

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

Securities Code: 4461

To our shareholders:

June 1, 2026

YAMAJI Naoki, President & CEO

DKS Co. Ltd.

(Registered office) 55 Nishishichijo Higashikubo-cho,
Shimogyo-ku, Kyoto

(Headquarters) 48-2 Higashikujo-Kamitonodacho,
Minami-ku, Kyoto

Notice of Convocation of the 162nd Ordinary General Meeting of Shareholders

We hereby inform you that the 162nd Ordinary General Meeting of Shareholders of DKS Co. Ltd. (hereinafter, the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, we have taken electronic provision measures for the information contained in the Reference Documents for the General Meeting of Shareholders and related materials (materials subject to electronic provision). These materials are posted on the following websites on the Internet. We kindly ask you to access one of these websites to review the information.

The Company’s website:

<https://www.dks-web.co.jp/ir/library/meeting/>(in Japanese)

PRONEXUS INC. – Dedicated website for the Company

<https://d.sokai.jp/4461/teiji/> (in Japanese)

Tokyo Stock Exchange website (TSE listed company information service)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Please access the above TSE website, enter “DKS” in the “Issue name (company name)” field or our securities code “4461” in the “Code” field to search, then select “Basic information” and “Documents for public inspection/ PR information” in order. From the “Filed information available for public inspection” section, please review the “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting.”)

In lieu of attending the meeting in person, you may exercise your voting rights by electronic means (via the Internet, etc.) or in writing. We kindly ask that you review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:20 p.m. on Monday, June 22, 2026 (JST).

1. Date and Time: Tuesday, June 23, 2026, at 10:00 a.m. (Reception will open at 9:00 a.m.) (JST)

2. Venue: Banquet Hall “Shunju,” 2nd Floor, RIHGA Royal Hotel Kyoto

(Please note that the meeting will be held in a different room from last year.)

1-Taimatsu-cho, Shiokoji-sagaru, Higashi Horikawa-dori, Shimogyo-ku, Kyoto

3. Matters to be addressed at the meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 162nd fiscal year (from April 1, 2025 to March 31, 2026), and the results of the audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 162nd fiscal year (from April 1, 2025 to March 31, 2026)

Matters to be resolved:

- | | |
|----------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Eight (8) Directors |
| Proposal No. 3 | Election of One (1) Substitute Audit & Supervisory Board Member |

- Shareholders who have requested delivery of printed materials will also receive a document describing matters subject to electronic provision. However, pursuant to applicable laws and regulations and Article 16, Paragraph 2 of the Company’s Articles of Incorporation, the following items are not included in such document.

- (1) In the Business Report: “Progress and Results of Operations,” “Issues to be Addressed,” “Matters Regarding the Company’s Shares,” “Matters Regarding Stock Acquisition Rights, etc.,” “Matters Regarding Outside Officers,” “Status of the Accounting Auditor,” “Systems to Ensure the Properness of Operations and the Status of Their Operation,” and “Basic Policy Regarding the Control of Decisions on Financial and Business Policies”
- (2) In the Consolidated Financial Statements: “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements”
- (3) In the Non-consolidated Financial Statements: “Statements of Changes in Equity” and “Notes to Non-consolidated Financial Statements”
- (4) In the Audit Reports: “Accounting Auditor’s Audit Report on the Consolidated Financial Statements,” “Accounting Auditor’s Audit Report,” and “Audit Report of the Audit & Supervisory Board”

Accordingly, the documents sent to shareholders who have requested printed materials constitute only part of the documents that were audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing the audit reports.

- In the event that any revisions are made to the matters subject to electronic provision, such revisions, along with the matters before and after the revision, will be posted on the respective websites listed above.
- If there are any significant changes to the operation of the General Meeting of Shareholders, the Company will promptly provide notice on its website (<https://www.dks-web.co.jp>).
- Please note that the meeting will be conducted with the room temperature set slightly higher than usual. Accordingly, the Company’s officers and staff will be dressed in light attire (Cool Biz style). We appreciate your understanding.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company believes that strengthening its business foundation through improving productivity, developing new products, and expanding into new business areas, thereby enhancing its business performance over the long term, is of utmost importance. Based on this policy, the Company's basic approach to dividends is to maintain stable and continuous dividend payments to shareholders over the long term, while ensuring a balance with internal reserves necessary for future business development.

