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November 14, 2025

To whom it may concern:

S-Pool, Inc.
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Sohei Urakami
Chairman of the Board, President and
Representative Director
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Notice Concerning Changes in Representative Directors and Succession of President

S-Pool hereby announces that, at the Board of Directors meeting held today, a resolution was passed and provisional approval was granted for changes in Representative Directors and succession of the President, as described below. Additionally, the changes in Representative Directors are planned to be officially decided during the Board of Directors meeting to be held after approval for the Director Election proposal at the Annual General Meeting of Shareholders for FY2025, scheduled to be held on February 26, 2026. Furthermore, Giichi Shirakawa, who is scheduled to assume the position of Representative Director, will assume the position of Executive President on December 1, 2025.

1. Overview of changes in Representative Directors

(1) Content of changes

Name	New position	Current position
Sohei Urakami	Chairman of the Board and Representative Director	Chairman of the Board, President and Representative Director
Giichi Shirakawa	President and Representative Director	—

(2) Scheduled date of changes

February 26, 2026

2. Reasons for changes

With the mission of “Applying the power of outsourcing to support corporate innovation and solutions to society’s challenges,” the S-Pool Group has achieved sustainable growth through business expansion in response to societal change. Currently, the three main businesses of Special Needs Employment Services, Wide-area Administrative BPO Services, and Environmental Management Support Services serve as focus areas, but the Special Needs Employment Services Business in particular is gaining importance as a core business for S-Pool from both social significance and market growth perspectives.

Meanwhile, as advances in AI and technology rapidly transform social structures and market environments, it is essential the S-Pool Group to adopt a medium- to long-term perspective and make management decisions that anticipate new business opportunities and emerging risks in order to advance to the next stage. In addition, the development of talent to support S-Pool Group's growth and the enhancement of organizational autonomy are also positioned as key management issues for achieving sustainable growth in the future.

In response to these environmental changes, S-Pool has decided to strengthen its management execution structure to ensure the S-Pool Group's sustainable growth. As part of this initiative, Giichi Shirakawa will be appointed as President and Representative Director, transitioning to a new leadership framework focused on the proactive expansion of the Special Needs Employment Services Business, which is expected to drive future growth. At the same time, Sohei Urakami, who has served as Chairman of the Board, President and Representative Director, will continue in his role as Chairman of the Board and Representative Director, overseeing the Company's existing businesses other than Special Needs Employment Services and ensuring the stable growth of the S-Pool Group as a whole.

Giichi Shirakawa, who is scheduled to newly assume the position of President, previously served as President and Representative Director at a major financial institution, and during his tenure, he led key initiatives including the promotion of digital transformation, the launch of new businesses, and the development of the next generation of talent.

Since April 2025, he has been involved in business development at S-Pool as a senior executive, during which time he has shared his recognition of the S-Pool Group's direction and issues. Through these measures, he has developed a strong understanding of S-Pool's management philosophy and businesses, and S-Pool has judged that he possesses the leadership qualities essential for driving the next stage of growth and is the most suitable candidate to steer through a rapidly changing and highly uncertain market environment, delivering steady and sustainable growth from a long-term perspective.

Leveraging his wealth of management experience and leadership expertise, he will lead efforts within the S-Pool Group to further expand the agricultural services of the Special Needs Employment Services Business in addition to promoting the development of new employment support services utilizing AI and other technologies, thereby accelerating both the qualitative and quantitative growth of the Special Needs Employment Services Business. Also, he will focus on enhancing operational efficiency through digitalization and strengthening frameworks for development of the next generation of talent, with the aim of improving the overall competitiveness of the S-Pool Group.

Furthermore, prior to assuming office as Representative Director, Giichi Shirakawa will assume the position of Executive President effective December 1, 2025, and will play a central role in advancing the S-Pool Group's business as a core member of the management execution structure. Additionally, effective December 1, 2025, Sohei Urakami will relinquish the role of President as Chairman of the Board, President and Representative Director and assume the position of Chairman of the Board and Representative Director.

Through this change, S-Pool aims to achieve both the strategic allocation of resources to growth areas and the strengthening of stable earnings from existing businesses, thereby maximizing the corporate value of the S-Pool Group. Details of the new management policy under the revised structure are scheduled to be disclosed on January 14, 2026, alongside the announcement of financial results for the fiscal year ending November 30, 2025.

3. Experience and roles of newly appointed President and Representative Director

Name (DOB)	Experience and roles	Shares held
Giichi Shirakawa (August 19, 1970)	<p>April 1993 Joined The Yasuda Fire & Marine Insurance Co., Ltd.</p> <p>April 2019 Executive Officer and General Manager of Corporate Planning Department, Sompo Japan Nipponkoa Insurance Inc</p> <p>April 2020 Director and Executive Officer, Sompo Japan Insurance Inc.</p> <p>April 2021 Director and Managing Executive Officer, Sompo Japan Insurance Inc.</p> <p>April 2022 President and Chief Executive Officer, Sompo Japan Insurance Inc. and CEO of Domestic P&C Insurance Business, Senior Vice President and Executive Officer, Sompo Holdings, Inc.</p> <p>January 2024 Resigned from Sompo Japan Insurance Inc. and retired from Sompo Holdings, Inc.</p> <p>December 2025 Scheduled to assume the position of Executive President, S-Pool, Inc.</p>	0

4. Schedules for assuming positions, etc.

(1) Sohei Urakami

Chairman of the Board and Representative Director	Scheduled to assume the position on December 1, 2025.
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(2) Giichi Shirakawa

Executive President	Scheduled to assume the position on December 1, 2025.
Director and Representative Director	Subject to approval at the Annual General Meeting of Shareholders scheduled to be held on February 26, 2026, he is scheduled to assume the position of Director, and subsequently, at the Board of Directors meeting to be held immediately after the conclusion of said General Meeting, he is scheduled to be elected as a Representative Director.

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