

Notice of the 17th Annual General Meeting of Shareholders

SIGMAXYZ Holdings Inc.

SIGMAXYZ Group’s Corporate Philosophy

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 grow and be more capable.
	You can expand your opportunities.	You can contribute to society.
	You can take on challenges.	You can enrich your life.

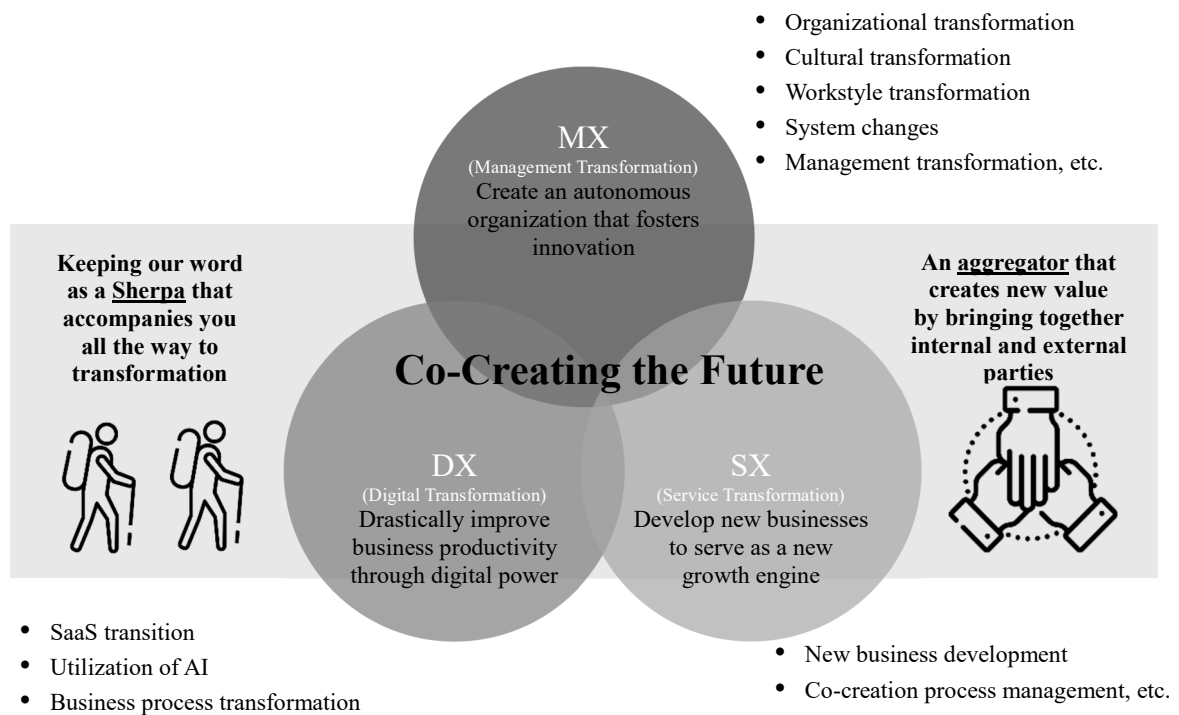
Mission | Our Social Duty

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

Value | What We Treasure

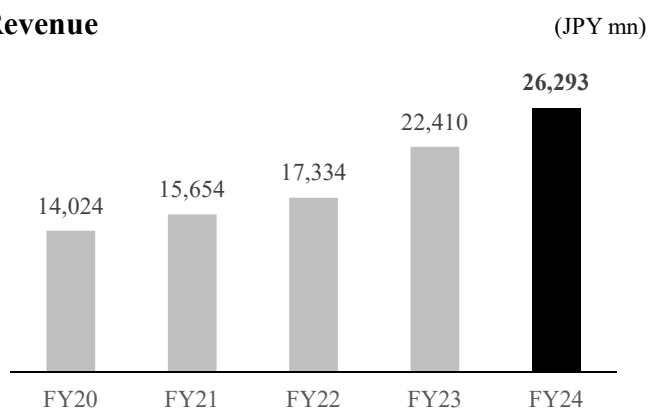
Human Value	Business Value
<ul style="list-style-type: none"> • Openness & Trust • Sincerity • Hospitality • Sense of Beauty • Respect for Difference • Camaraderie 	<ul style="list-style-type: none"> • Sharing Thoughts • Collaboration • Aggregation • Sherpa • Agility & Speed • Intellectual Fight

Key Transformations Companies Must Address in the Digital Economy (“Three Innovations”) and the SIGMAXYZ Group Vision