With respect to the year-end dividend for the fiscal year ended March 31, 2026, the Company proposes to pay ¥90 per share, an increase of ¥35 from ¥55 per share for the previous fiscal year (fiscal year ended March 31, 2025). As a result, the annual dividend will be ¥150 per share, consisting of an interim dividend of ¥60 per share and the proposed year-end dividend.

Year-end dividends

- (1) Type of dividend property:
Cash
- (2) Allotment of dividend property to shareholders and total amount:
¥90 per share of the Company's common stock
Total amount of dividends: ¥954,997,560
- (3) Effective date of distribution of surplus:
June 24, 2026

Proposal No. 2 Election of Eight (8) Directors

The terms of office for all seven (7) Directors will expire at the conclusion of this meeting. Fiscal 2026 (the fiscal year ending March 2027) represents the second year of the Company's Medium-Term Management Plan "SMART 2030." Based on the results achieved in the first year, the Company will further promote its initiatives toward sustainable growth. To enhance the effectiveness of this plan by incorporating more diverse perspectives, the Company has increased the number of Directors by one (1) and proposes the election of eight (8) Directors, including four (4) Outside Directors.

If this Proposal is approved as originally proposed, the Company plans to continue registering the four (4) Outside Directors as Independent Officers as defined by the Tokyo Stock Exchange, thereby ensuring that at least half of the Company's Directors are Independent Officers.

The candidates for Director are as follows:

Candidate No.	Name		Current position in the Company
1	YAMAJI Naoki	Re-election	President & CEO
2	SHIMIZU Shinji	Re-election	Representative Senior Managing Director & CFO
3	SAKAMOTO Mami	Re-election	Director & Senior Executive General Manager, Administration Headquarters
4	KITAO Masahiro	Re-election	Director & Senior Executive General Manager, Business Headquarters
5	OKUYAMA Kikuo	Re-election Outside Independent	Director
6	HASHIMOTO Katsumi	Re-election Outside Independent	Director
7	NAKANO Hideyo	Re-election Outside Independent	Director
8	SAKURAI Shigeki	New Election Outside Independent	—

(Note) Of the eight (8) nominees, six (6) are male (75.0%) and two (2) are female (25.0%).

