") is described below.

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

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

1. Basic Views

The Company is committed to further strengthening its corporate governance, based on its Corporate Philosophy, Purpose, Vision, Values, and Code of Conduct (Quest Way) in order to establish good relationships with all stakeholders and to achieve sustainable growth and enhance its company value over the medium to long term.

[Corporate Philosophy]

Pursue technology, create value, and grow together with customers.

[Purpose]

Quest will continue to support the safety and well-being of people and society with our technological capabilities and creativity.

[Vision]

For realization of the digital data society performing co-creates the value, Quest will continue to become a leading company in "IT services trusted by you".

[Values]

Quest use innovative technologies to provide "sincere service "

Beyond the constraints of time and space, we provide our heartful IT services, such as automation of operations, supporting and enhancing the human capability, with technology and innovation.

[Code of Conduct（Quest Way）]

Quest & Exploration

Being excited and curios, we continue to quest and explore, with firm perseverance and no fear of fail.

Technology focused

We put technology and quality first and practice innovation and improvement as IT professionals.

Cultivation of Human resources

We bring up the culture and place, where we quest and grow autonomously and perform one's ability best.

Customer-focused

We always provide with sincere service that exceeds customers' expectations.

Social contribution

We will strive to improve corporate value, create new value through technology, and solve social issues.

Corporate ethics and compliance with laws

We put observing corporate ethics, laws and regulations, our top priority, and carry out fair and transparent management.

Steadiness & sincerity

We continually earn the trust of customers, partner firms, employees, shareholders, and other stakeholders by being steady and sincere.

Teamwork

We grow up together with co-worker and pursue our vision as a team.

Diversity & Communication

We always respect diversity, listen one's opinions carefully, and communicate with honest and respect.

Speedy decision making

Seizing the opportunity of current trends, we will make prompt decisions and take actions.

Reasons for Non-compliance with the Principles of the Corporate Governance Code

Supplementary Principle 1.2.2

We hold an annual general meeting for our shareholders avoiding the peak days and are not able to dispatch the notice early due to the time required to prepare it. However, we disclose it on the Tokyo Stock Exchange and our company website earlier than three weeks before the meeting, ensuring shareholders have ample time to consider and exercise their voting rights.

*Regarding the Notice of the 62nd Ordinary General Meeting of Shareholders held on June 24, 2026, we disclosed it on June 1 on both the Tokyo Stock Exchange and our company website.

Disclosure Based on each Principle of the Corporate Governance Code

Principle 1.4 Cross-Shareholdings

Quest group will decide whether to acquire or hold shares of suppliers that contribute to the strengthening and expansion of our company business and the promotion of our company's basic business strategy, and that contribute to the improvement of Quest group's company value and stock value over the mid to long term, considering our company's capital costs.

The Board of Directors also checks whether the cross-shareholdings meet the purpose of holding individual

shares. After examining the status of transactions with the relevant company, the merits of cooperation, and the future outlook, we will check each time whether holding the shares will contribute to the improvement of our company value and share value, and if it determines that holding the shares is unsuitable, it will proceed with reduction.
We will exercise its voting rights in cross-shareholdings after determining whether the proposed agenda meets the purpose of our company's holding and whether it contributes to the improvement of the company value and the value of shares.

Principle 1.7 Related Party Transactions

We evaluate the profitability, significance, and transparency of transactions with our directors and major shareholders on a case-by-case basis, and these transactions are subject to approval by the Board of Directors.
Furthermore, significant related-party transactions are disclosed in our securities reports and shareholder meeting notices.
Additionally, we conduct an annual written confirmation procedure with our directors to verify the existence of related-party transactions.

Supplementary Principle 2.4.1

We recognize diversity management as a strategic priority and is committed to creating a workplace environment where everyone can maximize their potential regardless of attributes such as gender, nationality, or age, establishing flexible working conditions and rewarding human resource management system that is conducive to optimal performance, and enhancing talent development efforts.

Regarding the hiring of female graduates, we are seeking diverse talent, and our target is to exceed 30% yearly graduated in 2023 and after. (20% for 2026, 15% for 2025, and 44% for 2024). Furthermore, as for the promotion of women to managerial positions, we are actively working towards achieving a ratio of over 20% managerial positions by FY 2030. (11.2% in March 2026, 10.9% in March 2025, and 6.9% in March 2024 for female managers at the section chief level or higher).

Regarding talent acquisition, we will continue to assess the characteristics of new graduates and experienced hires and take into consideration the needs of each business division, we strive to maintain a well-balanced recruitment approach, aiming to keep the proportion of experienced hires at approximately 50% of total hires. (Experienced hires; 46.6% in FY 2025, 50% in FY 2024, and 51.1% in FY 2023).

Regarding the promotion of experienced hires to managerial positions, the proportion of experienced hires among all managerial positions has exceeded 50%, and we consider that diversity in managerial promotion has been achieved. We continue to promote experienced hires to managerial positions based on their abilities and performance.

In terms of international recruitment, we are actively seeking diverse talent, particularly among international students. Although we have not set specific targets for the hiring or promotion of foreign nationals to managerial positions at this time, due to the fact that our business locations are currently limited to Japan, we consider the ensuring of diversity among core personnel to be an important issue and will continue to promote related initiatives.

Our policies and the status of implementation regarding talent development and internal environment enhancement are disclosed on our company website and in our securities reports.