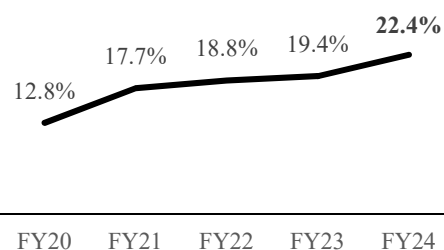
Consolidated Financial Highlights

Revenue

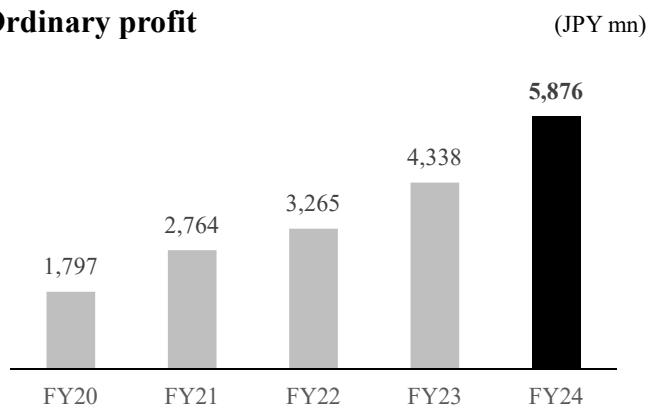


KPI

Ordinary profit margin

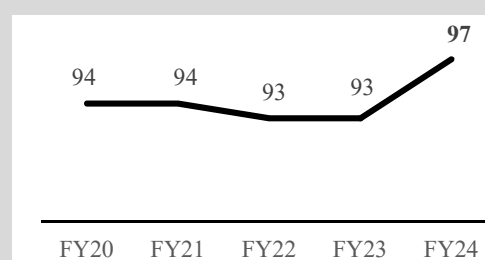


Ordinary profit

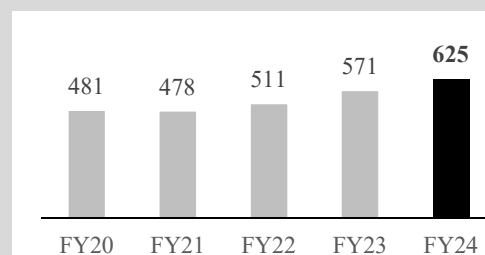


SIGMAXYZ

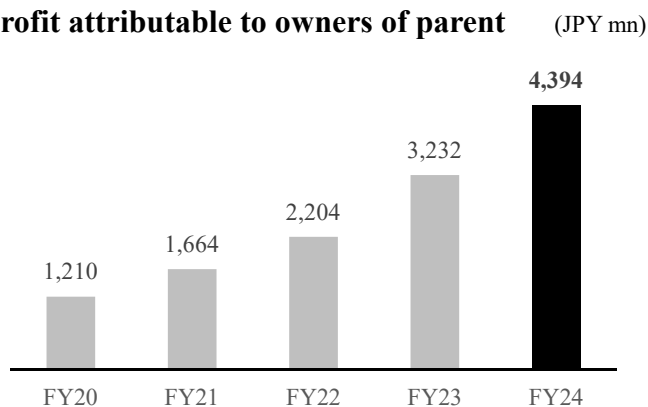
Project satisfaction (Net Satisfaction Index)



Number of consultants



Profit attributable to owners of parent



SIGMAXYZ Investment Inc.

Balance of investments

(Billions of yen)



To Our Shareholders

Maximizing the value of human assets and co-creating value with clients

I would like to express my sincere gratitude to our shareholders for their continued support for our company.

Supported by strong client demand, we were able to achieve the revenue target of ¥25.0 billion, which was announced in our August 2022 medium- to long-term growth vision “Blueprint in FY25 (Fiscal Year Ending March 2026),” one year ahead of schedule. Our employees will continue striving to achieve our ordinary profit targets.

Along with the announcement of financial results for the fiscal year ended March 31, 2025, we have disclosed a new “Blueprint in FY29 (Fiscal Year Ending March 2030).” In the run-up to 2030, SIGMAXYZ Group will further evolve as a company that thoroughly utilizes technology while maximizing the value of human assets and co-creating value with clients. We will not only further enhance our value offerings but also focus on expanding our client base to serve as a Sherpa to Japanese companies in their transformation. Furthermore, we aim to achieve revenue of ¥50.0 billion, ordinary profit of ¥15.0 billion, and an ordinary profit margin of 30% by expanding our business around SaaS implementation and the fields of AI, growth area in which we possess a competitive advantage, as well as enhancing the capabilities of our entire organization and accelerating growth through M&A and business alliances leveraging our capital resources.

We will continue to position our “human assets” as our most important management resource, grow as an organization by maximizing the capabilities and motivation of each individual, create deeper bonds with different companies, organizations, and individuals across industries, and take on the challenge of creating new value together. We will maintain our high governance standards as a company listed on the Prime Market and continue to make strong progress toward fulfilling the SDGs and creating a beautiful tomorrow.

We would greatly appreciate your continued support.

