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September 9, 2026

To Whom It May Concern

Company Name: GMS Group Co., Ltd.

Representative: Hozumi Yoda, Representative Director,
Chairman and CEO (Code No. 544A, TSE Prime)

Contact: Masato Sakai, Director (TEL: 03-6257-5772)

Notice Regarding the Election of a Candidate for Director to Serve as a New Member of the Audit and Supervisory Committee and the Election of a Candidate for Director to Serve as an Alternate Member of the Audit and Supervisory Committee

We hereby announce that at a Board of Directors meeting held today, the Company tentatively approved the following changes in executive officers and resolved to submit them for approval at the Company's Extraordinary General Meeting of Shareholders scheduled for November 25, 2026.

This matter is scheduled to be formally decided upon by resolution at the aforementioned shareholders' meeting.

Details

1. Reasons for Convening the Extraordinary General Meeting of Shareholders

The Company's Board of Directors was previously composed of eight directors (including four directors serving on the Audit and Supervisory Committee, all of whom were outside directors); however, due to the resignation of one director serving on the Audit and Supervisory Committee for personal reasons, the Audit and Supervisory Committee is currently composed of three outside directors. Although the number of members on the Audit and Supervisory Committee meets the requirements stipulated in Article 331, Paragraph 6 of the Companies Act, with the aim of strengthening the organizational audit capabilities of the Audit and Supervisory Committee, we will submit a proposal for the election of a director to serve as a member of the Audit and Supervisory Committee and an alternate director to serve as a member of the Audit and Supervisory Committee at the Extraordinary General Meeting of Shareholders scheduled to be held on November 25, 2026, with September 30, 2026, as the record date.

2. Changes in Directors Serving as Audit and Supervisory Committee Members

(1) Candidate for New Directors Serving as Audit and Supervisory Committee Member

Name	Current Position, etc.
Masaya Takahashi	Representative, Masaya Takahashi Certified Public Accountant Office Managing Partner, External CFO LLC Research Associate, Center for Research on Technology, Business, and International Competitiveness, Doshisha University Sakai Moving Center Co., Ltd.: Outside Director (Audit and Supervisory Committee Member)

	Representative Partner, Shingetsu Limited Liability Audit Corporation
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(Note) 1. There are no special conflicts of interest between the candidate and the Company.

2. Mr. Masaya Takahashi is a candidate for a new outside director. We have obtained the consent of the Audit and Supervisory Committee pursuant to Article 344-2, Paragraph 1 of the Companies Act to submit a proposal regarding the election of this candidate to the Extraordinary General Meeting of Shareholders.

3. If Mr. Masaya Takahashi is elected as an outside director, the Company plans to report him to the Tokyo Stock Exchange as an independent officer.

(2) Brief Biographies of Director Candidate for New Audit and Supervisory Committee Member

Name (Date of Birth)	Biographical Information	Number of Shares Held
Masaya Takahashi (Born February 28, 1979)	October 2003: Joined EY Shin Nihon Limited Liability Audit Corporation (formerly Shin Nihon Audit Corporation) July 2007: Registered as a Certified Public Accountant (CPA) February 2011: Joined GTM Research Institute, Inc. November 2012: Established Masaya Takahashi Certified Public Accountant Office; Representative (current position) April 2013: Registered as a Certified Tax Accountant June 2014: Appointed as an Outside Auditor for Toyo Machinery & Metals Co., Ltd. (now TOYO Innovex Co., Ltd.) External Auditor April 2015: Established an external CFO LLC; Managing Partner (current position) April 2017: Doshisha University, Center for Research on Technology, Business, and International Competitiveness Research Associate (Current position) June 2020: Sakai Moving Center Co., Ltd. Outside Director (Audit and Supervisory Committee Member) (Current position) December 2021: Shingetsu Limited Liability Audit Corporation, Representative Partner (Current position)	0 shares