Principle 2.6 Roles of Corporate Pension Funds as Asset Owners

We operate a structure where not only the primary department overseeing corporate pensions but also departments with expertise in accounting and asset management support are involved in managing pension assets. The investment policy and performance of pension assets are reported to the management team, ensuring a framework for appropriate management of pension assets.

We have established a "Basic Policy on Pension Asset Management" and set a decision-making process, regularly reviewing our policies. Furthermore, in accordance with regulations, we obtain consent from representatives of a majority of employees, ensuring proper management of potential conflicts of interest that may arise between the company and beneficiaries.

In addition to our corporate pension, we have entrusted the management of a defined benefit corporate pension system to the nationwide Information Services Industry Pension Fund as a fund-type, and we have also established a defined contribution pension system.

Principle 3.1 Full Disclosure

We believe that timely, appropriate, and proactive information disclosure is necessary to ensure transparency in management and fulfill our social responsibilities. To consistently implement this across our entire organization, we have strengthened our information disclosure framework.

Here is the status for each item:

(i) We disclose our corporate philosophy, mid to long-term management goals, and mid-term management plans on our website, in Financial result briefing, and in our general meeting of shareholders' notices.

(ii) Our basic principles regarding corporate governance are disclosed on our website, in corporate governance reports, and in our general meeting of shareholders' notices.

(iii) Policies regarding the compensation of directors and outside directors are disclosed in our general meeting of shareholders' notices and in our securities reports. When determining the compensation amounts, levels, and structure for directors, we enhance transparency and fairness by deliberating in the Nomination and Remuneration Advisory Committee, and the Board of Directors respects the committee's

recommendations in making final decisions.
(iv) We disclose our policies for selecting and dismissing executive officers and candidates for director and outside director. When nominating candidates for director, we enhance transparency and fairness by deliberating in the Nomination and Remuneration Advisory Committee, and the Board of Directors respects the committee's recommendations in making final decisions.
(v) We disclose individual reasons for the selection and dismissal of executive officers and the nomination of directors and outside directors in our general meeting of shareholders' notices.

Supplementary Principle 3.1.3

We recognize management strategy and sustainability in an integrated manner and, as part of our growth strategies aimed at achieving Quest Vision 2030, we are promoting investment in human capital and the assetization of our business. In addition, in alignment with these management strategies, we provide information on our basic policies, key strategies, and our initiatives to enhance company value and sustainability in our Securities Reports and on our company website, and we strive to expand the scope of these disclosures.

Regarding investment in human capital, we continue to focus on developing talent responsible for key areas based on Quest Vision 2030, enhancing the human resource development system aimed at creating a workplace filled with fulfillment, reviewing and improving various human resource management systems, and persistently working on improving workplace environments and organizational culture reforms.
As for investment in intellectual property, we allocate budgets in our annual business plans and mid-term management plans. We execute and strengthen investments aimed at acquiring new technologies and skills to expand into targeted enhancement areas through our management discussions and other relevant meetings.

Supplementary Principle 4.1.1

Our Board of Directors determines matters stipulated by laws, articles of incorporation, board regulations, as well as important issues concerning our company and group companies. For topics requiring thorough deliberation before consultation with the Board or matters that necessitate seeking broad opinions and information for decision-making, we conduct deliberations at management meetings attended by internal directors and outside directors who also serve as full-time supervisory committee members.
Furthermore, concerning delegation to the management, we have clearly defined in our internal regulations the matters to be deliberated by management meetings as well as the authority and responsibilities of the management, including the President, Directors, and Executive Officers. This framework enables us to execute business operations appropriately and swiftly.

Principle 4.9 The criteria and qualifications for assessing the independence of outside directors

We have established separate independence criteria in addition to those defined by the Tokyo Stock

Exchange and disclosed in the corporate governance section of our securities reports.
Furthermore, the Board of Directors selects candidates for independent outside directors who meet the independence criteria and are expected to contribute constructively to our deliberations.

Supplementary Principle 4.10.1

We have a "Nomination and Remuneration Advisory Committee" as an optional body of the Board of Directors, which includes independent outside directors. This committee ensures objectivity, transparency, and accountability in our processes.
We have established a framework where independent outside directors can appropriately participate and provide advice regarding the nomination of directors based on diversity such as gender and skills, as well as matters related to director compensation and other related issues. The Nomination and Remuneration Advisory Committee is structured with an independent outside director serving as the committee chairperson.

Supplementary Principle 4.11.1

When appointing director candidates, the Nomination and Remuneration Advisory Committee thoroughly evaluates each candidate's knowledge, experience, and capabilities. Subsequently, the Board of Directors makes decisions based on these evaluations.
In this process, we aim to compose the Board with individuals who possess deep understanding of our various businesses, capable of flexible business execution, as well as those with advanced expertise capable of providing oversight and execution in management from a broad perspective. We strive for a balanced selection of diverse talents.
Additionally, we define and clarify the required skills, and based on each director's experience, we create a Skills Matrix that outlines the key knowledge and skills they bring, particularly those deemed significant for contributing to our company. This matrix is published in our general meeting of shareholders' notices.
In addition, among our independent outside directors, we include individuals with executive experience from other companies.

Supplementary Principle 4.11.2

All directors, including outside directors who hold concurrent positions in other companies, undergo deliberation and resolution by the Board of Directors. We disclose information regarding such concurrent positions in our general meeting of shareholders' notices.

