

## Corporate Governance Report

CORPORATE GOVERNANCE

SIGMAXYZ Holdings Inc.

Last Update: June 27, 2024

### SIGMAXYZ Holdings Inc.

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Stock Code: 6088

<https://www.sigmaxyz.com/en/>

*This document is the English translation of the legal disclosure material in Japanese released on June 27, 2024. If there is any discrepancy between this English translation and the original Japanese version, please refer to the Japanese version.*

The corporate governance of SIGMAXYZ Holdings Inc. (the “Company”) is described below.

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

### 1. Basic Views

To respond to the trust and expectations of all our stakeholders including our shareholders, counterparties, and employees, to enhance our corporate value, and to maximize shareholder profits, the Company believes that establishing corporate governance is essential. Specifically, under the direction of the Representative Director, based on self-discipline and their job responsibilities, it is essential that the Company’s Directors conduct appropriate management decision-making, pursue profit through the Company’s businesses, ensure the soundness and increase the trustworthiness of the Company’s finances, take accountability for proactive information disclosure, and build effective internal governance systems, and that the Audit & Supervisory Committee maintains its independence and exercises its audit function sufficiently.

#### **[Reasons for Non-compliance with the Principles of the Japan’s Corporate Governance Code]**

[Supplementary Principle 4-1-2] (Best Effort to Achieve the Medium-term Management Plan, Recognizing That It is a Commitment to Shareholders)

The Company has not formulated a medium-term management plan. The Company’s environment is not a predictable one in which Plan, Do, Check, Act (PDCA) management centered on a plan is effective. The Company believes that its current environment of Volatility, Uncertainty, Complexity, and Ambiguity (VUCA) calls for flexible management where management decisions are made as necessary, without being bound by a plan. The Company reviews its strategy every year and reflects this in the business plan for the following fiscal year.

The Company announced its “Blueprint” in August 2022 as a reference information for the purpose of sharing the Group’s medium- to long-term growth image with shareholders and investors.

#### **[Disclosure Based on the Principles of the Japan’s Corporate Governance Code] [Updated]**

[Supplementary Principle 1-2-4] (Use of Electronic Voting Platform and English Translations of Convocation Notices)

The Company participates in the Electronic Voting Platform and makes it available.

Please refer to “Measures to Energize General Meetings of Shareholders and Smooth Exercise of Voting Rights” in this report.

[Principle 1-4] (Policy on Holding Cross-Shareholdings and Standards for Exercising Voting Rights)

No policy shareholdings are currently held. For it to hold such shares, an evaluation and comprehensive determination is made of whether the holding contributes to the Group’s sustainable growth and medium- to long-term increase in corporate value by maintaining and strengthening the business relationship with the investee company. The Group also evaluates whether to continue to hold such shares based on this policy.

[Principle 1-7] (Procedure and Supervision System When Engaging in Related-party Transactions)

The Company requires Directors to obtain approval from the Board of Directors if engaging in transactions with competitors or conflict of interest transactions, in accordance with laws, regulations, and the Board of Directors Rules.

[Translation]

[Supplementary Principle 2-4-1] (Ensuring Diversity)

The Group values human assets with aspirations to grow professionally who respect their own values and abilities. The more human assets with these qualities that join an organization, the more diverse that organization will become. By admitting and respecting differences among people, and creating value out of the collaboration, the Group believes that we can create significant value. The Company believes that only when there is a culture where employees embrace it can we become an organization where not only female and international personnel, but also people with diverse personalities, gather and thrive. The Company website has information about initiatives and targets for ensuring diversity in hiring of human assets, and so forth, as well as its Human Assets Development Policy and its policy for improving the internal working environment to ensure diversity.

[Principle 2-6] (Roles as Asset Owners of Corporate Pension Plan)

The Company currently does not have a corporate pension plan.

[Principle 3-1] (Enhancement of Disclosure)

(i) Company objectives (e.g., Management Philosophy), management strategies and management planning

The Company has set out its “Purpose,” “Vision,” “Mission,” and “Value” representing the corporate philosophy as follows, and has adopted these as its management policy.

- Purpose

“Create a Beautiful Tomorrow Together”

The concept of social capital based on the 3 axes of “trust,” “standards of reciprocities,” and “bonds,” and the importance of them being widely permeated, are being reevaluated in countries around the world.

Further, we believe that these social relationship assets themselves are the identity that we have cultivated in Japan and the beauty of society.

We aim to contribute to the creation of such a beautiful society.

A society in which we respect each other beyond generations and personalities and everyone can live and thrive comfortably with hope in daily life.

The SIGMAXYZ Group cooperates with clients, partners, and various individuals and organizations to create value as Sherpas.

We start with taking one step at a time for a more beautiful tomorrow.

- Vision | What We Want To Be

“LOVED by EVERYONE”

With us...

You can meet friends.

You can expand your opportunities.

You can take on challenges.

You can grow and be more capable.

You can contribute to society.

You can enrich your life.

- Mission | Our Social Duty

“Promote transformation in companies and contribute to attaining the SDGs together with clients and partners.”

- Value | What We Treasure

Human Value

“Openness & Trust”

Open ourselves, then trust our partners.

“Sincerity”

Be earnest about everything.

“Hospitality”

Carefully consider our partners’ thoughts and feelings before taking action.

“Sense of Beauty”

Strive to be esthetically beautiful.

“Respect for Difference”

Know, understand and respect a diverse range of values.

## [Translation]

“Camaraderie”  
Respect and help partners.

### Business Value

“Sharing Thoughts”  
Understand partners’ real intentions, and communicate our real intentions.

“Collaboration”  
Share goals beyond differences in position, and create high value.

“Aggregation”  
Combine all people, products, and experiences to create new value.

“Sherpa”  
Act together all the way to completion.

“Agility & Speed”  
Sense and respond to changes quickly.

“Intellectual Fight”  
Pursue outstanding quality without compromise.

In addition, with a synergy between “consulting services” and “investment,” the Group creates value in a wide range of industries and companies and creates new markets and businesses that solve social issues. In the consulting business, we define the key three transformations that companies must address in the digital economy as; “Digital Transformation” to transform the core business model and achieve significant performance improvements through a productivity revolution, “Service Transformation” to build a business model that will serve as a new growth engine in growth markets, and “Management Transformation” to build a management platform. We have professionals with diverse skills who are working to solve corporate issues, create new value, and co-create new businesses and industries through collaboration among companies. In the investment business, the focus is on the use of advanced digital technologies and the “regenerative & wellbeing” area, such as city development, food, and wellness. Through the linkage with our consulting business, we support the growth and enhancement of our investee companies’ corporate value.

(ii) Basic policy on corporate governance  
This is presented in “Basic Views” in this report.

(iii) Policy and procedures for determining remuneration of Directors, etc.  
This is presented under “Disclosure of Policy for Determining Remuneration Amounts or Calculation Methods Thereof”

(iv) Policy and procedures for appointments/dismissals and nominations of Director candidates, etc.  
In appointing and dismissing the management team and nominating Directors, the Company conducts a comprehensive examination to determine whether the candidates have sufficient ability and experience to perform their duties, qualifications to contribute to the growth and increase of corporate value of the Company, and an ethical perspective. The Representative Director makes a recommendation for appointment/dismissal and nomination of senior management, and the Board of Directors, which comprises a majority of outside Directors, conducts sufficient deliberation and makes a decision. For appointment/dismissal of the Representative Director also, under a similar policy, by the proposal of a Director, the Board of Directors conducts sufficient deliberation and makes a decision.

(v) Explanation for appointments/dismissals and nominations of Director candidates, etc.  
The reasons for nomination, etc., of each candidate for Director are presented in the convocation notice for the annual general meeting of shareholders. The appointment/dismissal of management team is disclosed appropriately depending on its importance.

### [Supplementary Principle 3-1-2] (Provision of English Language Disclosures)

In light of the proportion of foreign shareholders, the Company has established an English language version of its IR website. It provides English language disclosures of convocation notices for the general meeting of shareholders, financial results, its supplementary materials, the securities report and among others.

### [Supplementary Principle 3-1-3] (Sustainability Initiatives)

#### (i) Sustainability initiatives

The Group believes that the value of a company is a synthesis of financial and non-financial value, and based on our Basic Sustainability Policy, the Group places importance on Sustainable Development Goals (SDGs) and Environmental, Social and Governance (ESG) factors in promoting business. The Company discloses its sustainability initiatives and information following the TCFD recommendations on its website.

#### (ii) Investments, etc., in human assets and intellectual property

The Group has positioned being a “Value Co-Creator” as our most important management assets in business growth and creating a beautiful society in the future. In addition, the Group has established the “SIGMAXYZ Group Human Rights Policy” in order to promote the creation of an environment where diverse human assets can demonstrate their abilities with high motivation, and work on value creation in their own way, while growing sustainably.