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
1	YAMAJI Naoki (April 13, 1964) Re-election	<p>Apr. 1991 Joined the Company</p> <p>Apr. 2013 General Manager in charge of Planning Department, Yokkaichi Reorganization Division, Production Control Headquarters</p> <p>Apr. 2014 General Manager of COO Office</p> <p>Apr. 2015 Executive General Manager of Plastic Materials Business Division, Business Headquarters</p> <p>Apr. 2016 Concurrently in charge of Tokyo Headquarters</p> <p>Apr. 2017 Executive General Manager in charge of Corporate Planning Headquarters</p> <p>Jun. 2017 Director and in charge of Personnel & General Affairs Headquarters</p> <p>Apr. 2018 Concurrently in charge of Production Control Headquarters</p> <p>Apr. 2020 Managing Director Administrative Supervisor</p> <p>Apr. 2021 R&D Supervisor</p> <p>Apr. 2022 President & CEO (current)</p>	22,557
<p>Reasons for nomination as a candidate for Director and expected role</p> <p>With the above career background, Mr. Yamaji possesses a deep understanding of fundamental technologies, having built his career in the research division.</p> <p>As Representative Director of the Company, he has formulated and led the Company's management direction, positioning the commercialization of research outcomes at the core of its growth strategy.</p> <p>He has driven initiatives such as positioning the commercialization of research outcomes as a core driver of growth, the concentration of management resources on key strategic areas, the reconstruction of business strategies, and the strengthening of the Company's management foundation and competitiveness through human resources and organizational development.</p> <p>The Company expects that he will continue to lead management reform through both technology and business strategies and contribute to enhancing medium- to long-term corporate value.</p> <p>Accordingly, the Company has nominated him for re-election as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
2	SHIMIZU Shinji (October 9, 1973) Re-election	<p>Apr. 1992 Joined the Company</p> <p>Apr. 2014 General Manager of Personnel & General Affairs Department, Personnel & General Affairs Division</p> <p>Apr. 2016 General Manager of Shuang Yi Li (Tianjin) New Energy Co., Ltd.</p> <p>Apr. 2018 Board Director of Shuang Yi Li (Tianjin) New Energy Co., Ltd.</p> <p>Jun. 2019 General Manager of Financial Division, Financial Headquarters</p> <p>Apr. 2020 Executive Officer Executive General Manager in charge of Production Headquarters</p> <p>Apr. 2022 Administrative Supervisor</p> <p>Jun. 2022 Director</p> <p>Apr. 2025 Representative Managing Director & CFO</p> <p>Apr. 2026 Representative Senior Managing Director & CFO (current)</p>	9,910
<p>Reasons for nomination as a candidate for Director and expected role</p> <p>With the above career background, Mr. Shimizu possesses strong execution capabilities grounded in his hands-on experience in the production division, as well as a management perspective incorporating sustainability considerations. As Representative Director, he has led the efforts to strengthen the Company's management foundation. In addition, leveraging his experience in global business, he has enhanced business portfolio management and cash flow management in a financial leadership role, contributing to the stabilization of the Company's manufacturing operations and the enhancement of profitability.</p> <p>The Company expects that he will continue to achieve both stable business operations and growth investments, and to play a key role in advancing management decision-making based on sound governance.</p> <p>Accordingly, the Company has nominated him for re-election as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
3	<p style="text-align: center;">SAKAMOTO Mami (September 9, 1967) Re-election</p>	<p>Apr. 1988 Joined the Company</p> <p>Apr. 2018 General Manager of President's Special Mission Office</p> <p>Dec. 2018 General Manager of Public & Investor Relations Department</p> <p>Apr. 2019 General Manager of Public & Investor Relations Department, Corporate Planning Headquarters</p> <p>Apr. 2020 Executive General Manager Senior Executive General Manager of Administration Headquarters</p> <p>Apr. 2021 Executive General Manager of Public & Investor Relations Department</p> <p>Apr. 2023 Senior Executive General Manager of Strategy Headquarters Concurrently Senior Executive General Manager of Life Sciences Headquarters</p> <p>Apr. 2024 Senior Executive General Manager (current)</p> <p>Apr. 2025 Senior Executive General Manager of Administration Headquarters (current)</p> <p>Jun. 2025 Director (current)</p>	3,214