Hiroshi Ota, Representative Director and President

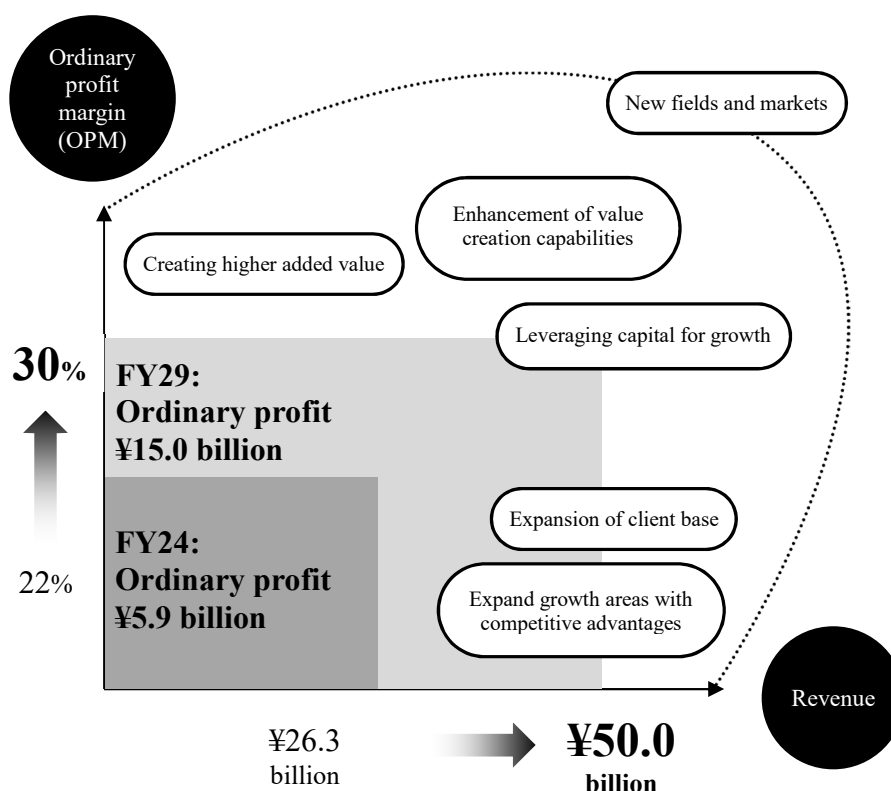
(Reference) Blueprint in FY29 (Fiscal Year Ending March 2030) * Announced in May 2025
 Becoming a company that creates value together with our clients and draws out the maximum value of human assets while making extensive use of technology

(Fiscal year ending March 31, 2030)	
Blueprint	
Revenue	¥50.0 billion
Ordinary profit	¥15.0 billion
Ordinary profit margin	30%
Number of consultants	1,100

* “Blueprint” is how we want to grow in the medium and long term, and is shared with our shareholders and investors every few years.

Growth Strategy

- Growth centered on increasing value, expanding client base, and growing SaaS/AI areas
- Accelerate growth through capital-leveraged M&A and business alliances while enhancing internal capabilities



For more details on our initiatives, refer to “Issues to be addressed by the Corporate Group” on page 38 as well.

Cash Allocation / Shareholder Return Policy

In order to continually carry out a balanced return of value to employees, shareholders, and society, we will invest in medium- and long-term sustained growth, and maintain an appropriate level of shareholder equity that enables risk tolerance.

Growth Investment	Growth Investment <ul style="list-style-type: none">• Human asset acquisition and capability development• Productivity improvement (use of generative AI, etc.)• Business investment (M&A, joint ventures with clients, etc.)	Approx. 1/3 of free cash flow
	Dividends Provide returns linked to performance while maintaining stable dividends.	Dividend payout ratio target 50% (Fiscal year ending March 31, 2030)
Shareholder Returns	Purchase of Treasury Shares Implement at appropriate times considering market conditions and capital efficiency, etc.	ROE target 35% (Fiscal year ending March 31, 2030)

For details of the “Blueprint in FY29 (Fiscal Year Ending March 2030),” please visit
<https://www.sigmaxyz.com/en/ir/library/result.html>

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

Stock Code: 6088
June 5, 2025

To our shareholders:

Hiroshi Ota
Representative Director and President
SIGMAXYZ Holdings Inc.
4-1-28 Toranomon, Minato-ku, Tokyo, Japan

Notice of the 17th Annual General Meeting of Shareholders

We hereby announce the 17th Annual General Meeting of Shareholders of SIGMAXYZ Holdings Inc. (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on either of the following websites. Please access either of these websites by using the internet address shown below to review the information.

[Company’s website]

<https://www.sigmaxyz.com/ja/ir/shareholder/meeting.html> (in Japanese)

[Tokyo Stock Exchange website (Listed Company Search)]

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “SIGMAXYZ Holdings” in “Issue name (company name)” or the Company’s securities code “6088” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting].”)

Instead of exercising your voting rights at the venue on the day of the meeting, you may exercise your voting via the internet, etc. or in writing (postal mail). Please review the subsequent Reference Documents for the Annual General Meeting of Shareholders and exercise your voting rights no later than 6:00 p.m. on Monday, June 23, 2025 (JST).