In accordance with this human rights policy, the Group promotes initiatives related to respecting human rights.

Work environment supporting value co-creation

[Translation]

The Group's work style is characterized as "Professional & Collaboration." We have created an environment and systems that enable diverse human assets to demonstrate their abilities with high motivation, and work on value co-creation in their own way while growing sustainably, and we strive to co-create value with our clients and business partners.

"Holacracy-based organization"  
"Capability development framework (CDF)"  
"Learning program"  
"Knowledge-sharing system"  
"Professional personnel system"  
"Digital and mobile workplace"  
"Free address system"  
"Health management program"  
"Benefits program"

- Learning program

At the Group, which considers human assets to be the source of our value creation, we focus on providing learning opportunities and offer a wide variety of training in the form of cafeteria plans (a system in which members select and acquire skills that are useful for their work).

- Capability development framework

We have defined the personnel capability categories in the consulting business. We designed our evaluation framework based on the three elements of the power of imagination, the power of accomplishment, and the power of tools, with a view to nurturing the human assets (Value Co-Creators) that can take charge of creating new markets and businesses to solve issues in society and create value for various industries and companies.

- Health management program

The SIGMAXYZ Group considers human assets, the source of value creation, as one of its most important management resources. We are now making various improvements to the work environment and programs with a focus on the health management of employees.

Under our health management program, we encourage employees to receive regular health checkups, provide optional subsidies for employees to offset some of the costs of gynecological exams, have a robust system of industrial physicians and public health nurses, offer unlimited stress checks, and have a health support system that allows employees to check their health checkup results online.

In 2023, we further enhanced measures in support of the health management cycle. These included providing health related information, a subsidy for genetic testing costs, a subsidy for gynecological testing and optional cancer marker testing expanded to employees in their 20s when receiving a health checkup, a subsidy for medical costs including family members, and coupon-based support when undergoing testing at a medical institution.

The Company discloses information about its investments in human assets and intellectual property on its website.

[Supplementary Principle 4-1-1] (Clear Specification of Scope When Delegating Business Execution)

As the decision-making body, the Board of Directors decides on matters stipulated by the Articles of Incorporation and laws and regulations, as well as important matters set forth in the "Board of Directors Rules" Furthermore, as the supervisory body, the Board of Directors receives reports from the Representative Director and the Executive Directors on important matters set forth in the "Board of Directors Rules."

To conduct swift decision-making on business execution, the Company has established the Management Meeting as a decision-making body for matters related business execution, chaired by the Representative Director and President and comprised of the management team.

[Principle 4-8] (Effective Use of independent outside Directors)

The Company's ten Directors include a majority of six independent outside Directors to ensure the independence and objectivity of the Board of Directors.

[Supplementary Principle 4-8-3] (Independence from Controlling Shareholder)

As of the submission date of this report, the Company does not have a controlling shareholder. In addition, the Company's ten Directors include a majority of six independent outside Directors.

[Principle 4-9] (Criteria for Determining Independence in the Appointment of independent outside Directors)

The Company has formulated its own "Independence Criteria for independent outside Directors" (Note) in addition to the requirements provided by the Companies Act. An outside Director to whom none of the conditions in the criteria apply is judged to be sufficiently independent.

Note: "Independence Criteria for independent outside Directors"

The Company's outside Directors to whom any of the following items apply shall be determined not to have independence:

- (1) A major shareholder of the Company (i.e., a shareholder who holds 10% or more of voting rights) or any person who executes operations of such shareholder;
- (2) A counterparty with whom the Company transacts in cases when said counterparty's transaction amount with the Company in the most recent business year exceeded 5% of the annual consolidated revenue of the Company and its subsidiaries, or any person who executes operations of said counterparty;

[Translation]

- (3) A counterparty that transacts with the Company in cases when said counterparty's transaction amount with the Company and its subsidiaries in the most recent business year exceeded 5% of said counterparty's annual consolidated revenue, or any person who executes operations of said counterparty;
- (4) A certified public accountant or employee, partner or staff member of an audit corporation serving as the Accounting Auditors of the Company;
- (5) Any person who executes operations of an organization that received a donation or subsidy from the Company and its subsidiaries of ¥10 million or more per year in the most recent business year;
- (6) An attorney at law, certified public accountant, certified tax accountant or any other consultant who received ¥10 million or more in the form of money or other financial benefits from the Company and its subsidiaries, other than remuneration as an officer of the Company;
- (7) A person who corresponded to any of the items from (1) to (6) above in the past three years;
- (8) A relative within the second degree of kinship of a person falling under any of items (1) to (7) above;
- (9) A relative within the second degree of kinship of a director who executes operations, etc. (when said entity is a corporation, any member thereof who is in charge of such duty is included) of the Company or its subsidiary; or
- (10) A relative within the second degree of kinship of a person who had served as a director who executed operations, etc. (when said entity is a corporation, any member thereof who is in charge of such duty is included) of the Company or its subsidiary in the last three years.

[Supplementary Principles 4-10-1] (Use of Optional Approach)

The Company's ten Directors include a majority of six independent outside Directors. The Company delegates authority to decide on methods of calculating remuneration, etc., and individual remuneration amounts to the Remuneration Committee. The committee has a majority of independent outside Directors to ensure objectivity and transparency.

[Supplementary Principle 4-11-1] (Method and Procedures Related to Appointment of Directors)

The Company's Board of Directors has no more than seven Directors (excluding Directors who are Audit & Supervisory Committee Members) and no more than three Directors who are Audit & Supervisory Committee Members. The Board is composed of diverse officers with different backgrounds in terms of field of expertise, experience, and so forth. These include Directors, who have a deep knowledge of the Group's businesses, and outside Directors who supervise from an independent, objective position. Please refer to "(Reference) Skill Matrix" under "2. Other Matters Regarding Corporate Governance System" in this report.

[Supplementary Principle 4-11-2] (Status of Concurrent Appointments in the Case of Directors Who Also Serve as Officers of Other Listed Companies)

The status is disclosed through the convocation notice of the general meeting of shareholders and the securities report, among others. In the case where an Outside Director is serving concurrently as an officer of another company, the number of concurrent appointments is limited to a reasonable scope from a perspective of ensuring the necessary time and labor to appropriately perform the role and responsibilities as a Director of the Company.

Supplementary Principle 4-11-3 (Analysis and Evaluation Result Regarding the Effectiveness of the Board of Directors as a Whole)

The Company conducted an effectiveness evaluation of the Board of Directors in fiscal 2023 to enhance its effectiveness evaluation. In the evaluation, a questionnaire survey of all Directors was conducted on how the Board of Directors ought to be as well as regarding its composition, operation, discussions, monitoring function, etc. Issues were identified and the Board of Directors discussed its response to these. The survey response collection and compiling of results was outsourced to a third-party organization to enable participants to express frank opinions and to ensure objective analysis. Based on the questionnaire results, it was confirmed that the effectiveness of the Board of Directors has been secured on the whole. However, with regard to the issue of "successor planning," which had been indicated as an issue previously, the issue was recognized as one that requires continued ongoing attention. Furthermore, for the fiscal year ended March 31, 2024, follow-up on important matters, etc. and training of officers were indicated as the main issues to be addressed. The Company intends to systematically increase the effectiveness of the Board of Directors by implementing improvement measures for items identified as issues.

[Supplementary Principle 4-14-2] (Policy on Training of Directors)

The Representative Director provides an explanation to newly appointed outside Directors upon their appointment, so that they can understand the Company's management philosophy, business strategy, financial position, organization, and so forth. The Executive Officers and others provide an explanation of the Company's business so that they can understand the Company's business activities, and so forth. Other than the Board of Directors, the Outside Directors are also given opportunities such as attending companywide events.

[Principle 5-1] (Policy on Establishment, Etc., of Structures for Promoting Constructive Dialogue with Shareholders) [English Disclosure Available]

Communication activities are promoted after consultation with the Representative Director, CFO, and Director in charge of IR. The Company provides opportunities for financial results briefings, small meetings, and one-on-one meetings as required for analysts and institutional investors. With the Director in charge of IR as the contact point for inquiries, meetings can be arranged with the management team, Directors, and other members, and take into account matters such as objectives and the needs of shareholders, which we try to appropriately meet within reason. The IR team members assist with shareholder communication by cooperating with relevant internal departments, and all members involved comply with the Fair Disclosure Rules. Shareholder opinions and other information gathered through communication is reported to the Board of Directors.

The results of communication activities with shareholders, reports to the Board of Directors, and actions taken are disclosed on the Company's website and updated periodically.