<p>Reasons for nomination as a candidate for Director and expected role</p> <p>With the above career background, Ms. Sakamoto possesses advanced expertise in capital policy and investor relations and has contributed to enhancing the Company's corporate value through continuous and constructive dialogue with capital markets.</p> <p>In addition, she has promoted the strengthening of the Company's management foundation, including business portfolio transformation, by leveraging her experience in legal affairs, risk management and governance, the development of next-generation talent, and sustainability.</p> <p>The Company expects that she will continue to play a key role in leading strategic communications from a capital markets perspective and promoting management with a strong focus on capital efficiency, thereby contributing to the sustainable enhancement of corporate value.</p> <p>Accordingly, the Company has nominated her for re-election as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
4	KITAO Masahiro (December 25, 1979) Re-election	<p>Apr. 2005 Joined the Company</p> <p>Apr. 2020 General Manager of Vehicles, Electronics & IT Materials Sales Department</p> <p>Oct. 2020 Concurrently in charge of Nagoya Office</p> <p>Apr. 2023 Executive General Manager Senior Executive General Manager of Sales Headquarters</p> <p>Apr. 2024 Senior Executive General Manager (current)</p> <p>Apr. 2025 Senior Executive General Manager of Business Headquarters (current)</p> <p>Jun. 2025 Director (current)</p>	2,565
<p>Reasons for nomination as a candidate for Director and expected role</p> <p>With the above career background, Mr. Kitao has been engaged in technology development as a member of the research division and possesses extensive knowledge and a strong track record in developing domestic and overseas markets and accelerating the growth of the Company's core businesses.</p> <p>He has contributed to business growth, including organizational development, and has supported the enhancement of the Company's competitiveness in its global business and key focus areas through technology-driven business expansion, as well as through talent development.</p> <p>The Company expects that he will continue to play a central role in linking technological capabilities to growth businesses and contribute to strengthening the medium- to long-term business portfolio.</p> <p>Accordingly, the Company has nominated him for re-election as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
5	<p align="center">OKUYAMA Kikuo (June 1, 1948) Re-election Outside Independent</p>	<p>Oct. 1990 Professor of Department of Chemical Engineering, Cluster 3, Faculty of Engineering of Hiroshima University</p> <p>Apr. 2001 Professor of Department of Chemical Engineering, Graduate School of Engineering of Hiroshima University</p> <p>Apr. 2013 Professor Emeritus, Hiroshima University (current) Special Appointment Professor of Hiroshima University</p> <p>Jun. 2017 Managing Director of Hosokawa Powder Technology Foundation</p> <p>Jun. 2021 Director of the Company (current)</p> <p>Jun. 2022 Auditor of Hosokawa Powder Technology Foundation</p> <p>Jun. 2022 Vice President of The Information Center of Particle Technology, Japan (current)</p> <p>(Significant concurrent positions outside the Company) Professor Emeritus, Hiroshima University Vice President of The Information Center of Particle Technology, Japan</p>	693
<p>Reasons for nomination as a candidate for Outside Director and expected role</p> <p>Mr. Okuyama has extensive expertise in nanotechnology, supported by a wealth of research achievements gained through his academic research activities in Japan and overseas.</p> <p>At meetings of the Company's Board of Directors, the candidate has actively provided in-depth opinions and recommendations based on his specialized knowledge of research. In addition, as an advisor to the research division, he has been involved in guiding the direction of research themes and promoting industry-academia-government collaboration. He has also contributed to the social implementation of research outcomes and the development of talent that supports the Company's sustainable growth.</p> <p>Although Mr. Okuyama has no experience of being involved in corporate management other than serving as an outside officer, the Company expects that he will continue to contribute to the Company's sustainable growth and enhancement of corporate value based on the above experience and expertise.</p> <p>Accordingly, the Company has nominated him for re-election as an Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
6	HASHIMOTO Katsumi (April 5, 1958) Re-election Outside Independent	<p>Apr. 1981 Joined the Osaka Regional Taxation Bureau</p> <p>Oct. 1984 Joined Asahi & Co. (current KPMG AZSA LLC)</p> <p>Mar. 1987 Registered as a Certified Public Accountant</p> <p>May 2007 Representative Partner of Asahi & Co. (current KPMG AZSA LLC)</p> <p>Jul. 2010 Director of Kyoto Office, KPMG AZSA LLC</p> <p>Jun. 2019 Left position at KPMG AZSA LLC</p> <p>Jul. 2019 Established Hashimoto Accounting Office as a Representative (current)</p> <p>Jun. 2020 Audit & Supervisory Board Member of the Company</p> <p>Jun. 2022 Director of the Company (current)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative of Hashimoto Accounting Office</p>	764