To exercise your voting rights via the internet

Please access the Company’s designated website (<https://evote.tr.mufg.jp/>) (in Japanese) and enter the “login ID” and “password” found on the voting form. Follow the instructions on screen to indicate your approval or disapproval of the proposals by the deadline stated above.

When exercising your voting rights via the internet, please review the “Instructions on Exercising Voting Rights via the Internet, etc.” below.

To exercise your voting rights in writing (by mail)

Please indicate your approval or disapproval of each proposal on the voting form and return it to the Company by postal mail so that it arrives before the above deadline.

1. Date and Time: Tuesday, June 24, 2025, at 10:00 a.m.

(Reception opens at 9:30 a.m.)

2. Venue: Trust City Conference Kamiyacho, 2nd Floor, Tokyo World Gate (Kamiyacho Trust Tower)

4-1-1 Toranomon, Minato-ku, Tokyo, Japan

3. Purpose of the Meeting:

Matters to be reported

1. Business Report, Consolidated Financial Statements for the 17th fiscal year (from April 1, 2024 to March 31, 2025), and audit results of the Consolidated Financial Statements by the Accounting Auditors and Audit & Supervisory Committee
2. Non-consolidated Financial Statements for the 17th fiscal year (from April 1, 2024 to March 31, 2025)

Matters to be resolved

- Proposal No. 1:** Election of Seven Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal No. 2:** Election of One Substitute Director Who Is an Audit & Supervisory Committee Member
- Proposal No. 3:** Revision of the Amount of Remuneration for Allotment of Restricted Shares to Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal No. 4:** Revision of the Amount of Remuneration, etc. for Directors Who Are Audit & Supervisory Committee Members
- Proposal No. 5:** Determination of the Amount of Remuneration for Allotment of Restricted Shares to Directors Who Are Audit & Supervisory Committee Members

Matters to be Determined for Convocation (Information on Exercising Voting Rights)

- (1) When exercising your voting rights in writing (by postal mail), if there is no indication of approval or disapproval of the proposal on the voting form, it will be treated as if there was an indication of approval.
- (2) If you exercise your voting rights more than once via the internet, only the last vote shall be deemed effective.
- (3) If you exercise the voting rights both in writing (postal mail) and via the internet, the contents of the voting rights exercised via the internet shall be deemed valid, irrespective of the date and time received.
- (4) If exercising your voting rights by proxy, you may appoint one other shareholder of the Company with voting rights as a proxy for the meeting. However, please be aware that a document evidencing the proxy's authority to represent must be submitted to the Company.
- (5) If you plan to exercise your voting rights in a non-uniform way, please inform the Company of this intention with the reason at least three days prior to the date of the meeting.

- For those who will be in attendance, we would like to ask that you submit the voting rights form at the reception desk.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites on the internet.
- Shareholders who have requested delivery of paper-based documents will also receive a document stating the matters subject to measures for electronic provision, but this document excludes the following matters based on the provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation.

Business Report

Status of the Corporate Group

1. Offices
2. Employees
3. Primary lenders

Status of the Company

1. Shares of the Company
2. The Company's share acquisition rights
3. Officers
 - (1) Directors
 - Significant concurrent positions outside the Company
 - Substantial knowledge of finance and accounting of the Audit & Supervisory Committee Members
 - (2) Outside Directors and outside Audit & Supervisory Committee Members
 - (3) Summary of details of limited liability agreement
4. Accounting Auditors
5. System to ensure appropriate execution of business operations and implementation thereof
6. Policy on determination of dividends of surplus and others

Consolidated Financial Statements

Consolidated Statement of Changes in Equity

Notes to the Consolidated Financial Statements

Non-consolidated Financial Statements

Non-consolidated Statement of Changes in Equity

Notes to the Non-consolidated Financial Statements

Accordingly, the Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements described in this document are part of the documents audited by the accounting auditor when preparing the accounting audit report and by the Audit & Supervisory Committee when preparing the audit report.

Instructions on How to Complete the Voting Form

Please indicate “approval” or “disapproval” for each proposal here.

Proposal No. 1:

- In case of “approval” for all candidates: please circle the word “Approval.”
- In case of “disapproval” for all candidates: please circle the word “Disapproval.”
- In case of “disapproval” for certain candidates: please circle the word “approval” and write the
number(s) of the candidate(s) you are against.

Proposal Nos. 2, 3, 4 and 5:

- In case of “approval”: please circle the word “Approval.”
- In case of “disapproval”: please circle the word “Disapproval.”

* Example of the voting right exercise form (in Japanese only)

Please note that your voting via the internet shall prevail, if you exercise your voting rights both by postal mail and via the internet. In addition, if you exercise your voting rights more than once via the internet, only the last vote shall be deemed effective.

Instructions on Exercising Voting Rights via the Internet, etc.

Scanning QR code®

You can simply log in to the website for exercising voting rights without entering your login ID and password printed on the voting form.

1. Please scan the QR code® printed on the voting form.

* QR code is a trademark of DENSO WAVE INCORPORATED.