[Translation]

<https://www.sigmaxyz.com/ja/ir/shareholder/dialogue.html>  
<https://www.sigmaxyz.com/en/ir/shareholder/dialogue.html>

[Measures for Realizing Management with an Awareness of the Cost of Capital and Stock Price][English Disclosure Available]  
The Company's Board of Directors is taking measures for realizing management with an awareness of the cost of capital and stock price. It has recognized ROE as an important management indicator, aiming to increase it to 30% by the fiscal year ending March 31, 2030. Information about the Company's ROE improvement policy and other matters is presented on the Company's website "Capital Efficiency, Shareholder Returns" and page 16 of the supplementary materials for the fiscal year ended March 31, 2024.

<https://www.sigmaxyz.com/ja/ir/shareholder/capitalefficiency.html>  
<https://www.sigmaxyz.com/en/ir/shareholder/capitalefficiency.html>  
<https://www.sigmaxyz.com/ja/ir/library.html>  
<https://www.sigmaxyz.com/en/index.html>

[Translation]

## 2. Capital Structure

Foreign Shareholding Ratio	From 20% to less than 30%
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### [Status of Major Shareholders] [Updated]

Name	Number of Shares Held (Shares)	Shareholding Ratio (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	5,063,100	11.48
Custody Bank of Japan, Ltd. (Trust Account)	4,716,690	10.69
ITOCHU Corporation	4,100,000	9.29
Internet Initiative Japan Inc.	3,960,000	8.98
INTEC Inc.	3,960,000	8.98
NORTHERN TRUST CO.(AVFC) RE THE HIGHCLERE INTERNATIONAL INVESTORS SMALLER COMPANIES FUND	1,190,900	2.70
SSBTC CLIENT OMNIBUS ACCOUNT	1,155,882	2.62
Hideki Kurashige	854,690	1.94
SIGMAXYZ Employees Stock Ownership Plan	752,300	1.71
Custody Bank of Japan, Ltd. (Trust Account E)	735,600	1.67

Controlling Shareholder (except for Parent)	-----
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Parent (Listed Stock Market)	N/A
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### Supplementary Explanation [Updated]

- (1) The status of major shareholders is presented based on the status as of March 31, 2024.
- (2) In the change report provided for public viewing on June 7, 2023, although we indicated that Mizuho Trust & Banking Co., Ltd. and other two companies held the following shares as of May 31, 2023, because the Company could not verify the actual number of shares held as of March 31, 2024, the said company is not included in the above list of major shareholders.
- | Name                                    | Number of Shares Held | Shareholding Ratio (%) |
|---|-----------------------|------------------------|
| Mizuho Trust & Banking Co., Ltd.        | 386,900               | 0.84                   |
| Asset Management One Co., Ltd.          | 2,647,100             | 5.72                   |
| Asset Management One International Ltd. | 81,200                | 0.18                   |
- (3) In the change report provided for public viewing on July 25, 2023, although we indicated that Tokyo Kyodo Accounting Office held the following shares as of July 21, 2023, because the Company could not verify the actual number of shares held as of March 31, 2024, the said company is not included in the above list of major shareholders.
- | Name                          | Number of Shares Held | Shareholding Ratio (%) |
|-------------------------------|-----------------------|------------------------|
| Tokyo Kyodo Accounting Office | 1,958,780             | 4.23                   |
- (4) In the change report provided for public viewing on October 3, 2023, although we indicated that Wasatch Advisors, LP held the following shares as of September 29, 2023, because the Company could not verify the actual number of shares held as of March 31, 2024, the said company is not included in the above list of major shareholders.
- | Name                 | Number of Shares Held | Shareholding Ratio (%) |
|----------------------|-----------------------|------------------------|
| Wasatch Advisors, LP | 1,713,800             | 3.70                   |

[Translation]

- (5) In the change report provided for public viewing on October 3, 2023, although we indicated that Kabouter Management, LLC held the following shares as of September 27, 2023, because the Company could not verify the actual number of shares held as of March 31, 2024, the said company is not included in the above list of major shareholders.

Name	Number of Shares Held	Shareholding Ratio (%)
Kabouter Management, LLC	1,857,629	4.01

### 3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange, Prime Market
Fiscal Year-End	March
Type of Business	Services business
Number of Employees (Consolidated) at End of the Previous Fiscal Year	From 500 to less than 1,000
Revenue (Consolidated) for the Previous Fiscal Year	From ¥10 billion to less than ¥100 billion
Number of Consolidated Subsidiaries at End of the Previous Fiscal Year	Less than 10 companies

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

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### 5. Other Special Circumstances Which May Have Material Impact on Corporate Governance

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## II. Business Management Organization and Other Corporate Governance System regarding Decision-making, Business Execution, and Supervision in Management

### 1. Organizational Composition and Operation

Organization Form	Company with Audit & Supervisory Committee
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[Directors]

Maximum Number of Directors Stipulated in Articles of Incorporation [Updated]	10
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of Board of Directors Meetings [Updated]	President
Number of Directors [Updated]	10
Appointment of outside Directors	Appointed
Number of outside Directors [Updated]	6
Number of Independent Officers Designated from among outside Directors [Updated]	6



[Translation]

Outside Directors' Relationship with the Company (1) [Updated]

Name	Attribute	Relationship with the Company*											
		a	b	c	d	e	f	g	h	i	j	k	
Komei Yamaguchi	From another company									○			
Makiko Yamamoto	Attorney at law									△			
Makiko Yoshida	Other												
Hiroshi Nakahara	From another company												
Mitsuhiro Amitani	Attorney at law												
Mitsuru Komiyama	From another company									○			

\* Categories for "Relationship with the Company"

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

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

- Executive (a person who executes business; hereinafter, the same) of the listed company or its subsidiary
- Executive or Non-executive director of the parent of the listed company
- Executive of a fellow subsidiary of the listed company
- Party whose major client or supplier is the listed company or an executive thereof
- Major client or supplier of the listed company or an executive thereof
- Consultant, accounting professional or legal professional who receives a large amount of monetary consideration or other property from the listed company besides remuneration as a director
- Major shareholder of the listed company (or an executive of the said major shareholder if the shareholder is a corporation)
- Executive of a client or supplier of the listed company (which does not correspond to any of d., e., or f.) (the director himself/herself only)
- Executive of a corporation to which outside officers are mutually appointed (the director himself/herself only)
- Executive of a corporation that receives a donation from the listed company (the director himself/herself only)
- Other

Outside Directors' Relationship with the Company (2) [Updated]

Name	Audit & Supervisory Committee	Independent Officer	Supplementary Explanation of the Relationship	Reasons for Appointment
Komei Yamaguchi		○	Outside Director Komei Yamaguchi is an executive of INTEC Inc. INTEC Inc. is a shareholder of the Company owning 8.98% of the issued shares and its transactions with the Company do not exceed 1% of its consolidated revenue in the most recent business year.	Komei Yamaguchi has consistently served in various capacities in the IT industry and has extensive experience and connections in this field. He is expected mainly to oversee management as Director at the Company based on his extensive experience and knowledge as an IT expert, and has therefore been appointed as an outside Director. None of the items of the "Independence Criteria for independent outside Directors" apply to him, and he has sufficient independence.

[Translation]

Name	Audit & Supervisory Committee	Independent Officer	Supplementary Explanation of the Relationship	Reasons for Appointment
Makiko Yamamoto		○	Makiko Yamamoto works at TMI Partners LPC, which operates a joint business with TMI Associates. The Company receives services provided by TMI Associates; however, the transaction amount in the most recent business year did not exceed 1% of TMI Associates' annual revenue.	Makiko Yamamoto is an attorney at law certified in Japan and overseas, with expert knowledge in corporate legal affairs. She is expected mainly to oversee management as Director at the Company based on her extensive experience and knowledge as a legal expert, and has therefore been appointed as an outside Director. None of the items of the "Independence Criteria for independent outside Directors" apply to her, and she has sufficient independence.
Makiko Yoshida		○	-----	Makiko Yoshida has expert knowledge in broad fields including broadcasting and information communication, having served as Director-General of the Information and Communications Bureau, Ministry of Internal Affairs and Communications, Vice-Minister for Policy Coordination, Ministry of Internal Affairs and Communications, and Cabinet Public Relations Secretary, Cabinet Secretariat. She is expected mainly to oversee management as Director at the Company based on her extensive experience and knowledge as an expert in the broadcasting and information communication fields, and has therefore been appointed as an outside Director. None of the items of the "Independence Criteria for independent outside Directors" apply to her, and she has sufficient independence.
Hiroshi Nakahara	○	○	-----	Hiroshi Nakahara has served as Commissioner of the National Tax Agency, Director-General of the Financial Bureau, Counselor of the Supervision Bureau of Financial Services Agency, Representative Director and Deputy President of Shinkin Central Bank, etc. He is expected to monitor the Company's management and provide appropriate advice and suggestions from an independent standpoint, making use of his deep knowledge and extensive experience in a broad range of fields including treasury, finance, and corporate management, and has therefore been appointed as an outside Director. None of the items of the "Independence Criteria for independent outside Directors" apply to him, and he has sufficient independence.
Mitsuhiro Amitani	○	○	-----	Mitsuhiro Amitani is an attorney at law certified in Japan, with expert knowledge in corporate legal affairs. He is expected to monitor the Company's management and provide appropriate advice and suggestions from an independent standpoint, making use of his extensive experience and deep knowledge as a legal expert, and has therefore been appointed as an outside Director. None of the items of the "Independence Criteria for independent outside Directors" apply to him, and he has sufficient independence.