<p>Reasons for nomination as a candidate for Outside Director and expected role</p> <p>Mr. Hashimoto has extensive experience in finance and accounting, as well as deep insights into governance, supported by his extensive experience as a certified public accountant.</p> <p>At meetings of the Company's Board of Directors, the candidate has actively provided in-depth opinions and recommendations on management strategies and key decisions from the perspectives of financial soundness and capital efficiency, thereby contributing to enhancing the quality of discussions and management decision-making. In addition, as Chair of the voluntary Nomination and Remuneration Committee since 2025, he has led efforts to strengthen the Company's governance framework and improve transparency.</p> <p>Although Mr. Hashimoto has no experience of being involved in corporate management other than serving as an outside officer, the Company expects he will continue to provide valuable advice from a wide-ranging perspective on overall management based on the above experience and expertise.</p> <p>Accordingly, the Company has nominated him for re-election as an Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
7	<p style="text-align: center;">NAKANO Hideyo (September 13, 1959) Re-election Outside Independent</p>	<p>Nov. 1991 Vice President of Cititrust and Banking Corporation</p> <p>Oct. 1993 Senior Portfolio Manager and Head of Private Investment of Cititrust and Banking Corporation</p> <p>Jan. 2000 Director and Head of Investment Division of FuNNeX Asset Management Inc.</p> <p>Mar. 2004 Established Trias Corporation; appointed CEO (current)</p> <p>Mar. 2020 Outside Director of OUTSOURCING Inc. (now BREXA Next Inc.)</p> <p>Jun. 2021 Outside Director of HOCHIKI CORPORATION (current)</p> <p>Jun. 2022 Director of the Company (current)</p> <p>Jun. 2023 Outside Director (Audit & Supervisory Committee Member) of NS TOOL CO., LTD. (current)</p> <p>Mar. 2026 Outside Director of JUKI CORPORATION (current)</p> <p>(Significant concurrent positions outside the Company) CEO of Trias Corporation Outside Director of HOCHIKI CORPORATION Outside Director (Audit & Supervisory Committee Member) of NS TOOL CO., LTD. Outside Director of JUKI CORPORATION</p>	582
<p>Reasons for nomination as a candidate for Outside Director and expected role</p> <p>Ms. Nakano possesses advanced expertise in investment decision-making and corporate valuation in global capital markets gained through her experience in investment operations at an asset management company. At meetings of the Company's Board of Directors, she has contributed to enhancing the quality of decision-making by providing practical and constructive opinions from an investor's perspective—particularly in discussions centered on business strategy and investor relations—as well as by raising issues from an independent standpoint based on a medium- to long-term perspective.</p> <p>In addition, she has attended management briefings as appropriate and, by offering advice that reflects investor interests and capital market reactions, has played a role in enriching Board discussions and deepening dialogue with the capital markets.</p> <p>The Company believes she will continue to provide strategic advice contributing to the enhancement of corporate value over the medium term, based on a perspective grounded in global capital markets.</p> <p>Accordingly, the Company has nominated her for re-election as an Outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
8	<p style="text-align: center;">SAKURAI Shigeki (November 2, 1955) New Election Outside Independent</p>	<p>Apr. 1980 Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry [METI])</p> <p>Jun. 1994 Seconded to the Metal Mining Agency of Japan (then a special public corporation, now Japan Organization for Metals and Energy Security [JOGMEC]), serving as Head of the Australia Office</p> <p>Jul. 2001 Director, Technical Cooperation Division, Trade and Economic Cooperation Bureau, METI</p> <p>Aug. 2003 Director, Coal Division, Coal and New Energy Department, Agency for Natural Resources and Energy, METI</p> <p>Sep. 2005 Seconded to Japan Oil, Gas and Metals National Corporation (now JOGMEC), serving as General Manager of the Planning Departments for Oil and Natural Gas Technology Development and concurrently as General Manager of the Planning Department for Oil and Natural Gas Development Projects</p> <p>Jul. 2008 Seconded to the Ministry of Education, Culture, Sports, Science and Technology, serving as Deputy Director-General of the Minister's Secretariat (in charge of the Research and Development Bureau)</p> <p>Aug. 2009 Executive Vice President, Japan Coal Energy Center (now Japan Carbon Frontier Organization)</p> <p>Jul. 2012 Professor, Center for the Promotion of Interdisciplinary Education and Research, Kyoto University</p> <p>Apr. 2013 Professor, Graduate School of Advanced Integrated Studies in Human Survivability, Kyoto University</p> <p>Apr. 2020 Professor Emeritus, Kyoto University (current) Vice President (Acting President), Kaishi Professional University Professor, Faculty of Business Creation, Kaishi Professional University</p> <p>Apr. 2025 Professor Emeritus, Kaishi Professional University (current)</p> <p>(Significant concurrent positions outside the Company) Professor Emeritus, Kyoto University Professor Emeritus, Kaishi Professional University</p>	0