Supplementary Principle 4.11.3

In order to further enhance the supervisory function of the Board of Directors and the audit and supervisory functions of the Supervisory Committee, we conduct annual evaluations of the effectiveness of the Board of Directors and the Supervisory Committee.
In evaluating the effectiveness of the Board of Directors, we utilize a third-party organization to analyze and

assess the structure, composition, and operation of the board, as well as the performance of directors. Based on the evaluation results, we identify issues and conduct deliberations at Board meetings, reflecting the findings in the operation and activities of the Board for the following fiscal year. Through this PDCA cycle, we work to further enhance the effectiveness of the Board of Directors. A summary of the evaluation results is also disclosed on our company website.

In evaluating the effectiveness of the Supervisory Committee, we review the appropriateness of audit plans, the status of opinions expressed at Board meetings, coordination with the internal audit department and accounting auditors, the timeliness and sufficiency of information provided, and responses to non-financial risks. Based on the issues identified through the evaluation, we implement specific improvement measures, such as reviewing audit items, enhancing information sharing, and improving reporting frameworks. A summary of these initiatives is disclosed on our company website.

Supplementary Principle 4.14.2

Upon assuming the role of director, we provide basic knowledge about directorship and the necessary legal knowledge. Additionally, to ensure that directors fulfill their roles effectively, we encourage them to participate in external training opportunities to acquire the required knowledge and deepen their understanding of their roles and responsibilities.

Regarding the operation of these external training opportunities, we cover the costs as needed upon request from directors. Additionally, for our independent outside directors, we provide opportunities to enhance their understanding of our business operations and challenges by periodically offering explanations about our business activities and issues.

Principle 5.1 Policy for Constructive Dialogue with Shareholders

To foster constructive dialogue with shareholders, we have an Investor Relations (IR) responsible director. This director plays a central role in ensuring timely and appropriate disclosure of information to shareholders about our activities. We have structured internal organization to support this effort. Furthermore, in practical terms, we encourage direct dialogue between the director and shareholders wherever possible.

In addition, we provide opportunities for direct dialogue with shareholders, particularly during our annual general meetings, where we explain our group’s growth strategies and mid to long-term management plans.

Status of Dialogue with Shareholders

In addition to responding to inquiries from shareholders and investors and holding meetings, and accepting advance questions for the General Meeting of Shareholders and disclosing the corresponding Q&A, we have further enhanced our disclosures by publishing transcripts of financial results briefings for analysts and disclosing sponsored research reports prepared by external analysts, which serve as materials to support shareholders’ and individual investors’ understanding of our business.

We will continue to regularly disclose the “status of dialogue with shareholders and investors,” together with our initiatives aimed at achieving management focused on capital costs and stock price, on our IR News page on our company website (https://www.quest.co.jp/english/ir-info/).

Efforts towards achieving management focused on capital costs and stock prices

Content of Disclosure	Disclosure of Initiatives (Update)
Availability of English Disclosure	Available
Date of Disclosure Update	May,28,2026

Explanation for Applicable Items

Regarding our response aimed at achieving management focused on capital costs and stock prices, as requested by the Tokyo Stock Exchange, we have disclosed the "current situation analysis" as part of a series of measures (current situation analysis, planning and disclosure, implementation of initiatives) on December 20, 2023, on both our company's and Tokyo Stock Exchange's websites. We have also disclosed the "planning and disclosure" in conjunction with the announcement of our mid-term management plans Phase2.
In addition, we have disclosed the progress as of the fiscal year ending March 2026 in our financial results presentation materials (pages 12–13). Based on these disclosed plans, we are implementing specific initiatives and PDCA management, and will continue and strengthen our efforts to achieve profitability exceeding capital costs and to realize sustainable growth.

Financial Results Presentation Materials for the Fiscal Year Ending March 2026 (disclosed May 28, 2026)
https://contents.xj-storage.jp/xcontents/AS70257/317bf927/1f28/4441/81c9/bb519e177a30/20260604171639185s.pdf

Status of Initiatives for Management Focused on Capital Costs and Stock Prices and Dialogue with Shareholders and Investors (disclosed December 12, 2024, only in Japanese)
https://contents.xj-storage.jp/xcontents/AS70257/9605e911/c15e/46cb/8254/9c92161b0417/140120241212537649.pdf

Mid-Term Management Plan (FY2024–FY2026) (disclosed June 24, 2024, only in Japanese)
https://contents.xj-storage.jp/xcontents/AS70257/2b55dc28/e14d/4de7/9477/97a2a37fda41/140120240624535295.pdf

Response to Achieve Management Focused on Capital Costs and Stock Prices (disclosed December 20, 2023, only in Japanese)
https://contents.xj-storage.jp/xcontents/AS70257/3bcc5909/2c6a/4820/b709/7dbfefcd8035/140120231220505959.pdf

2. Capital Structure

Foreign Shareholding Ratio	Less than 10%

Status of Major Shareholders

Name or Company Name	Number of Shares Owned	Percentage (%)
Hiroshi Uchida	837,410	16.33
Quest Group Employee Stock Ownership Association	378,844	7.38
Yuji Hanawa	293,415	5.72
SCSK Corporation	268,710	5.24
UNIRITA Inc.	265,000	5.16
HIKARI TSUSHIN K.K. Investment Limited Partnership	246,200	4.80
Masako Uchida	150,000	2.92
Hisae Uchida	150,000	2.92
Kazuro Sato	56,828	1.10
Sumitomo Mitsui Trust Bank, Limited	55,700	1.08

Name of Controlling Shareholder, if applicable (excluding Parent Companies)	N/A
Name of Parent Company, if applicable	N/A