2. Hereafter, please enter your approval or disapproval by following the instructions on the screen.

Entering login ID and password

Access the website for exercising voting rights using a computer or smartphone, enter the “login ID” and “password” on the voting form, and then exercise your voting rights by following the instructions on screen.
Website for exercising voting rights: <https://evote.tr.mufg.jp/>

In case you need instructions on how to operate your PC/smartphone in order to exercise your voting rights via the internet, please contact the Help Desk, for which the details are provided below.

Stock Transfer Agency (Help Desk), Mitsubishi UFJ Trust and Banking Corporation
Phone: 0120-173-027 (hours: 9:00 a.m. to 9:00 p.m., JST; toll free within Japan)

Institutional investors may use the electronic voting platform operated by ICJ, Inc.

Reference Documents for the Annual General Meeting of Shareholders

Proposal No. 1: Election of Seven Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all seven Directors (excluding Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of seven Directors.

As for this proposal, the Audit & Supervisory Committee has judged that all the candidates for Director are qualified.

The candidates for Director are as follows:

[Reference] List of the candidates for Director

Candidate No.	Name	Current position and responsibility in the Company	Candidate attributes
1	Hiroshi Ota	Representative Director and President	Reelection
2	Shunichi Shibamura	Representative Director and Executive Vice President	Reelection
3	Shinya Tabata	Representative Director and CFO	Reelection
4	Sono Uchiyama	Director in charge of Communication & Capability	Reelection Female
5	Mariko Eguchi	—	New Outside Independent Female
6	Komei Yamaguchi	Outside Director	Reelection Outside Independent
7	Makiko Yoshida	Outside Director	Reelection Outside Independent Female


Reelection: Candidate for Director to be reelected


New: Candidate for Director to be newly elected



Outside: Candidate for outside Director


Independent: Independent Officer stipulated by the stock exchange


Female: Female candidate for Director


Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company		Number of the Company's shares owned
1	<p>Hiroshi Ota</p>  <p>(October 20, 1969)</p> <p>Reelection</p> <p>Term of office: 3 years</p> <p>Attendance at Board of Directors meetings: 100% (12/12 meetings)</p>	<p>Apr. 1993 Joined Japan Airlines Co., Ltd.</p> <p>Oct. 1998 Joined Pricewaterhouse Consultants Co., Ltd.</p> <p>Jan. 2006 Partner, IBM Business Consulting Services KK</p> <p>Apr. 2009 Partner, the Company</p> <p>Apr. 2015 Managing Director</p> <p>Apr. 2019 Senior Executive Officer</p> <p>Oct. 2021 Executive Officer, the Company Co-representative Director, SIGMAXYZ Inc.</p> <p>June 2022 Director, the Company</p> <p>June 2023 Representative Director, President (current position) Representative Director and President, SIGMAXYZ Inc. (current position)</p>		497,000 shares
<p>Reasons for nomination as candidate for Director</p> <p>Hiroshi Ota has many years of experience in the consulting industry, in particular as the head of IT consulting divisions, and since June 2023 he has served as Representative Director and President of the Company as well as Representative Director and President of SIGMAXYZ Inc., a Group company that provides consulting services, leading the further growth of the Company. The Company once again requests his election as Director so that he may facilitate collaboration among the Group operating companies and use his experience and insight in working to achieve sustainable growth of corporate value.</p>				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company		Number of the Company's shares owned
2	<div>Shunichi Shibamura</div> <div></div> <div>(March 27, 1973)</div> <div><div>Reelection</div></div> <div>Term of office: 3 years</div> <div>Attendance at Board of Directors meetings: 100% (12/12 meetings)</div>	<div>Apr. 1995</div> <div>Joined Bank of Japan (seconded to Ministry of Economy, Trade and Industry)</div> <div>Apr. 2004</div> <div>Joined McKinsey & Company Incorporated Japan</div> <div>Sept. 2006</div> <div>Executive Officer, Kazaka Securities Co., Ltd</div> <div>Aug. 2010</div> <div>Partner, the Company</div> <div>Apr. 2015</div> <div>Managing Director</div> <div>Sept. 2016</div> <div>Director, SX Capital, Inc. (current position)</div> <div>Apr. 2019</div> <div>Senior Executive Officer, the Company</div> <div>Apr. 2021</div> <div>President and Representative Director, SIGMAXYZ Investment Inc. (current position)</div> <div>(Scheduled to retire due to dissolution following an absorption merger with the Company as the surviving company, effective in July 2025)</div> <div>Oct. 2021</div> <div>Executive Officer, the Company</div> <div>June 2022</div> <div>Director</div> <div>June 2023</div> <div>Representative Director, Executive Vice President (current position)</div> <div>(Scheduled to retire as Representative Director in June 2025)</div> <div>Apr. 2025</div> <div>Director, Executive Vice President and Executive Officer, SIGMAXYZ Inc. (current position)</div>	272,000 shares	
	<div>Reasons for nomination as candidate for Director</div> <div>Shunichi Shibamura has leveraged his business experience in financial institutions and his long years of experience in the consulting industry, serving as President and Representative Director of SIGMAXYZ Investment Inc. from 2021. He has served as Representative Director and Executive Vice President of the Company since June 2023, and starting in April 2025, he has been working on developing offerings as Director, Executive Vice President and Executive Officer of SIGMAXYZ Inc. The Company once again requests his election as Director so that he may drive further growth of the Group through value co-creation with clients and use his experience and insight in working to achieve sustainable growth of corporate value.</div>			