[Translation]

Name	Audit & Supervisory Committee	Independent Officer	Supplementary Explanation of the Relationship	Reasons for Appointment
Mitsuru Komiyama	○	○	Outside Director Mitsuru Komiyama is an executive of Azabu Partners Tax & Accounting Co. The Company receives services provided by Azabu Partners Tax & Accounting Co.; however, the transaction amount in the most recent business year did not exceed 1% of Azabu Partners Tax & Accounting Co.' annual revenue.	Mitsuru Komiyama holds qualifications as a certified public accountant and certified tax accountant, and has expert knowledge in tax and accounting. He is expected to monitor the Company's management and provide appropriate advice and suggestions from an independent standpoint, making use of his extensive experience and deep knowledge as a tax and accounting expert, and has therefore been appointed as an outside Director. None of the items of the "Independence Criteria for independent outside Directors" apply to him, and he has sufficient independence.

### Audit & Supervisory Committee

#### Committee's Composition and Chairperson's Attributes [Updated]

	Total Committee Members	Full-time Members	Inside Directors	outside Directors	Chairperson
Audit & Supervisory Committee	3	1	0	3	Outside Director

Appointment of Directors and/or Employees to Support the Audit & Supervisory Committee	Appointed
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#### Matters Related to the Independence of Such Directors and/or Employees from Executive Directors

Only the Audit & Supervisory Committee Member shall provide directions to the Director or employee that is providing the assistance, and the personnel rotations and evaluation of the employee assisting with the duties of the Audit & Supervisory Committee will be decided after hearing the opinions of the Audit & Supervisory Committee Members.

#### Cooperation among Audit & Supervisory Committee, Accounting Auditors and Internal Audit Division

The Company's internal audits are conducted by the Audit Office, with one person responsible assigned. With the purpose of securing the effectiveness and ensuring the efficiency of operations, based on the internal audit plan approved by the Representative Director and President, the Audit Office conducts internal audits of each division, and in addition to reporting the audit results to the Representative Director and President, the Audit Office also makes recommendations to improve operations to each division that it audits and confirms the state of improvement thereafter.

The Audit Office maintains close coordination with the Audit & Supervisory Committee and the Accounting Auditor to achieve the sharing of information necessary for auditing.

Directors who are Audit & Supervisory Committee Members audit the Directors' execution of duties, and the results are discussed by the Audit & Supervisory Committee.

The main auditing methods include reviewing important company documents, attending important meetings such as the Board of Directors meeting and Management Meeting, conducting interviews on management policy with Directors. A system is in place for management

oversight functions to be exercised sufficiently from these various perspectives and for fair auditing to take place.

Furthermore, to promote effective auditing, the Audit & Supervisory Committee conducts close exchanges of information, such as receiving reports on audit results from the person responsible for internal auditing and Accounting Auditor. To fulfill its mandate from shareholders, the committee prevents misconduct incidents by the Company and supports its sound sustainable growth, taking on the role of establishing a good corporate governance system.

[Translation]

### [Voluntary Committees]

Voluntary Establishment of Committee(s) Equivalent to Nominating Committee or Remuneration Committee

Established

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

	Committee's Name	Total Committee Members	Full-time Members	Inside Directors	outside Directors	Outside Experts	Other	Chairperson
Committee Equivalent to Nominating Committee	–	–	–	–	–	–	–	–
Committee Equivalent to Remuneration Committee	Remuneration Committee	3	0	1	2	0	0	Outside Director

#### Supplementary Explanation [Updated]

The Company delegates authority to decide on methods of calculating remuneration, etc. and individual remuneration amounts to the Remuneration Committee. The committee has a majority of independent outside Directors to ensure objectivity and transparency.

In the fiscal year ended March 31, 2024, the Company's Remuneration Committee met a total of three times, and the attendance status of the individual members is as follows.

Fumio Sunami (Committee chair: Outside Director (Audit & Supervisory Committee Member)) 3/3 meetings

Hideki Kurashige (Committee member: Representative Director and Chairman) 1/1 meeting

Ryuichi Tomimura (Committee member: Director and Chairman) 2/2 meetings

Joji Okubo (Committee member: Outside Director) 1/1 meeting

Mitsuhiro Amitani (Committee member: Outside Director (Audit & Supervisory Committee Member)) 2/2 meetings

Notes:

1. The positions are those as of March 31, 2024. For persons who retired during the fiscal year (April 1, 2023 to March 31, 2024), the positions are those at the time of their retirement.
2. Because Hideki Kurashige and Joji Okubo retired as Committee members on June 27, 2023, their attendance status is for one Remuneration Committee meeting. Furthermore, because Ryuichi Tomimura and Mitsuhiro Amitani were appointed as new Committee members on June 27, 2023, their attendance status is for two Remuneration Committee meetings.

### [Independent Officers]

Number of Independent Officers

6

#### Matters Related to Independent Officers

All Outside Directors who satisfy the qualifications for independence are designated as Independent Officers.

### [Incentives]

Implementation of Measures to Provide Incentives to Directors

Performance-linked remuneration and others

#### Supplementary Explanation

The Company has adopted a performance-linked share-based remuneration plan based on indicators of profit status and a share-based remuneration plan with restricted shares based on a comprehensive consideration of position and responsibilities.

For performance-linked share-based remuneration, a trust set by the Company shall acquire the Company's shares, determine the number of points to be granted to each Director who executes operations based on performance evaluation indicators and calculation method, and allot the Company's shares equivalent to the points to Directors who execute operations.

## [Translation]

Basic indicators for performance-linked remuneration are consolidated revenue less project outsourcing expenses and outflow cost, consolidated ordinary profit, and Net Satisfaction Index. Performance-linked remuneration is determined using the achievement rate of performance evaluation indicators calculated reflecting the achievement rate of the basic indicators at weights of 50%, 25%, and 25%, respectively.

These indicators were selected since the Company believes they are effective for improving performance in the medium- to long-term and enhancing corporate value in its primary business, consulting services. That is because consolidated revenue less project outsourcing expenses and outflow cost is the most appropriate way to manage the money remaining in the Company after subtracting outflow cost from the revenue received from clients by each project; also, consolidated ordinary profit is an important indicator to see profits from an external perspective, and Net Satisfaction Index, which is an evaluation indicator of client satisfaction, is an important indicator for continuing and expanding the services going forward. Decisions on the amounts of the performance-linked remuneration in question are based on a calculation method (standard number of points granted × performance achievement rate, maximum points granted: standard number of points granted × 150%, no allotment if the achievement rate is less than 75%).

Regarding the performance-linked share-based remuneration plan, no new additional trust shall be established while the remuneration plan associated with restricted shares is in place.

For the share-based remuneration with restricted shares, as remuneration, etc. to be allocated to Directors (excluding Directors who are Audit & Supervisory Committee Members and outside Directors, hereinafter “Eligible Directors”), the Company has decided to pay monetary remuneration claims of up to ¥400 million per year. (The amount of payment of restricted shares is based on the closing price of the common stock of the Company on the Tokyo Stock Exchange, Inc. on the business day prior to the date of the resolution by the Company’s Board of Directors related to the issuance or disposal of shares (where there is no trading on that date, the closing price on the trading day immediately preceding that date), and is decided by the Company’s Board of Directors in an amount that is not particularly advantageous to the Eligible Directors receiving the restricted shares in question. 800,000 shares shall be the maximum total number of restricted shares awarded to Eligible Directors each fiscal year.)

Remuneration of Directors who execute operations shall be composed of monetary remuneration, performance-linked share-based remuneration, and share-based remuneration with restricted shares. The ratio shall be determined in a balanced manner so it can contribute to the enhancement of corporate value while considering factors such as a Director’s position and responsibilities.

The Remuneration Committee delegated by the Board of Directors has the authority to decide the calculation methods for the remuneration, etc. and the amounts of individual remuneration within the scope of the remuneration amounts approved by the General Meeting of Shareholders. Furthermore, matters to be decided are decided by the Committee chair following discussion among the Committee members.

Recipients of Share Options	Other
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### Supplementary Explanation

To increase the desire of Executive Officers to contribute to enhancing the Company’s corporate value, they have been granted share options.