Supplementary Explanation

N/A

3. Corporate Attributes

Listed Stock Exchange and Market Segment	Tokyo Standard Market
Fiscal Year-End	March
Business Sector	Information & Communication
Number of Employees (Consolidated) as of the End of the Previous Fiscal Year	More than 1,000
Net Sales (Consolidated) for the Previous Fiscal Year	¥10 billion or more but less than ¥100 billion
Number of Consolidated Subsidiaries as of the End of the Previous Fiscal Year	Fewer than 10

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

N/A

5. Other Special Circumstances which may have a Material Impact on Corporate Governance

N/A

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

1. Organizational Composition and Operation

Corporate Governance System	Company with Supervisory Committee

Directors

Number of Directors Stipulated in Articles of Incorporation	14
Directors' Term of Office Stipulated in Articles of Incorporation	One year
Chairperson of the Board	Outside Director
Number of Directors	9
Election of Outside Directors	Elected
Number of Outside Directors	4
Number of Independent Directors	3

Outside Directors' Relationship with the Company (1)

Name	Attributes	Relationship with the Company*										
		a	b	c	d	e	f	g	h	i	j	k
Yukio Inoue	From another company											
Yukari Soshi	From another company											
Mitsuru Namba	Lawyer											
Hiroyuki Sato	From another company											

*Categories for "Relationship with the Company".
(Use "○" 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. Person who executes business for the Company or its subsidiary
b. Person who executes business for a non-executive director of the Company's parent company
c. Person who executes business for a fellow subsidiary
d. Person/entity for which the Company is a major client or a person who executes business for said person/entity
e. Major client of the Company or a person who executes business for said client
f. Consultant, accounting expert, or legal expert who receives large amounts of cash or other assets from the Company in addition to remuneration as a director/company auditor
g. Major shareholder of the Company (in cases where the shareholder is a corporation, a person who executes business for the corporation)

h. Person who executes business for a client of the Company (excluding persons categorized as any of d, e, or f above) (applies to director him/herself only)
i. Person who executes business for another company that holds cross-directorships/cross-auditorships with the Company (applies to director him/herself only)
j. Person who executes business for an entity receiving donations from the Company (applies to director him/herself only)
k. Other

Outside Directors' Relationship with the Company (2)

Name	Membership of Supervisory Committee	Designation as Independent Director	Supplementary Explanation of the Relationship	Reasons for Appointment
Yulio Inoue	○	○	N/A	Yukio Inoue has engaged in corporate management as the head of the accounting departments in the corporate, business, and overseas local subsidiaries of major global corporate groups, and possesses extensive experience and insight not only in finance and accounting but also in overall management control. As an outside director, he is expected to contribute to enhancing corporate value through the supervision of business execution and the strengthening of supervisory functions, and we therefore consider him suitable for the position of director. As he meets the independence criteria for outside directors defined by our Company, we have designated him as an independent director.
Yukari Soshi	○	○	N/A	Yukari Soshi is well-versed in internal audit operations and has a wealth of experience and high-level insight as a corporate auditor and as a current director serving as a member of the Audit & Supervisory Committee. She also serves as a standing director of the Japan Audit & Supervisory Board Members Association. She was appointed as an outside director and member of the

				Audit & Supervisory Committee of the Company in FY2020. Based on her track record in supervising business execution and strengthening audit functions as an outside director and a member of the Audit & Supervisory Committee, we believe she is suitable for the position of director, as she is expected to continue contributing to enhancing our corporate value. As she meets the independence criteria for outside officers established by the Company, we have designated her as an independent director.
Mitsuru Namba	○	○	N/A	Mitsuru Namba was registered as a lawyer in 2000. He possesses specialized knowledge and expertise as a lawyer and, in addition to his activities within bar associations and international legal organizations, has extensive global experience and an international perspective. He was appointed as an outside director and a member of the Audit & Supervisory Committee of the Company in FY2022. He also joined the Nomination and Remuneration Advisory Committee in the same fiscal year and has served as its chairperson since FY2024. Based on his track record in supervising business execution and strengthening audit functions as an outside director and a member of the Audit & Supervisory Committee, we believe he is suitable for the position of director, as he is expected to continue contributing to enhancing our corporate value. As he meets the independence criteria

				for outside officers established by the Company, we have designated him as an independent director.
Hiroyuki Sato			N/A	Hiroyuki Sato brings extensive corporate management experience as a former executive of a major global corporate group and as a former President and Representative Director of a semiconductor business company. He possesses substantial experience in corporate management under globally uncertain business environments, as well as deep insights and essential foresight in the semiconductor business, which is one of our key focus areas. He was appointed as a director of the Company in FY2024 and has served as a member of the Nomination and Remuneration Advisory Committee since FY2025. Based on his experience as an executive in the semiconductor industry, he is expected to provide appropriate and fair supervision of management in general and contribute to our sustainable growth and enhancement of corporate value. Accordingly, we consider him suitable for the position of director. Although Mr. Sato has already resigned from the above-mentioned position as Representative Director, the Company maintains business relationships with the aforementioned company. To ensure that no conflicts of interest arise in transactions with such company, we will handle procedures appropriately at meetings of the Board of Directors and secure diverse perspectives by appointing multiple outside directors.