Reasons for nomination as a candidate for Outside Director and expected role

Mr. Sakurai possesses extensive practical experience both in Japan and overseas in the resource and energy sectors through many years of service in government ministries. In addition, through his research and teaching activities at universities, he has developed a high level of expertise grounded in both practice and academia. With respect to medium- to long-term management challenges such as decarbonization, resource circulation, and energy transition, the Company expects him to contribute to management decision-making from a perspective informed by scientific knowledge and international practical experience. Although he does not have direct experience in corporate management, the Company expects him to provide constructive opinions from an independent standpoint at meetings of the Board of Directors—particularly regarding the alignment between technology strategy and business strategy, the social implementation of research outcomes, and management decisions that take into account global trends—and thereby contribute to enhancing the quality of Board discussions.

Accordingly, the Company has nominated him for election as an Outside Director.

- (Notes)
1. There is no special interest between any of the Director candidates and the Company.
 2. Mr. Okuyama, Mr. Hashimoto, Ms. Nakano, and Mr. Sakurai are candidates for Outside Directors.
 3. Mr. Okuyama, Mr. Hashimoto, and Ms. Nakano have been designated as independent officers and notified as such to the Tokyo Stock Exchange. If their re-election is approved, the Company plans to continue to designate them as independent officers. In addition, if the election of Mr. Sakurai is approved, the Company plans to newly designate him as an independent officer and submit the required notification to the Tokyo Stock Exchange.
 4. Mr. Okuyama, Mr. Hashimoto, and Ms. Nakano are currently serving as Outside Directors of the Company. As of the conclusion of this General Meeting of Shareholders, their respective tenures as Outside Directors will be five (5) years for Mr. Okuyama and four (4) years for Mr. Hashimoto and Ms. Nakano.
 5. The Company has entered into agreements with Mr. Okuyama, Mr. Hashimoto, and Ms. Nakano, who are candidates for Outside Directors, to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, provided that they have acted in good faith and without gross negligence, to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act. If their re-election is approved, the Company plans to continue these agreements. In addition, if the election of Mr. Sakurai is approved, the Company plans to enter into a new agreement with him under the same terms.
 6. The Company has entered into a directors and officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. An outline of the policy is provided in the Business Report. If each Director candidate is elected and assumes office, they will be insured under the policy. The Company also plans to renew the policy with the same terms at the next renewal.
 7. Ms. Nakano was appointed as Outside Director of OUTSOURCING Inc. (now BREXA Next Inc.) in March 2020 and retired in March 2023. During her tenure, improper accounting practices were discovered in November 2021 at OUTSOURCING TECHNOLOGY Inc. (now BREXA Technology Inc.), a consolidated subsidiary of OUTSOURCING. Although she was not aware of these practices until they came to light, she had regularly provided reminders and advice from a compliance perspective at meetings of the Board of Directors of OUTSOURCING and other occasions. After the matter was discovered, she appropriately fulfilled her duties by investigating the facts, identifying the causes, and making recommendations for preventing recurrence.
 8. The number of shares of the Company held by each Director candidate indicates the number of shares as of March 31, 2026.

Proposal No. 3 Election of One (1) Substitute Audit & Supervisory Board Member

Since the effectiveness of the election of the current substitute Audit & Supervisory Board Member is limited until the commencement of this General Meeting of Shareholders, the Company proposes to elect one (1) substitute Audit & Supervisory Board Member in preparation for a situation in which the number of Audit & Supervisory Board Members required by laws and regulations would not be satisfied. The appointment of such substitute Audit & Supervisory Board Member shall become effective on the condition that the number of Outside Audit & Supervisory Board Members falls below the number required by laws and regulations, and, in accordance with the Company’s Articles of Incorporation, the term of office shall expire at the end of the term of office of the Audit & Supervisory Board Member who has retired.