As of the submission date of this report, all of the share options have been exercised.

## [Director Remuneration]

Disclosure of Individual Directors’ Remuneration	Individual disclosure for certain Directors only
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### Supplementary Explanation

Individual remuneration of Directors whose total amount of consolidated remuneration, etc. is ¥100 million or more is disclosed in the securities report.

The securities report is posted on the Company’s website for viewing by the public.

Policy for Determining Remuneration Amounts or Calculation Methods Thereof	Established
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### Disclosure of Policy for Determining Remuneration Amounts or Calculation Methods Thereof

The Company’s policy for determining the amounts of remuneration, etc. for officers and the calculation methods thereof are as follows.

- i. Remuneration for Directors who execute operations is composed of monetary remuneration (fixed remuneration) and non-monetary remuneration, and to secure management human assets and enhance the corporate value in the medium- to long-term, the amounts and payment ratios are determined through a comprehensive consideration of Director’s position, responsibilities, and the Company’s operating results. Remuneration for outside Directors consists only of monetary remuneration (fixed remuneration), with consideration of their position unaffected by corporate performance.

[Translation]

- ii. Non-monetary remuneration for Directors who execute operations is composed of performance-linked share-based remuneration on indicators of profit status and share-based remuneration with restricted shares based on a comprehensive consideration of position and responsibilities.

For details, please see “Implementation of Measures to Provide Incentives to Directors” in this report.

### [Support System for outside Directors]

When holding a Board of Directors meeting, materials are dispatched in advance, and an advance explanation is conducted. In addition, the Representative Director provides an explanation to newly appointed outside Directors upon their appointment, so that they can understand the Company’s management philosophy, business strategy, financial position, organization, and so forth. The Executive Officers and others provide an explanation of the Company’s business so that they can understand the Company’s business activities, and so forth. Other than the Board of Directors, the Outside Directors are also given opportunities such as attending companywide events.

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

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

Name	Title/Position	Responsibilities	Working Form and Conditions (Full-time/Part-time, Paid/Unpaid, etc.)	Date of Retirement from Position Such as President	Term of Office
Hideki Kurashige	Founder and Honorary Chairman	External relations activities and development of future senior management candidates (no management involvement)	Full-time, paid	June 27, 2023	1 year
Ryuichi Tomimura	Chairman	External relations activities and advice and other support for the Group’s management (no management involvement)	Full-time, paid	June 25, 2024	1 year

Total Number of Retired Representative Director and President, etc. Holding Advisory or Any Other Position in the Company [Updated]

2

Other Matters

Not involved in the Company’s management.

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

### 1) Board of Directors and officer system

In addition to regular monthly meetings, the Board of Directors holds extraordinary meetings as necessary. Following laws and regulations and the Company’s Articles of Incorporation, the Board of Directors conducts decision making on important matters related to management and operational execution, such as legal matters to be resolved and management philosophy, as well as supervising the status of operational execution by the Directors. Directors who are Audit & Supervisory Committee Members attend every Board of Directors meeting and supervise the status of operational execution by the Directors.

As of the filing date of this report, the Company has ten Directors (including Directors who are Audit & Supervisory Committee Members). Of these, six are outside Directors. Furthermore, based on decision making at the Board of Directors, full-time Directors (excluding Directors who are Audit & Supervisory Committee Members) execute operations.

In the fiscal year ended March 31, 2024, the Company’s Board of Directors met a total of 12 times, and the attendance status of the individual Directors is as follows.

[Translation]

Hideki Kurashige (Representative Director and Chairman) 2/2 meetings  
Ryuichi Tomimura (Director and Chairman of the Board) 12/12 meetings  
Hiroshi Ota (Representative Director and President) 12/12 meetings  
Shunichi Shibamura (Representative Director and Executive Vice President) 12/12 meetings  
Shinya Tabata (Representative Director and CFO) 12/12 meetings  
Sono Uchiyama (Director) 12/12 meetings  
Joji Okubo (Outside Director) 2/2 meetings  
Shuichi Kondo (Outside Director) 12/12 meetings  
Komei Yamaguchi (Outside Director) 12/12 meetings  
Makiko Yamamoto (Outside Director) 12/12 meetings  
Makiko Yoshida (Outside Director) 10/10 meetings  
Fumio Sunami (Outside Director (Audit & Supervisory Committee Member)) 12/12 meetings  
Noburo Hata (Outside Director (Audit & Supervisory Committee Member)) 12/12 meetings  
Mitsuhiro Amitani (Outside Director (Audit & Supervisory Committee Member)) 12/12 meetings

Notes:

1. The positions are those as of March 31, 2024. For persons who retired during the fiscal year (April 1, 2023 to March 31, 2024), the positions are those at the time of their retirement.
2. Because Hideki Kurashige retired as Director and Joji Okubo retired as outside Director at the conclusion of the 15th Annual General Meeting of Shareholders held on June 27, 2023, their attendance status is for two Board of Directors meetings. Furthermore, because Makiko Yoshida assumed office as Director at the conclusion of the 15th Annual General Meeting of Shareholders held on June 27, 2023, her attendance status is for ten Board of Directors meetings.

The specific topics for evaluation at Board of Directors meetings include various management issues such as management philosophy, corporate governance, and sustainability, as well as key issues in our main businesses and operational execution.

## 2) Audit & Supervisory Committee

The Company is a company with an audit & supervisory committee. As of the filing date of this report, the number of Directors who are Audit & Supervisory Committee Members is three, of which, three are outside Directors and one is a full-time member. In addition to holding regular monthly Audit & Supervisory Committee meetings, extraordinary Audit & Supervisory Committee meetings are also held when necessary, for example when important matters develop. At the Audit & Supervisory Committee meetings, resolutions are held on important matters based on the Company's laws and regulations, Articles of Incorporation and Audit & Supervisory Committee Rules, and progress reports on operations are given.

Furthermore, the Audit & Supervisory Committee Members attend Board of Directors meetings and other important meetings, provide opinions as necessary on the operational execution of Directors, and provide oversight and auditing of overall operational execution. Additionally, the Audit & Supervisory Committee coordinates closely with the person responsible for internal auditing and the Accounting Auditor to implement audits based on the annual audit plan. Moreover, the Audit & Supervisory Committee may request reports from officers and employees as necessary, and where matters are identified through the audits, the Audit & Supervisory Committee discusses the matters and submits its audit findings to the Board of Directors.

## 3) Remuneration Committee delegated by the Board of Directors

The Remuneration Committee (Committee chair: Hiroshi Nakahara, Audit & Supervisory Committee Member and independent outside Director / Committee members: Hiroshi Ota, Director, and Mitsuhiro Amitani, Audit & Supervisory Committee Member and independent outside Director) delegated by the Board of Directors has the authority to decide the calculation methods for the remuneration, etc. and the amounts of individual remuneration within the scope of the remuneration amounts approved by the General Meeting of Shareholders. Furthermore, matters to be decided are decided by the Committee chair following discussion among the Committee members.

## 4) Management Meeting

The Management Meeting functions as a venue for important decision making outside of the matters to be resolved at Board of Directors meetings and as a venue for reports from various divisions. In addition to full-time Directors, Executive Officers and employees that the chairperson recognizes as necessary attend the Management Meeting.

## 5) Internal Audit

The Company's internal audits are conducted by the Audit Office, with one person responsible assigned. With the purpose of securing the effectiveness and ensuring the efficiency of operations, based on the internal audit plan approved by the Representative Director and President, the Audit Office conducts internal audits of each division, and in addition to reporting the audit results to the Representative Director and President, reports are given at the Board of Directors and Audit & Supervisory Committee. The Audit Office also makes recommendations to improve operations to each division that it audits and confirms the state of improvement thereafter.

The Audit Office maintains close coordination with the Audit & Supervisory Committee and the Accounting Auditor and ensures the effectiveness of auditing by encouraging the sharing of information necessary for auditing.

## 6) Accounting Audit

Name of audit firm: Deloitte Touche Tohmatsu LLC  
Consecutive audit period: Since 2008

[Translation]

Certified public accountants who executed the audit duties: Konosuke Misawa, Designated Engagement Partner / Teruo Tajima, Designated Engagement Partner

Breakdown of support staff for audit operations: Four certified public accountants, 14 others

Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Directors (excluding Directors who execute operations) to limit their liability for damages provided for in Article 423, paragraph (1) of the said Act. The liability limit under these agreements is the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act. The above limitation of liability shall be applied only when the relevant Director acted in good faith and without gross negligence in performing the duties giving rise to liabilities.