Supervisory Committee

Composition of Supervisory Committee and Attributes of the Chairperson

	All Committee Members	Full-time Members	Inside Directors	Outside Directors	Committee Chair
Supervisory Committee	3	1	0	3	Outside Director

Appointment of Directors and/or Staff to Support the Supervisory Committee	Not Appointed

Matters Concerning Independence of Said Directors and/or Staff from Executive Officers/Reasons for Adopting Current System

Currently, we do not have dedicated staff to assist the Supervisory committee's duties, as one member of the Supervisory committee is a full-time supervisory committee member. However, we have a policy to establish support staff to assist the Supervisory committee's tasks when requested by the committee.

Cooperation among the Supervisory Committee, Accounting Auditors and Internal Audit Department

・Cooperation between Supervisory Committee and Accounting Auditors

The Supervisory Committee shares key audit matters with the outside auditors at the beginning of the year and strengthens its information sharing framework by conducting quarterly discussions on the appropriateness of financial processing, including goodwill assessment in subsidiary M&A transactions, KAM, and the existence of issues related to internal controls. This leads to effective and efficient audit activities.

・Cooperation between Supervisory Committee and Internal Audit Department

The internal audit department explains the annual internal audit plan and reports on internal audits to the outside directors, who are full-time Supervisory Committee members, as needed, and the same information as the report to our president to the Supervisory Committee every quarter. In addition, the outside director who is also a full-time Supervisory Committee member accompanies the Internal Audit Department in its audits to monitor for any violations of laws, regulations, or internal controls.

・Cooperation between Internal Audit Department and Accounting Auditors

The Internal Audit Department and the Accounting Auditors regularly exchange information and engage in discussions regarding the operation of our internal control system. The outcomes of these discussions are incorporated into internal audits as necessary, and the results are reported to the Accounting Auditors. This process helps to ensure a unified understanding of the operation status of our internal controls, the presence of risks to address, and the outcomes of internal audits within our company.

Voluntary Established Committee(s)

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

Status of Voluntarily Established Committee(s), Attributes of Members Constituting the Committee and the Committee Chairperson

	Committee's Name	All Members	Full-time Members	Inside Directors	Outside Directors	Outside Experts	Other	Chairperson
Voluntarily Established Committee Equivalent to Nomination Committee	the Nomination and Remuneration Advisory Committee	3	1	0	3	0	0	Outside Director
Voluntarily Established Committee Equivalent to Remuneration Committee	the Nomination and Remuneration Advisory Committee	3	1	0	3	0	0	Outside Director

Supplementary Explanation

1. Purpose of Establishment

To enhance the governance function of the Board of Directors, we have established the Nomination and Remuneration Advisory Committee as an optional advisory body, ensuring objectivity and transparency regarding director personnel and compensation matters.

2. Roles

(1) Deliberation on the nomination of director candidates

(2) Deliberation on the selection, appointment, and dismissal of the Representative Director, directors, executive officers

(3) Planning for the succession of the President

(4) Deliberation on the total amount of directors' compensation and individual compensation for directors and executive officers (including advisors)

(5) Deliberation on the selection and duties of executive officers with specific roles

(6) Deliberation on the compensation structure for directors and executive officers

(7) Consideration of systems and frameworks related to directors and executive officers

3. Composition

Chairman: Independent outside director who is also a member of the Supervisory Committee

Members: Outside director, Independent outside director who is also a member of the Supervisory Committee

4. Others

(1) Frequency of Meetings: Held 13 times in FY 2025

(2) Main Considerations: Discussions and deliberations on the topics listed in “2” above.

(3) Attendance of Individual Members: Mitsuru Nanba (13/13 meetings), Ichiro Seizawa (13/13 meetings), Kazuhiro Uchino (13/13 meetings), Satoshi Kamata (10/10 meetings), Hiroyuki Sato (8/8 meetings)

Matters Concerning Independent Directors

Number of Independent Directors	3

Other Matters Concerning Independent Directors

All outside directors are designated as independent directors who meet the qualifications for independent directors. In determining independence, we define the requirements as follows:

a) Regarding "major customers," we consider whether there has been any instance within the past three years where the customer accounted for 5% or more of our net sales, or in the case of expenses, whether the supplier accounted for 5% or more of our major expense category, specifically outsourcing expenses, within the past three years
b) As an immateriality standard disclosed to the listed stock exchanges regarding the above (a), we treat cases where the percentage is less than 0.5% as a minor and exempt from disclosure of amounts in the Independent Director Notification.
c) For the detailed requirements of "major customers" we assess whether transactions with the counterpart represent 10% or more of their net sales as the criterion.
d) In cases involving "significant amounts of money or other property," we use whether there has been a payment exceeding 10 million JPY annually at any point within the past three years as the criterion.

Incentives

Implementation Status of Measures related to Incentives Granted to Directors	Introduced a performance-linked compensation system

Supplementary Explanation for Applicable Items

On May 13, 2026, the Board of Directors resolved to revise the directors’ remuneration system, including the introduction of a performance-linked, post-delivery restricted stock compensation system (the “System”), and the related proposal was approved at the 62nd Ordinary General Meeting of Shareholders held on June 24, 2026.
The Company’s directors’ remuneration system reflecting the above revision is as follows:

Basic Policy

The Company's directors' remuneration system is designed based on the following policies:

(1) To promote value sharing with shareholders and stakeholders and enhance a management mindset that emphasizes shareholders and stakeholders

(2) To increase motivation to contribute to sustainable growth and the enhancement of corporate value over the mid to long term, and to incentivize the achievement of mid- to long-term strategies

(3) To establish a remuneration structure and level that supports management's challenges toward the realization of "Quest Vision 2030"

(4) To translate medium-term targets into annual execution and provide sound incentives toward their achievement

Remuneration Level

The Company sets remuneration levels with the basic aim of securing and retaining talented management personnel who contribute to enhancing corporate competitiveness and increasing corporate value. Specifically, remuneration is determined by comprehensively considering the Company's situation and each individual's responsibilities, using the median level of a peer group—selected based on factors such as industry, listing market, scale of net sales and profits, market capitalization, and number of employees—as a benchmark, with reference to data from external survey organizations.