The Company has obtained the consent of the Audit & Supervisory Board with respect to this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company’s shares held
<p>TSUKAMOTO Hidenobu (July 17, 1973)</p>	<p>Dec. 2009 Registered as an Attorney at Law (Kagoshima Bar Association) Joined Kajiki Branch of Kagoshima Chuo Law Offices</p>	0
	<p>Dec. 2012 Transfer of registration to Kyoto Bar Association Joined Tsukamoto Law Office (current)</p>	
	<p>Jun. 2013 Audit & Supervisory Board Member of CAMPO HOLDINGS Co., Ltd. (current) Audit & Supervisory Board Member of CAMPO Co., Ltd. (current)</p>	
	<p>Feb. 2017 Audit & Supervisory Board Member of Uzumasa Driving School Co., Ltd.</p>	
	<p>Jun. 2025 Director (Audit and Supervisory Committee Member) of FPC Co., Ltd. (current)</p>	
<p>Reasons for nomination as a candidate for substitute Outside Audit & Supervisory Board Member Mr. Tsukamoto has specialized expertise and extensive experience in the legal field as an attorney. Based on his high level of insight and strong sense of ethics, the Company expects the candidate will contribute to strengthening its management oversight function and enhancing its corporate governance structure, and has therefore nominated him as a substitute Audit & Supervisory Board Member. Although Mr. Tsukamoto has no experience of being involved in corporate management other than serving as an outside officer, the Company believes he will be able to appropriately perform the duties of an Outside Audit & Supervisory Board Member for the above reasons.</p>		

- (Notes)
1. There is no special interest between the candidate for substitute Audit & Supervisory Board Member and the Company.
 2. The candidate for substitute Audit & Supervisory Board Member is a candidate for Outside Audit & Supervisory Board Member.
 3. If Mr. Tsukamoto, the candidate for substitute Audit & Supervisory Board Member, assumes office as an Audit & Supervisory Board Member, the Company plans to enter into a liability limitation agreement with him. Under this agreement, the Company will limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act, provided that he has acted in good faith and without gross negligence in the performance of his duties.
 4. The Company has entered into a directors and officers liability insurance policy with an insurance company pursuant to Article 430-3, Paragraph 1 of the Companies Act. An outline of the policy is provided in the Business Report. If the substitute Audit & Supervisory Board Member candidate assumes office as an Audit & Supervisory Board Member, he will be insured under the policy. The Company plans to renew the policy with the same terms at the next renewal.
 5. If Mr. Tsukamoto, a candidate for substitute Audit & Supervisory Board Member, assumes office as an Audit & Supervisory Board Member, the Company plans to designate him as an independent officer and submit the required notification to the Tokyo Stock Exchange.

[Reference] Skill Matrix Expected of Directors and Audit & Supervisory Board Members

The Company appoints Directors and Audit & Supervisory Board Members with due consideration to a balance of extensive experience, proven track records, and expertise relevant to its business, in order to ensure appropriate and higher-level decision-making and supervision of management. In addition, the Company appoints multiple Outside Directors and Outside Audit & Supervisory Board Members who possess extensive management experience, advanced expertise, and broad knowledge and experience. The Company also appoints at least one Audit & Supervisory Board Member who has experience in finance and accounting and possesses appropriate knowledge in such fields.

Starting from this fiscal year, in order to more clearly organize the skills required of the Board of Directors, the Company has reconstructed its skills matrix. We have redefined and categorized the skills into two groups: management foundation skills, which are universally required by the Company, and business value creation skills, which contribute to enhancing corporate value over the medium to long term.

If Proposal No. 2 is approved as originally proposed, up to five areas of expertise and skills are listed for each director, in order of priority, representing those particularly expected of them. These do not comprehensively cover all knowledge, experience, and capabilities possessed by each director, but rather indicate their roles and expectations in light of the Company’s management policies and medium- to long-term strategies. We will review and update these skills as appropriate, taking into account changes in the external environment and the Company’s circumstances.