### 3. Reasons for Adoption of Current Corporate Governance System

We have adopted the following system based on the belief that, in order to further enhance our corporate governance system, having an Audit & Supervisory Committee consisting of Directors who are Audit & Supervisory Committee Members including several independent outside Directors should further strengthen the supervisory function of the Board of Directors, secure management transparency, and enhance efficiency.

## III. Implementation of Measures for Shareholders and Other Stakeholders

### 1. Measures to Energize General Meetings of Shareholders and Smooth Exercise of Voting Rights

	Supplementary Explanations
Early Notification of General Meeting of Shareholders	The Company strives to dispatch notification earlier than the statutory deadline.
Scheduling General Meeting of Shareholders Avoiding the Peak Day	The Company plans to hold the meeting avoiding peak days.
Allowing Electronic or Magnetic Exercise of Voting Rights	The Company allows the exercise of voting rights via the internet.
Participation in Electronic Voting Platform and Other Efforts to Enhance the Voting Environment for Institutional Investors	The Company participates in the electronic voting platform for institutional investors operated by ICJ, Inc.
Providing Convocation Notice in English (Translated Fully or Partially)	The Company prepares English translations of convocation notices (legally defined convocation notice, reference materials for the general meeting of shareholders, and business report), disclosing these on its website and announcing them on the same day as the Japanese version.
Other	The convocation notice is posted on the Company website and the Company also uses a service to enable the notice to be viewed on a smartphone. Moreover, during the voting rights exercise period, the Company also publishes its responses to questions submitted in advance of the meeting, as well as a video covering the business report and matters to be resolved, in order to promote shareholders' understanding of the purpose of the general meeting of shareholders.

### 2. IR Activities [Updated]

	Supplementary Explanations	Explanation by Representative
Preparation and Publication of Disclosure Policy	<p>The following disclosure policy is announced on the Company's website.</p> <p>The Company discloses information in accordance with the Financial Instruments and Exchange Act, other laws and regulations, and the timely disclosure rules established by the financial instruments exchange markets on which the Company's securities are listed. In addition, the Company considers information that may affect investors' investment decisions as important corporate information, even if the information does not</p>	



	Supplementary Explanations	Explanation by Representative
	<p>fall under the disclosure items under timely disclosure rules, and strives to disclose information promptly and fairly.</p> <p>Methods of information disclosure Important corporate information is disclosed through the Timely Disclosure Network (TDnet) provided by the Tokyo Stock Exchange and through press releases. It is also distributed through the Company's website, emails, and other methods in consideration of investors.</p> <p>Matters regarding future prospects Information posted on the website refers to earnings forecasts and future prospects in addition to the business, performance, and industry trends of SIGMAXYZ Group. This information is based on the current assumptions and beliefs of SIGMAXYZ Group in light of the information currently available to it. Please be aware that the Company cannot guarantee that the statements about future prospects and forecasts are correct, and it is possible that the results may be significantly different from the future prospects.</p> <p>Quiet period (Voluntary IR restraint period) In order to prevent leaks of financial information, the two weeks prior to the date on which financial results are announced are designated as a quiet period (voluntary IR restraint period). During this period, the Company refrains from responding to any comments or inquiries regarding said financial results before the announcement and from holding individual meetings or company briefings. However, if an event that happens during the quiet period falls under the disclosure items under the timely disclosure rules, or if a previously announced earnings forecast is expected to change significantly, and the Company deems it necessary to disclose it during the period, we shall disclose it appropriately.</p>	
Regular Investor Briefings for Individual Investors	The Company posts audio explanation videos on its website on the same day as its quarterly financial results announcements.	No
Regular Investor Briefings for Analysts and Institutional Investors	The Company holds online financial results briefings for analysts and institutional investors after announcement of second quarter and full-year financial results. The Company posts audio explanation videos on its website after its quarterly financial results announcements.	Yes
Regular Investor Briefings for Overseas Investors	The Company posts audio explanation videos in English on its website on the same day as English document disclosures.	No
Posting of IR Materials on Website	The Company has provided a page called "IR Content List" (in Japanese) on its website where it posts materials such as top message, securities reports, financial results, its supplementary materials, convocation notices, financial results briefings and general meeting of shareholders materials. <a href="https://www.sigmaxyz.com/ja/ir.html">https://www.sigmaxyz.com/ja/ir.html</a>	
Establishment of Department and/or Manager in Charge of IR	It is managed by Investor Relations (Communication & Capability)	
Other	To promote investors' understanding of corporate activities, the Company proactively conducts individual meetings and so forth for analysts and institutional investors.	

### 3. Measures to Ensure Due Respect for Stakeholders [Updated]

	Supplementary Explanations
<p>Implementation of Environmental Conservation Initiatives, CSR Activities, etc.</p>	<p>The SIGMAXYZ Group believes that the value of a company is a synthesis of financial and non-financial value, and places importance on Sustainable Development Goals (SDGs) and Environmental, Social and Governance (ESG) factors in promoting our business. In our “Basic Sustainability Policy” that was established in 2021, we define our aim to create a sustainable and beautiful society through embodying the Group’s Purpose, “Create a Beautiful Tomorrow Together,” and are pursuing a contribution to solving social issues through our business activities. Furthermore, we position human assets as one of the most important management resources. The Group believes that the human assets responsible for co-creating value represent the source of the Group’s business growth and ability to create a sustainable and beautiful society of tomorrow, and in 2023, we established the Human Assets Development Policy and are progressing with various initiatives. In September 2023, we established and announced the “Anti-Bribery Policy” as part of our efforts to detect and prevent fraudulent acts. Furthermore, we established the “Human Rights Policy” in April 2024 and promote initiatives related to respecting human rights.</p> <p>The Company has established the Sustainability Committee to strengthen our efforts to address ESG by examining key challenges related to ESG and SDGs, including climate-related issues, monitoring risks and opportunities, and regularly reporting to the Board of Directors.</p> <p>The SIGMAXYZ Group’s business and activities have received “B Corporation Certification.” This is a system for certifying companies with excellent public interest in terms of environmental and social performance, management transparency, and business sustainability, etc. The Group is the first Japanese listed company to obtain the certification.</p> <p>For details about our ESG and SDGs initiatives and KPI targets, as well as the Company’s information on disclosure items recommended by the TCFD (Task Force on Climate-related Financial Disclosures), please visit <a href="https://www.sigmaxyz.com/ja/company/sdgsesg.html">https://www.sigmaxyz.com/ja/company/sdgsesg.html</a>.</p>

## IV. Matters Related to Internal Control System

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

The Company has established the Basic Policy for Internal Control as a basic policy for establishing the following system to ensure the appropriateness of business operations in accordance with the Companies Act and the Regulations for Enforcement of the Companies Act.

1) System for retaining and managing information pertaining to the performance of duties by Directors of the Company

Following laws and regulations and internal regulations, the Company records and stores in the appropriate format as either printed documents or electronic media the minutes from the General Meeting of Shareholders, the minutes from the Board of Directors, the minutes from the Management Meeting, and minutes from other important meetings, as well as other documents associated with the operational execution by the Directors. The Company establishes rules related to document management, and in addition to assigning a division responsible, the Company makes specific decisions on the management, storage methods, and storage periods of both printed documents and electronic media.

2) Rules and other systems to manage financial risk of the Company

The Company classifies risks associated with its operations into quality risk associated with the services that it provides, information management risk, compliance risk, legal risk, credit risk, and business continuity risk. A division responsible is assigned to each risk, which decides the policy, systems and procedures for risk management. When a new type of risk develops, a division responsible is quickly chosen to address the risk.

3) System to ensure efficient execution of duties by Directors of the Company

According to the business plan decided every year at the Board of Directors, each division formulates its strategy and implementation budget for the fiscal year.

[Translation]

- 4) System to ensure that execution of duties of Directors and employees complies with laws and regulations, and the articles of incorporation of the Company

To create a corporate culture in which Directors and employees comply with laws and regulations and act according to sound corporate ethics, the Company establishes rules on compliance organizations and operations and the Compliance Code of Conduct. To ensure that our legal compliance system is effective, the Company selects a Chief Compliance Officer from Directors or Executive Officers, and establish a Compliance Committee chaired by the Chief Compliance Officer. The Chief Compliance Officer has organization-wide control of the compliance initiatives within the Company. Under the direction of the Chief Compliance Officer, the Compliance Committee promotes and manages activities including holding regular training to create awareness of legal compliance among our Directors and employees and to create awareness and implement rules on compliance organizations and operations and the Compliance Code of Conduct.

In addition to establishing operating rules related to our whistleblowing system, based on these rules, the Company has established an internal help desk and an external help desk as part of our whistleblowing system as a means for employees to provide information directly to the Company on legal and regulatory violations and on actions and facts that may pose risks in terms of our rules on compliance organizations and operations or our Compliance Code of Conduct.