Overview of the Remuneration System

Directors (Executive Directors)

Remuneration for executive directors consists of fixed basic remuneration, short-term performance-linked monetary compensation, and performance-linked, post-delivery restricted stock compensation, within the total annual limit of ¥210 million for directors (excluding directors who are members of the Audit & Supervisory Committee).

The standard composition ratio is as follows:

・Basic remuneration: 55–68%

・Short-term performance-linked monetary compensation: 25–33%

・Performance-linked, post-delivery restricted stock compensation: 7–12%

The performance-linked portion is designed to fluctuate within a range of ±50% to enhance its effectiveness as an incentive.

・Basic remuneration is fixed compensation that promotes steady execution of duties according to roles and responsibilities.

・Short-term performance-linked monetary compensation is positioned as a short-term incentive based on the achievement of annual business plans derived from the medium-term management plan.

・Performance-linked, post-delivery restricted stock compensation is introduced to promote medium- to long-term enhancement of corporate value while facilitating value sharing with shareholders and stakeholders, with evaluation indicators including shareholder value, earnings growth, capital efficiency, and human capital.

Non-executive directors receive basic remuneration and restricted stock compensation, while outside directors (including those serving as Audit & Supervisory Committee members) receive only basic remuneration in light of their role in providing independent oversight.

Performance Metrics

The primary evaluation indicators for short-term performance-linked monetary compensation are consolidated operating margin, consolidated operating profit growth rate, consolidated operating profit per employee, business unit gross profit margin, business unit gross profit growth rate, and the achievement rate of individually set strategic targets. Performance is evaluated based on the achievement of annual business plans derived from the medium-term plan, with company-wide performance assessed on a consolidated basis against annual budget targets. Evaluation weighting is determined by position and area of responsibility, combining company-wide performance, business unit performance, and individual strategic goal achievement (business unit performance does not apply to corporate division executives). This compensation is designed to promote the steady execution of mid-term strategies by linking evaluation to the achievement of annual plans derived from those strategies.

＜Executive President / Executive Vice President＞

・Company-wide performance
  Consolidated operating margin: 35%
  Consolidated operating profit growth rate: 35%
  Consolidated operating profit per employee: 30%

＜Senior Executive Officers (Business Divisions)＞

・Company-wide performance
  Consolidated operating margin: 20%
  Consolidated operating profit growth rate: 20%
  Consolidated operating profit per employee: 20%

・Business unit performance
  Gross profit margin: 10%
  Gross profit growth rate: 10%

・Individual evaluation
  Achievement rate of individual strategic goals: 20%

＜Senior Executive Officers (Corporate Divisions)＞

・Company-wide performance
  Consolidated operating margin: 30%
  Consolidated operating profit growth rate: 30%
  Consolidated operating profit per employee: 20%

・Individual evaluation
  Achievement rate of individual strategic goals: 20%

The primary indicators for performance-linked, post-delivery restricted stock compensation are relative TSR, EPS, ROE, and employee engagement survey scores, with weightings as follows:

・Relative TSR: 30%

・EPS: 30%

・ROE: 20%

・Employee engagement survey score: 20%

These indicators are selected to balance key elements of long-term value creation—shareholder value, earnings growth, capital efficiency, and human capital—and to promote management actions toward the realization of "Quest Vision 2030."

As a transitional measure, FY2026 will be evaluated based on the achievement status of the second mid-term management plan for that year, while FY2027 through FY2030 will be evaluated based on progress toward achieving the 2030 targets under "Quest Vision 2030."

＜Economic Value Indicators＞

・Shareholder returns

Relative TSR: Company TSR / TOPIX TSR (including dividends) – 30%

・Earnings growth

EPS: Achievement rate of target EPS – 30%

・Capital efficiency

ROE: Achievement rate of target ROE – 20%

＜Non-Financial Indicators＞

・Employee engagement

Engagement survey score: Achievement rate of target score – 20%

We will continue to enhance our executive remuneration system to support sustainable growth and the mid- to long-term enhancement of corporate value, taking into account changes in our management strategy and business environment.

Persons Eligible for Stock Options	

Supplementary Explanation for Applicable Items

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Director Remuneration

Status of Disclosure of Individual Director's Remuneration	No Disclosure for any Directors

Supplementary Explanation for Applicable Items

As stated in the Notice of the 62nd General Meeting of Shareholders dated June 5, 2026, the Company disbursed a total of 179 million JPY in remuneration to 12 directors during the FY 2025.

Policy on Determining Remuneration Amounts and Calculation Methods	Established

Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

Policy for Determining Individual Compensation of Directors

・The policy for determining the amount and calculation methods of executive compensation is decided by the Board of Directors based on recommendations from the voluntary Nomination and Remuneration Advisory Committee.

・The Company's directors' remuneration is designed to promote value sharing with shareholders and stakeholders and to enhance a management mindset that emphasizes shareholders and stakeholders. It is also intended to increase motivation to contribute to sustainable growth and the enhancement of corporate value over the mid to long term, and to incentivize the achievement of mid- to long-term strategies. In addition, it is designed to translate medium-term targets into annual execution and provide sound incentives toward their achievement.