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company		Number of the Company's shares owned
3	<div>Shinya Tabata</div> <div></div> <div>(March 5, 1963)</div> <div>Reelection</div> <div>Term of office: 11 years</div> <div>Attendance at Board of Directors meetings: 100% (12/12 meetings)</div>	Apr. 1985	Joined Ishikawajima-Harima Heavy Industries Co., Ltd.	285,200 shares
	Sept. 1989	Joined IBM Japan, Ltd.		
		Feb. 2004	Global Business Service CFO, IBM Japan, Ltd.	
		July 2006	Global Business Service CFO, IBM Japan, Ltd. CFO, IBM Business Consulting Services KK	
		Oct. 2006	Global Financing CFO, IBM Japan, Ltd.	
		Sept. 2008	CFO and Director of Corporate Planning and Finance Dept., the Company	
		Sept. 2013	Director, CFO	
		June 2019	Managing Director, CFO	
		June 2023	Representative Director, CFO (current position)	
Reasons for nomination as candidate for Director				
Shinya Tabata has extensive experience and insight in management of the Company as Representative Director and CFO. The Company once again requests his election as Director so that he may use his experience, insight, etc. in working to achieve sustainable growth of corporate value.				
4	<div>Sono Uchiyama</div> <div></div> <div>(October 26, 1969)</div> <div>Reelection</div> <div>Female</div> <div>Term of office: 4 years</div> <div>Attendance at Board of Directors meetings: 100% (12/12 meetings)</div>	Apr. 1993	Joined Pricewaterhouse Consultants Co., Ltd.	220,400 shares
	Apr. 2002	Director of Communication and PR, IBM Business Consulting Services KK		
		Apr. 2005	Director of Communication and Branding, Japan Telecom Co., Ltd.	
		Apr. 2007	PR Manager, RHJ International Japan, Inc.	
		May 2008	PR Manager, RHJ International Japan, Inc. Director of Communication Dept., the Company	
		Apr. 2017	Director of Communication / Knowledge Management Dept., the Company	
		Apr. 2020	Director of Communication & Capability Section	
		June 2021	Director, Director of Communication & Capability Section	
		Apr. 2023	Director in charge of Communication & Capability (current position)	
Reasons for nomination as candidate for Director				
Sono Uchiyama has extensive experience and insight in management of the Company as Director in charge of Communication & Capability that is responsible for HR, recruiting, training, knowledge management, public relations, and IR. The Company once again requests her election as Director so that she may use her experience and insight, while working to achieve sustainable growth of corporate value.				