Key areas of expected contribution

Area		Reason for selection
Management foundation skills	Corporate management	Amid the need for critical management decisions involving company-wide structural reforms—such as strengthening the earnings base, accelerating the commercialization of new businesses, and concentrating management resources in priority areas—the Company places importance on the participation of individuals who possess the knowledge and track record in corporate management necessary to accurately identify key management issues, including business portfolio transformation, investment decision-making, and global expansion, and to lead decision-making.
	Accounting, finance, and capital policy	To strengthen the management foundation through assessing profitability by business segment, optimizing capital allocation, and managing financial risks, and to enhance corporate value by reinforcing the framework for appropriately communicating management strategies and financial conditions to stakeholders, the Company values the participation of individuals who can support management. Such individuals are expected to possess specialized expertise in finance, accounting, and capital policy, enabling them to make sound investment decisions, formulate and execute financial strategies, and contribute to external communications.
	Legal affairs, risk management, and governance	Amid increasingly complex risks associated with intellectual property, regulations in various jurisdictions, and overseas governance—driven by the expansion of global operations, the growth of new businesses, and progress in sustainability initiatives—the Company prioritizes, from the perspective of sound corporate governance, the involvement of individuals who possess specialized expertise in legal affairs, risk management, and governance.
	Talent and organization development	As human resource development, the securing of specialized talent, and the cultivation of next generation leaders have become critical management challenges—serving as the foundation for business portfolio transformation, the creation of new businesses, and the strengthening of global operations—the Company places emphasis on the participation of individuals who are well-versed in human capital strategy and capable of driving organizational transformation and achieving sustainable growth.
Business value creation skills	Sustainability	As initiatives such as decarbonization, the expansion of environmentally contributing products, and the strengthening of ESG standards across the entire supply chain form the core of efforts to enhance corporate value, the Company places importance on the participation of individuals who possess the knowledge and experience necessary to integrate sustainability management into business operations and drive sustainable business growth, under the corporate philosophy of “Chemistry provides a solution.”
	Sales and marketing	In advancing initiatives such as focusing on priority markets, accelerating the expansion of new businesses, and strengthening the business foundation through measures including M&A, it is essential to gain a fundamental understanding of customer needs and accurately grasp changes in the market environment. Accordingly, the Company values the participation of individuals who are capable of formulating and executing sales and marketing strategies both domestically and internationally, with a view toward creating synergies.
	Global business	As expanding into overseas markets, strengthening global supply chains, and responding to diverse cultures and business practices become essential, the Company considers it important to involve individuals who possess the ability to make decisions based on an international management perspective and understanding.
	Research technology and production technology	In addition to strengthening technological competitiveness, creating new businesses, and accelerating innovation in priority areas, the Company emphasizes the importance of advancing research sophistication through digital transformation (DX), improving production process efficiency, and promoting alliances with external partners to translate technology into business. Accordingly, the Company prioritizes the inclusion of individuals who possess expertise in research, production, and DX fields.

Name of officer		Outside	Independent	Areas of Particular Expectation for Directors and Audit & Supervisory Board Members							
				Corporate management	Accounting, finance, and capital policy	Legal affairs, risk management, and governance	Talent and organization development	Sustainability	Sales and marketing	Global business	Research technology and production technology
President & CEO	YAMAJI Naoki (Age: 62, Tenure: 9)			●			●		●		●
Representative Senior Managing Director & CFO	SHIMIZU Shinji (Age: 52, Tenure: 4)			●	●	●		●		●	
Director	SAKAMOTO Mami (Age: 58, Tenure: 1)			●	●	●	●	●			
Director	KITAO Masahiro (Age: 46, Tenure: 1)						●		●	●	●
Director	OKUYAMA Kikuo (Age: 78, Tenure: 5)	■	■				●	●		●	●
Director	HASHIMOTO Katsumi (Age: 68, Tenure: 4)	■	■	●	●	●		●	●		
Director	NAKANO Hideyo (Age: 66, Tenure: 4)	■	■	●	●				●	●	
Director	SAKURAI Shigeki (Age: 70, Tenure: New)	■	■					●		●	●
Audit & Supervisory Board Member	FURUSAWA Yoshiyuki (Age: 56, Tenure: 2)				●	●	●	●			
Audit & Supervisory Board Member	HASHIMOTO Masayuki (Age: 58, Tenure: 1)				●		●	●			●
Audit & Supervisory Board Member	TAKAHASHI Toshitada (Age: 68, Tenure: 6)	■	■	●	●	●			●		
Audit & Supervisory Board Member	MIYANAGA Masayoshi (Age: 68, Tenure: 2)	■	■		●	●		●		●	

(Note) The tenure of each officer is determined based on the date of their initial appointment.