・The level of remuneration is set to enable the Company to secure management personnel who contribute to enhancing corporate competitiveness and increasing corporate value. Specifically, the level is determined by benchmarking against the median levels of peer companies—considering factors such as industry, listing market, net sales, profit scale, market capitalization, and number of employees—based on data from external survey organizations, taking into account each director's position.

・The remuneration of directors (excluding non-executive directors, directors who are members of the Audit & Supervisory Committee, and outside directors) consists of basic remuneration, short-term performance-linked monetary compensation, and performance-linked, post-delivery restricted stock compensation as a mid- to long-term incentive.

・"Basic remuneration (monetary compensation)" is paid as fixed compensation to promote the steady execution of duties according to roles and responsibilities. "Short-term performance-linked monetary compensation" is provided as a short-term incentive to achieve annual management targets and strategies, based on financial targets as well as the degree of achievement of individually set strategic goals that cannot be measured solely by financial indicators. "Performance-linked, post-delivery restricted stock compensation" is provided as a mid- to long-term incentive to promote value sharing with shareholders and stakeholders and the enhancement of corporate value, based on quantitative indicators such as shareholder value and efficient earnings generation, as well as indicators related to human capital. The performance-linked, post-delivery restricted stock compensation is provided in the form of monetary compensation receivables, with an annual limit of ¥50 million, and is granted separately from the approved remuneration cap at the General Meeting of Shareholders. While the amount varies depending on position, it is generally set at approximately 10% of each director's total compensation.

・The remuneration of non-executive directors consists of basic remuneration and restricted stock compensation.
・The remuneration of directors who are members of the Audit & Supervisory Committee and outside directors consists solely of basic remuneration, in light of their role in providing independent oversight.

Support System for Outside Directors

The full-time member of the Audit & Supervisory Committee shares information collected through attendance at important meetings and reports from relevant departments with the Audit & Supervisory Committee and outside directors who are not members of the Committee in a timely manner, thereby enhancing the effectiveness of audit and supervisory functions.
In addition, the department responsible for coordination and communication with outside directors who are not members of the Audit & Supervisory Committee provides necessary information promptly and accurately based on instructions from such outside directors.

Status of Former Representative Director and President

Names and other details of advisors and consultants who are former Representative Directors and Presidents

Name	Title/Position	Advisory role	Working arrangements and conditions (e.g., full-time/part-time, remuneration status)	Date of Resignation as Representative Director and President	Term of Office
Ichiro Seizawa	Senior Advisor	Leveraging his extensive experience and expertise in management and risk management cultivated over many years as a corporate executive, he provides advice in response to the Company's requests.	Non-executive (part-time), with remuneration	2026/6/24	One year

Total number of advisors and consultants who are former Representative Directors and Presidents, etc.	1

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

We have established the following corporate governance structure:

Board of Directors

Generally, our Board of Directors meets once a month and also convenes on an ad hoc basis as necessary. In addition to matters stipulated by laws and regulations and the Articles of Incorporation, the Board

deliberates on and makes decisions regarding important management matters, including management policies and plans, and supervises the execution of duties by directors.
Furthermore, in order to strengthen strategic functions such as mid- to long-term management strategies and directions aimed at enhancing corporate value, we established the "Board Strategy Meeting" in FY2025 as a forum for discussions and deliberations beyond the Board of Directors. The Board Strategy Meeting is held every two months in principle and on an ad hoc basis as necessary.
In addition, as part of our efforts to enhance the effectiveness of corporate governance, we conduct an annual evaluation of the effectiveness of the Board of Directors. The evaluation is conducted with the support of a third-party organization, which assesses and analyzes the structure, composition, and operation of the Board, as well as the performance of directors. The evaluation results and corresponding actions are discussed at Board meetings and reflected in initiatives for the following year, and a summary is disclosed on our company website.

Audit & Supervisory Committee

Generally, our Audit & Supervisory Committee meets once a month and also convenes on an ad hoc basis as necessary. The Committee conducts decisions, reporting, and deliberations regarding audit plans, consent to audit fees, and other related matters.
In addition, as part of our efforts to enhance the effectiveness of corporate governance, we conduct an annual evaluation of the effectiveness of the Audit & Supervisory Committee. In this evaluation, we review the appropriateness of audit plans, the status of opinions expressed at Board meetings, coordination with the internal audit department and accounting auditors, the timeliness and sufficiency of information provided, and responses to non-financial risks. Based on the issues identified through the evaluation, we implement specific improvement measures, such as reviewing audit items, enhancing information sharing, and improving reporting frameworks, and disclosing a summary of these initiatives.

Nomination and Remuneration Advisory Committee

In order to enhance transparency and fairness in the selection of executive candidates and the determination of executive remuneration systems and levels, we have established the Nomination and Remuneration Advisory Committee as an advisory body to the Board of Directors. The Committee consists of three outside directors and is chaired by an independent outside director.
The Committee deliberates on the nomination of director candidates, the appointment and dismissal of the Representative Director, directors, and executive officers, and the remuneration of directors and executive officers, and provides recommendations to the Board of Directors.

Management Meeting

To improve the efficiency of decision-making and to conduct comprehensive and thorough examinations of important management matters, we have established a Management Meeting as a decision-making body for business execution. The members of the Management Meeting consist of the Executive President,

Executive Vice President, Senior Executive Officers, and Executive Officers, to whom authority for business execution has been delegated by resolution of the Board of Directors. An outside director who serves as a full-time member of the Audit & Supervisory Committee also attends as an observer. The Management Meeting is held twice a month in principle.
The Management Meeting deliberates on and makes decisions regarding important matters concerning the management of the Group.