(3) Reasons for the Nomination of the Candidate

Mr. Masaya Takahashi is well-versed in corporate accounting as a Certified Public Accountant and Certified Tax Accountant, possesses a high level of insight into general corporate management, and has over five years of experience as an outside auditor and outside director (Audit and Supervisory Committee member) at companies listed on the TSE Prime Market. Furthermore, he possesses advanced expertise and extensive practical experience in financial statement audits and internal controls. We expect him to leverage his knowledge—particularly regarding ensuring the appropriateness of financial reporting and evaluating the effectiveness of internal controls—to audit the legality and appropriateness of the directors' execution of their duties as a member of the Audit and Supervisory Committee. We also expect him to contribute to strengthening the Company's audit and supervisory functions from an independent and objective standpoint, and therefore

request his election as an outside director.

3. Election of a Candidate for an Alternate Member of the Audit and Supervisory Committee

The Company plans to appoint one (outside) director as an alternate member of the Audit and Supervisory Committee in preparation for the event that the number of directors serving as members of the Audit and Supervisory Committee falls below the number required by law.

(1) Candidate for Alternate Audit and Supervisory Committee Director

Name	Current Position, etc.
Yoshimitsu Yuine	Director, Yuine Yoshimitsu Certified Public Accountant Office Managing Partner, Y Consultation LLC Director, Yuine Yoshimitsu Tax Accountant Office Auditor, Japan Federation of Bar Associations Legal Research Foundation (Public Interest Incorporated Foundation) Auditor, Setagaya Volunteer Association (Social Welfare Corporation) Nissei Plastic Industries Co., Ltd. – Outside Director

(Note) 1. There is no special conflict of interest between the candidate and the Company.

2. Mr. Yoshimitsu Yuine is a candidate for an alternate outside director. We have obtained the consent of the Audit and Supervisory Committee pursuant to Article 344-2, Paragraph 1 of the Companies Act to submit a resolution regarding the election of this candidate to the Extraordinary General Meeting of Shareholders.
3. If Mr. Yoshimitsu Yuine is elected as an outside director, the Company plans to report him to the Tokyo Stock Exchange as an independent officer.

(2) Brief Biographies of Director Candidate for the Alternate Audit and Supervisory Committee Member

Name (Date of Birth)	Biographical Information	Number of Shares Held
Yoshimitsu Yuine (Born February 28, 1966)	October 1989: Joined EY Shin Nihon Limited Liability Audit Corporation (formerly Ota Showa Audit Corporation) August 1993: Registered as a Certified Public Accountant July 2024: Established Yuine Yoshimitsu Certified Public Accountant Office; Managing Partner (current position) July 2024: Representative Partner, Y Consultation LLC (current position) September 2024: Registered as a Certified Tax Accountant September 2024: Established Yuine Yoshimitsu Tax Accountant Office; Managing Partner (current position) June 2025: Appointed as Auditor of the Japan Federation of Bar Associations Legal Research Foundation (Public Interest Incorporated Foundation) (current position) June 2025: Auditor, Setagaya Volunteer Association (Social Welfare Corporation) (current position) September 2026: Nissei Plastic Industries Co., Ltd. – Outside Director (current position)	0 shares

(3) Reasons for the Nomination of the Alternate Candidate

Mr. Yoshimitsu Yuine has worked for many years as a certified public accountant at an audit firm, where he has been engaged in accounting audits for a wide range of industries, including listed companies, as well as audits of nonprofit organizations, fraud response audits, IPO services, due diligence, and operational improvement support. Furthermore, he has served as a partner at an audit firm. We believe that by leveraging his extensive experience, grounded in advanced professional expertise in accounting, auditing, internal controls, risk management, and governance, and by providing advice and oversight regarding the Group's management from an independent and objective standpoint, he will contribute to enhancing the effectiveness of the Board of Directors, improving the reliability of financial reporting, and strengthening internal controls and compliance systems. For these reasons, we propose his election as an outside director.

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