The Company maintains absolutely no relationships with criminal elements, including transactional relationships, and taking a firm stand throughout our entire organization against improper requests from criminal elements.

- 5) System to ensure the properness of operations by the corporate group comprised of the Company and its subsidiaries

Regarding the Company's subsidiaries and affiliates, a division in charge is established at each subsidiary and affiliate to ensure the suitability of operations by gauging quantitative and qualitative information, assigning officers and employees, and exercising voting rights.

The Company requires reports and its approval of important matters related to operational execution at the Company's subsidiaries from their directors and employees, and the Company performs internal audits of its subsidiaries.

The Company establishes internal regulations based on the characteristics of the businesses of its subsidiaries, and requests their participation in the Company's whistleblowing system.

The Company classifies risks associated with the operations of the Company's subsidiaries into quality risk associated with the services that the subsidiaries provide, information management risk, compliance risk, legal risk, credit risk, and business continuity risk. A division responsible is assigned to each risk, which decides the policy, systems and procedures for risk management. When a new type of risk develops, a division responsible is quickly chosen to address the risk.

- 6) Matters regarding Directors and employees assigned to assist the Audit & Supervisory Committee of the Company in its duties

When a Director who is an Audit & Supervisory Committee Member (hereinafter "Audit & Supervisory Committee Member") requests the assignment of a Director or employee to assist in the duties of the Audit & Supervisory Committee, the Company shall promptly and appropriately assign a Director or employee.

- 7) Matters regarding the independence of Directors and employees assigned to assist the Audit & Supervisory Committee in its duties from other Directors (excluding Directors who are Audit & Supervisory Committee Members), and matters regarding ensuring the effectiveness of their instructions

Regarding the supplementary services assigned by the Audit & Supervisory Committee Member, only the Audit & Supervisory Committee Member shall provide directions to the Director or employee that is providing the assistance, and the personnel rotations and evaluation of the employee assisting with the duties of the Audit & Supervisory Committee will be decided after hearing the opinions of the Audit & Supervisory Committee Members.

- 8) System for reporting to the Audit & Supervisory Committee by directors (excluding Audit & Supervisory Committee Members) and employees of the Company and its subsidiaries and other system related to reporting to the Audit & Supervisory Committee

The Company's Directors (excluding Audit & Supervisory Committee Members) and employees, as well as the directors, audit & supervisory board members, and employees of the Company's subsidiaries will provide reports on the execution of the duties for which they are responsible at the Company's Board of Directors meetings, Management Meetings, and other important meetings attended by the Company's Audit & Supervisory Committee Members.

Where matters that risk seriously impacting the operations or finances of the Company or its subsidiaries, or matters that otherwise risk causing serious damage, are discovered, such as the Company's Directors (excluding Audit & Supervisory Committee Members) or employees, as well as the directors, audit & supervisory board members and employees of the Company's subsidiaries engaging in acts that violate laws and regulations, articles of incorporation, or the rules on compliance organizations and operations or the Compliance Code of Conduct, or where the directors or employees of the Company's subsidiaries or other such persons receive reports to this effect, a report will be made immediately to the Company's Audit & Supervisory Committee, and the same shall apply to the person who receives a report of the finding of the relevant matter from such persons.

A system shall be established so that persons responsible in the preceding item shall not be treated unfairly for making reports to the Audit & Supervisory Committee.

[Translation]

- 9) Matters relating to the processing of expenses and obligations incurred in the execution of the duties, such as the prepayment of expenses incurred in relation to the execution of duties of the Audit & Supervisory Committee (limited to those related to the performance of duties of the Audit & Supervisory Committee) or redemption procedures

The Company will promptly process any expenses or obligations incurred in the execution of duties of Audit & Supervisory Committee Members based on invoices from the Audit & Supervisory Committee Member.

- 10) Other system to ensure that auditing by the Company’s Audit & Supervisory Committee functions effectively

The Company’s Audit & Supervisory Committee Members shall exchange opinions with relevant internal divisions, the Accounting Auditor, and subsidiaries on issues to be addressed by the Company, the status of the preparation of an environment for auditing by the Audit & Supervisory Committee, and key issues in the auditing process.

Where the directors and employees of the Company or its subsidiaries are requested to provide a report on the business of the Company or its subsidiaries, or to assist in a study of the state of the business or finances of the Company or its subsidiaries, they will cooperate in these processes.

## 2. Basic Views on Eliminating Anti-Social Forces and Progress of Related Efforts

The Company has established a basic policy on internal controls that stipulates maintaining absolutely no relationships with criminal elements, including transactional relationships, and taking a firm stand throughout our entire organization against improper requests from criminal elements. The Company has also set out a guide for responding to anti-social forces and responds resolutely to them in accordance with the guide.

## Ⅴ Other

### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not adopted
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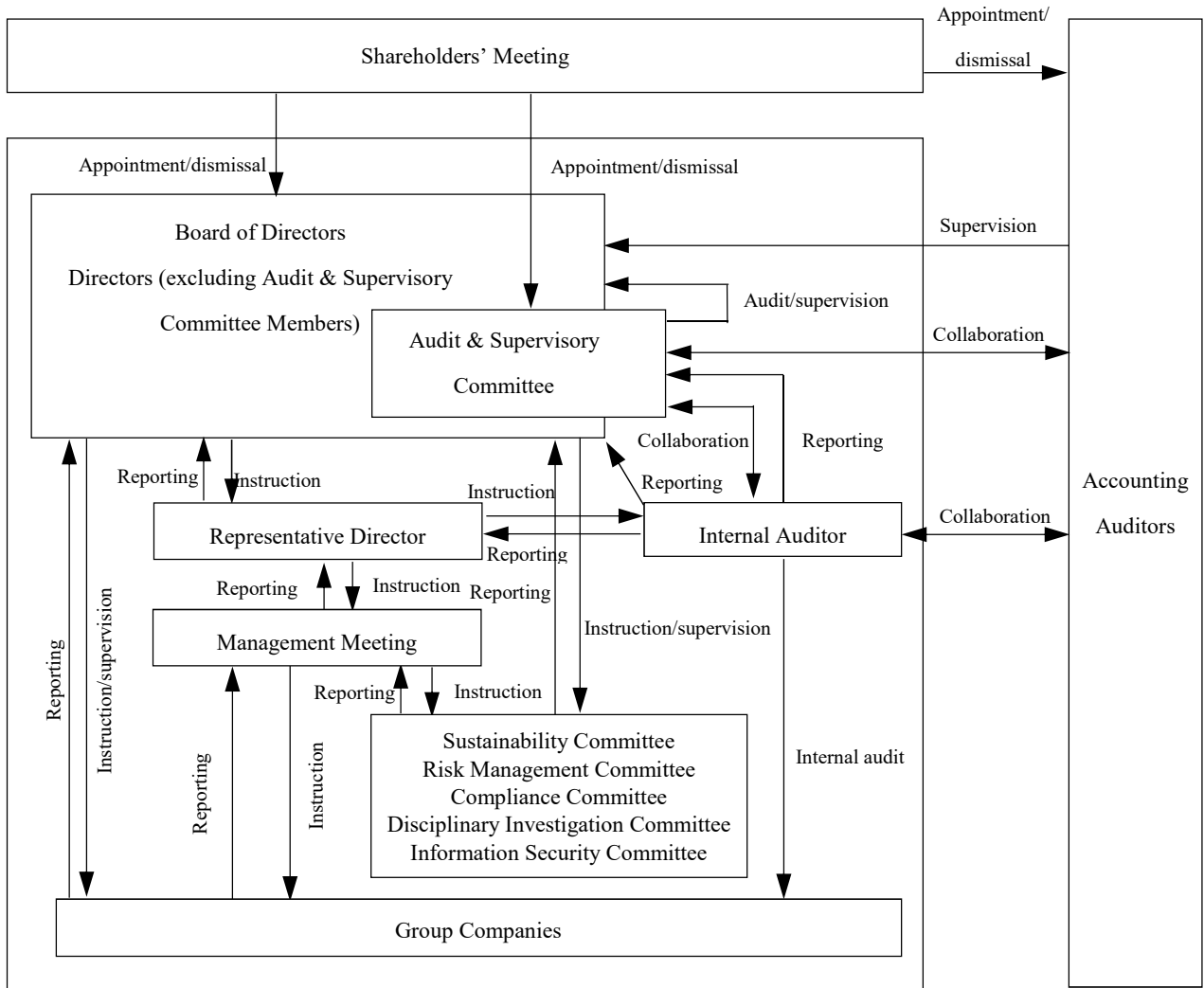
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Supplementary Explanation
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**2. Other Matters Regarding Corporate Governance System**