Sustainability Committee

Recognizing that addressing sustainability-related issues is an important management priority for achieving sustainable growth, we have established a "Sustainability Committee" within the Management Meeting to deliberate on and promote related initiatives.
The matters discussed are regularly reported to, confirmed by, or deliberated at the Board of Directors.

Internal Control Committee/ Integrated Security Committee

We have established the "Internal Control Committee" and the "Integrated Security Committee" to report on and confirm the status of internal control and information security activities, including the protection of personal information. Both committees consist of department heads as members and include the participation of a director who is a full-time member of the Audit & Supervisory Committee and the head of the Internal Audit Department and are held once a month.

3. Reasons for Adoption of Current Corporate Governance System

We have adopted the organizational structure of a company with an Audit & Supervisory Committee under the Companies Act, in order to further strengthen the supervisory function of the Board of Directors, enhance the fairness and transparency of management decision-making, and reinforce our corporate governance framework.
In addition, we have introduced an executive officer system to clearly separate the supervisory and execution functions in management.

III. Implementation of Measures for Shareholders and Other Stakeholders

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

	Supplementary Explanation
Early Posting of Notice of the General Meeting of Shareholders	We hold the General Meeting of Shareholders avoiding peak days and are not able to post the notice early due to the time required for its preparation. However, we disclose the notice on the Tokyo Stock Exchange and our company website earlier than three weeks prior to the meeting, ensuring that shareholders have sufficient time to consider and exercise their voting rights. *With respect to the Notice of the 62nd Ordinary General Meeting of Shareholders held on June 24, 2026, we disclosed it on June 1 on both the

	Tokyo Stock Exchange and our company website.
Scheduling of the General Meeting of Shareholders on a Non-Peak Day	The General Meeting of Shareholders for the fiscal year ending March 2026 was held on June 24.
Electronic Exercise of Voting Rights	Since the General Meeting of Shareholders held in June 2021, we have enabled the exercise of voting rights via the internet (including smart voting).
Other	We accept advance questions from shareholders for the General Meeting of Shareholders, and disclose responses, particularly to matters of high interest to shareholders, at the General Meeting of Shareholders and on our company website.

2. Status of IR-related Activities

	Supplementary Explanation	Explanation by a representative director or a representative executive officer
Formulation and Publication of Disclosure Policies	It is published on our website. The content includes our disclosure criteria, method of disclosure, forward-looking statements, quiet period, and the dealing with the spreading of rumors to influence stock prices.	
Regular Investor Briefings held for Analysts and Institutional Investors	We hold financial results briefings for securities analysts in May and November. The sessions include explanations of our financial results and updates on the progress of our medium-term management plan. The presentation materials are available on our corporate website.	Explained
Online Disclosure of IR Information	It is published on our website. The content includes the President's message, IR policy, IR news (including disclosure materials), IR calendar, management overview, financial statements, securities reports, earnings presentations (including medium-term management plan explanations), shareholders' meetings, corporate governance reports, and various other materials, as well as stock information, electronic announcements, FAQs, and more.	
Establishment of Department and/or Placement of a Manager in Charge of IR	IR is managed by the General Manager of the Corporate Planning and Management Department. The department responsible for IR is the Corporate Planning and Management Department.	

Other	Since June 2021, we have been preparing shareholder communication, which are sent to shareholders and also posted on our website.

3. Status of Measures to Ensure Due Respect for Stakeholders

	Supplementary Explanation
Establishment of Internal Rules Stipulating Respect for the Position of Stakeholders	In our group's code of conduct, the 'Quest Group Code of Conduct,' we emphasize the respect for 'shareholders, customers, employees, partner companies, and other stakeholders.
Implementation of environmental conservation activities and CSR initiatives	Recognizing that addressing sustainability-related issues is an important management priority for achieving sustainable growth, we have established a “Sustainability Committee” within the Management Meeting to deliberate on and promote related initiatives. With respect to human rights, fair and appropriate treatment, and fair and proper transactions with business partners, we have formulated the “Quest Group Human Rights Policy” and the “Basic Policy for Business Partners.” In addition, regarding employee health and working conditions, we promote various initiatives based on the “Quest Group Health Management Declaration.” The Board of Directors, recognizing that initiatives related to sustainability are important issues contributing to the mid- to long-term enhancement of corporate value, provides advice and oversight on the appropriateness of initiatives based on materiality, while incorporating external perspectives. 【Examples of initiatives based on materiality】 ・Promotion and improvement of employee health (including occupational health and safety) ・Active utilization of highly skilled senior talent (advanced problem-solving and transfer of know-how and experience) ・ Strengthening relationships with partner companies (responsible procurement) ・ Enhancement of information security and personal data protection management ・Implementation of risk management ・Compliance with laws and regulations, thorough adherence to corporate compliance, and respect for human rights (including maintaining a workplace free from discrimination, misconduct, and harassment)
Formulation of Policies, etc. on Provision of Information to Stakeholders	In our Disclosure Policy, we have established our basic stance on information disclosure as providing information in a timely (as promptly as possible), fair

	(in compliance with laws and regulations and without distinction between favorable and unfavorable information), and equitable (to all shareholders and investors on an equal basis) manner, in compliance with the Cabinet Office Ordinance and the rules prescribed by the stock exchanges.