Candidate No.	Name (Date of birth)	Career summary		Number of the Company's shares owned
5	<div>Mariko Eguchi</div> <div></div> <div>(March 13, 1966)</div> <div><div>New</div><div>Outside</div><div>Independent</div><div>Female</div></div> <div>Term of office: - years</div>	<div>Apr. 1988</div> <div>Joined The Mitsubishi Bank, Limited (currently MUFG Bank, Ltd.)</div> <div>Apr. 1999</div> <div>Joined Nikko Salomon Smith Barney Limited (currently Citigroup Global Markets Japan Inc.), Vice President, Investment Banking Department</div> <div>Aug. 2006</div> <div>Joined UBS Investment Bank, Director, Investment Banking Department</div> <div>May 2008</div> <div>Director, Corporate Communications & Branding, UBS Group</div> <div>May 2019</div> <div>Head of Asia Pacific Corporate Communications, LaSalle Investment Management, Inc.</div> <div>Feb. 2020</div> <div>Executive Officer responsible for Corporate Communications & Branding and Corporate Social Responsibility Office, Aflac Life Insurance Japan Ltd.</div> <div>Nov. 2021</div> <div>Advisory Board Member for University of Tokyo, President's Office Future Society Initiatives (current position)</div> <div>Jan. 2024</div> <div>Advisor, Aflac Life Insurance Japan Ltd. (current position)</div>		0 shares
	Significant concurrent positions outside the Company Advisor, Aflac Life Insurance Japan Ltd.			
<div>Reasons for nomination as candidate for outside Director and roles expected to fulfill</div> <div>Mariko Eguchi has dedicated herself to the financial industry and possesses abundant expertise and knowledge in investment banking, capital markets, corporate communication & branding and CSR initiatives. We consider she is well qualified to serve as outside director and request she be selected as our outside Director. After her selection, she is primarily expected to oversee management as Director from a wide perspective based on her experience and knowledge.</div> <div>Supplementary explanation to independence</div> <div>Ms. Eguchi is an Advisor of Aflac Life Insurance Japan Ltd. Aflac Life Insurance Japan Ltd. is a business partner of the Company, and the volume of transactions with the Company in the most recent business year does not exceed 1% of the annual consolidated revenue of the Company and its subsidiaries. None of the items of the "Independence Criteria for Outside Directors" apply to Ms. Eguchi, and she has sufficient independence.</div>				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company		Number of the Company's shares owned
6	<div>Komei Yamaguchi</div> <div></div> <div>(June 7, 1967)</div> <div><div>Reelection</div><div>Outside</div><div>Independent</div></div> <div>Term of office: 3 years</div> <div>Attendance at Board of Directors meetings: 100% (12/12 meetings)</div>	<div>Apr. 1990</div> <div>Apr. 2010</div> <div>Apr. 2012</div> <div>Oct. 2017</div> <div>Apr. 2018</div> <div>Oct. 2018</div> <div>Apr. 2019</div> <div>June 2022</div> <div>Apr. 2023</div>	<div>Joined INTEC Inc.</div> <div>General Manager of Public Utilities Promotion Dept., INTEC Inc.</div> <div>General Manager of Public Utilities Sales Dept., INTEC Inc.</div> <div>General Manager of Public Utilities Sales Dept. and General Manager of Healthcare Sales Dept., INTEC Inc.</div> <div>General Manager of Metropolitan Social Infrastructure Headquarters and General Manager of Healthcare Sales Dept., INTEC Inc.</div> <div>General Manager of Metropolitan Social Infrastructure Headquarters, INTEC Inc.</div> <div>Executive Officer, General Manager of Social Infrastructure Business Division, INTEC Inc.</div> <div>Outside Director, the Company (current position)</div> <div>Managing Executive Officer, General Manager of Social Infrastructure Business Division, INTEC Inc. (current position)</div>	0 shares
	Significant concurrent positions outside the Company			
	Managing Executive Officer, General Manager of Social Infrastructure Business Division, INTEC Inc.			
Reasons for nomination as candidate for outside Director and roles expected to fulfill Komei Yamaguchi has consistently served in various capacities in the IT industry and has extensive experience and network 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. Consequently, he is deemed appropriate as an outside Director, thus the Company once again requests his election as an outside Director.				
Supplementary explanation to independence Mr. Yamaguchi is Managing Executive Officer of INTEC Inc. INTEC Inc. is a shareholder owning 7.7% of the Company's shares and INTEC Inc.'s transactions with the Company and its subsidiaries do not exceed 1% of INTEC Inc.'s consolidated revenue in the most recent business year. None of the items of the "Independence Criteria for Outside Directors" apply to Mr. Yamaguchi, and he has sufficient independence.				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company	Number of the Company's shares owned
7	<p>Makiko Yoshida</p>  <p>(September 13, 1960)</p> <p> <div>Reelection</div> <div>Outside</div> <div>Independent</div> <div>Female</div> </p> <p>Term of office: 2 years</p> <p>Attendance at Board of Directors meetings: 100% (12/12 meetings)</p>	<p>Apr. 1984 Joined the Ministry of Posts and Telecommunications of Japanese Government</p> <p>July 2001 Director, Telecommunications User Policy Office, Telecommunications Bureau, Ministry of Internal Affairs and Communications</p> <p>Feb. 2004 Deputy Mayor, Setagaya City</p> <p>July 2007 Director, International Policy Division, International Department, Telecommunications Bureau, Ministry of Internal Affairs and Communications</p> <p>July 2010 Director, Budget and Accounts Division, Minister's Secretariat, Ministry of Internal Affairs and Communications</p> <p>June 2013 Deputy Director-General (IT Policy), Minister's Secretariat, Ministry of Economy, Trade and Industry</p> <p>Nov. 2013 Executive Secretary to the Prime Minister, Cabinet Secretariat</p> <p>July 2015 Director-General of the Global ICT Strategy Bureau, Ministry of Internal Affairs and Communications</p> <p>June 2016 Director-General of Minister's Secretariat, Ministry of Internal Affairs and Communications</p> <p>July 2017 Director-General, Information and Communication Bureau, Ministry of Internal Affairs and Communications</p> <p>July 2019 Vice-Minister for Policy Coordination, Ministry of Internal Affairs and Communications</p> <p>Sept. 2020 Cabinet Public Relations Secretary, Cabinet Secretariat</p> <p>June 2022 President, The Association for Promotion of Public Local Information and Communication</p> <p>June 2022 Independent Director and Audit & Supervisory Committee Member, Tokai Tokyo Securities Co., Ltd. (current position)</p> <p>June 2022 Visiting Professor, Showa Women's University (current position)</p> <p>Sept. 2022 Senior Guest Researcher and Part-time Lecturer, Faculty of Science and Engineering, Waseda University (current position)</p> <p>June 2023 Outside Director, the Company (current position)</p> <p>June 2024 Advisor, The Association for Promotion of Public Local Information and Communication (current position)</p> <p>Apr. 2025 Member of the Management Council, National Graduate Institute for Policy Studies (current position)</p>	0 shares