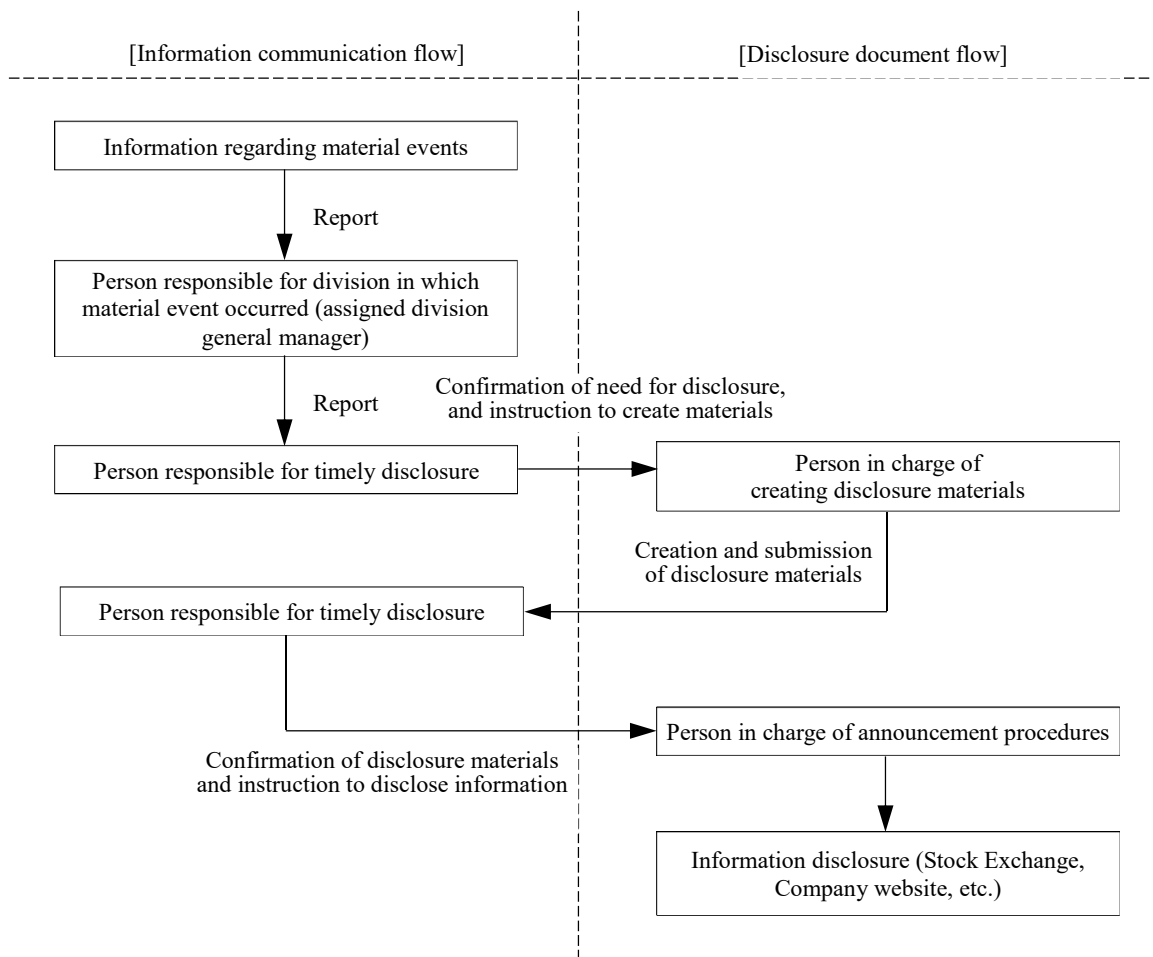


[Translation]

(Reference) Flow Diagram for Communication of Information Related to Timely Disclosures and Production of Disclosure Documents

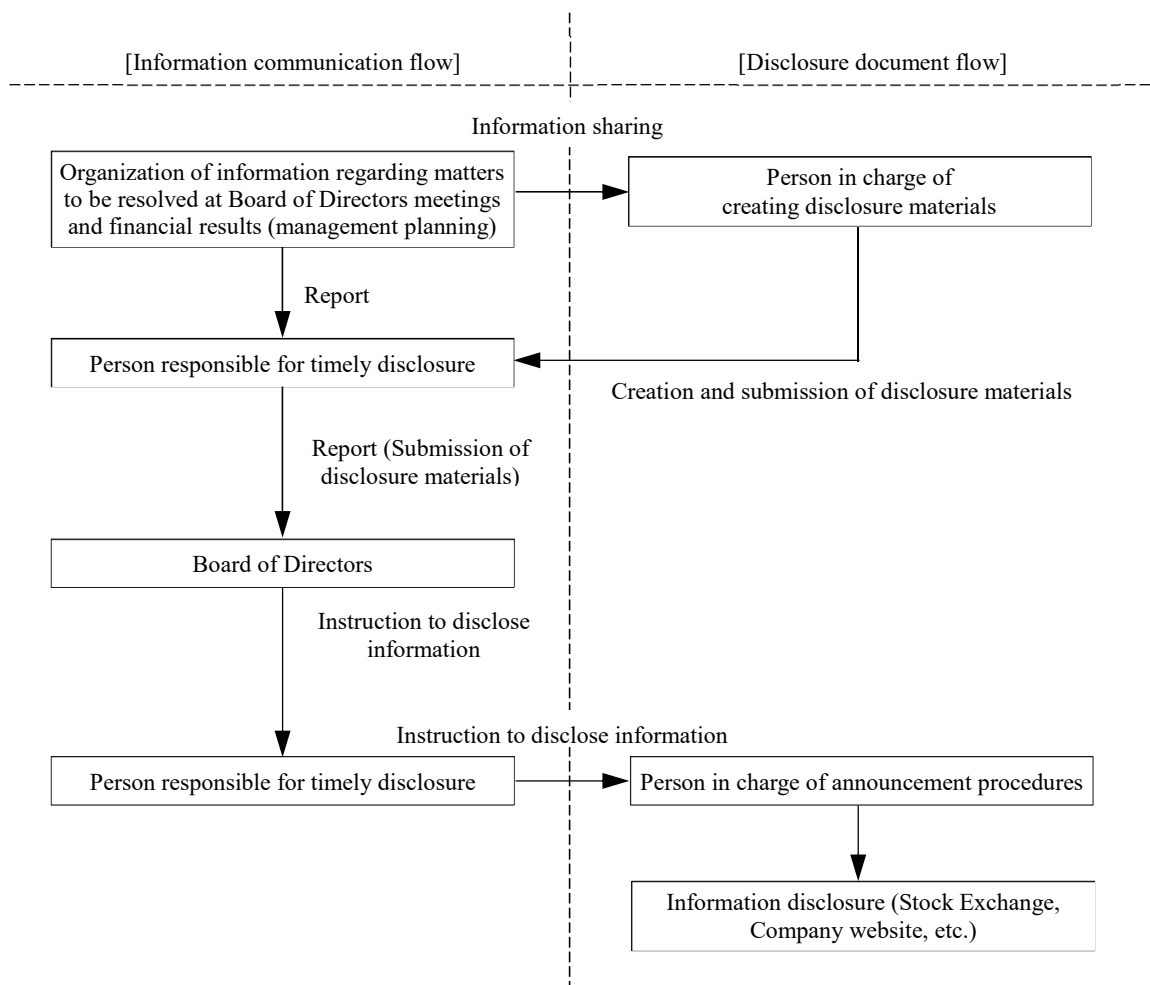
[Overview of Timely Disclosure System (Schematic Diagram)]

(a) Information regarding material events



[Translation]

(b) Information regarding decided matters and financial results



[Translation]

(Reference) Skill Matrix

Position	Name of Director	Corporate Management	SDGs/ESG	Technology	Investment, Market	Marketing	Finance, Accounting, Risk Management	Internal Control, Legal, Compliance	Organization, Human Assets, Communication
Representative Director and President	Hiroshi Ota	○	○	○		○	○	○	
Representative Director and Executive Vice President	Shunichi Shibamura	○	○		○	○			○
Representative Director and CFO	Shinya Tabata	○	○		○		○	○	
Director	Sono Uchiyama	○	○			○			○
Independent Outside Director	Komei Yamaguchi	○	○	○		○			
Independent Outside Director	Makiko Yamamoto		○		○			○	
Independent Outside Director	Makiko Yoshida	○	○	○				○	○
Independent Outside Director (Audit & Supervisory Committee Member)	Hiroshi Nakahara	○	○		○		○	○	○
Independent Outside Director (Audit & Supervisory Committee Member)	Mitsuhiro Amitani		○					○	
Independent Outside Director (Audit & Supervisory Committee Member)	Mitsuru Komiyama		○				○		

The skills, etc. in which the inside Directors have insight and experience are indicated with “○,” and the skills, etc. for which contributions are particularly expected from outside Directors are indicated with “○.”