Candidate No.	Name (Date of birth)	Career summary, positions and responsibility in the Company	Number of the Company's shares owned
		Significant concurrent positions outside the Company Independent Director and Audit & Supervisory Committee Member, Tokai Tokyo Securities Co., Ltd.	
		<p>Reasons for nomination as candidate for outside Director and roles expected to fulfill 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. After her election, 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. Consequently, she is deemed appropriate as an outside Director, thus the Company requests her election as an outside Director.</p> <p>Supplementary explanation to independence None of the items of the "Independence Criteria for Outside Directors" apply to Ms. Yoshida, and she has sufficient independence.</p>	

- Notes:
1. Mariko Eguchi, Komei Yamaguchi, and Makiko Yoshida are candidates for outside Director.
 2. Matters regarding candidates for outside Director
 - Tenure as outside Director of the Company
 - Komei Yamaguchi has served as outside Director of the Company since June 2022 and his tenure as outside Director will have been three years at the conclusion of this meeting.
 - Makiko Yoshida has served as outside Director of the Company since June 2023 and her tenure as outside Director will have been two years at the conclusion of this meeting.
 3. In accordance with laws and regulations and the Articles of Incorporation, the Company has entered into a limited liability agreement with Komei Yamaguchi and Makiko Yoshida as follows. If Komei Yamaguchi and Makiko Yoshida are reelected, the Company plans to enter into the same limited liability agreement with them. In addition, if Mariko Eguchi is elected, the Company plans to enter into the same limited liability agreement with her.
 - After the conclusion of the agreement, provided that the officer acts in good faith and without gross negligence regarding his or her performance of duties, when liable to make a compensation payment for damages pursuant to Article 423 of the Companies Act, the officer's liability to the Company shall be the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 4. There is no special interest between each candidate for Director and the Company.
 5. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Mariko Eguchi, Komei Yamaguchi, and Makiko Yoshida have been appointed as independent officers as provided for by the aforementioned exchange.
 6. Mariko Eguchi, Komei Yamaguchi, and Makiko Yoshida have sufficient independence based on the "Independence Criteria for Independent Outside Directors" (described below) established by the Company.
 7. The Company has entered into a directors and officers liability insurance policy provided in Article 430-3, paragraph (1) of the Companies Act with an insurance company to insure all of its Directors, bearing the entire insurance premium. The insurance policy covers legal damages, litigation expenses, etc. to be paid by the insured and, if each candidate assumes the office of Director, each candidate shall be included in the insured of the said insurance policy. The Company plans to renew the said insurance policy with the same contents during the term of office.
 8. Mariko Eguchi will assume the position of Outside Director of TSUMURA & CO. subject to approval at the 89th Ordinary General Meeting of Shareholders of TSUMURA & CO. to be held on June 27, 2025.
 9. Makiko Yoshida is scheduled to retire from the positions of Outside Director of Fuji Media Holdings, Inc. and Fuji Television Network, Inc. at the expiration of her term of office in June 2025.

[The Company's Rationale Regarding Independence for Outside Officers]

- 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 and reported as an independent officer to the Tokyo Stock Exchange, Inc.

(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;
 - (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.

Proposal No. 2: Election of One Substitute Director Who Is an Audit & Supervisory Committee Member

Nobuko Aoki, who was elected as a substitute Director who is an Audit & Supervisory Committee Member at the 16th Annual General Meeting of Shareholders held on June 25, 2024, will resign from the position of substitute Director who is an Audit & Supervisory Committee Member as of June 24, 2025, at her request.

Therefore, the Company proposes the election of one substitute Director who is an Audit & Supervisory Committee Member in preparation for a case of a shortfall in the number of Directors who are Audit & Supervisory Committee Members stipulated by laws and regulations. The validity of this election shall be effective until the beginning of the Annual General Meeting of Shareholders for the last fiscal year ending within one year after this election. As for this proposal, the consent of the Audit & Supervisory Committee has been obtained.

The candidate for substitute Director who is an Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary	Number of the Company's shares owned
<p>Jumpei Osada</p>  <p>(December 25, 1980)</p>	<p>Apr. 2006 Entered the Legal Training and Research Institute of the Supreme Court of Japan</p> <p>Sept. 2007 Registered with the Dai-Ichi Tokyo Bar Association Joined TMI Associates</p> <p>Mar. 2010 Registered as Maritime Counselor</p> <p>Jan. 2016 Partner, TMI Associates (current position)</p> <p>Apr. 2023 Part-time Lecturer, Waseda Law School (International Carriage of Goods) (current position)</p> <p>Jan. 2025 Outside Director, KAMBARA KISEN Co., Ltd. (current position)</p>	0 shares
<p>Reasons for nomination as candidate for substitute outside Director who is an Audit & Supervisory Committee Member and roles expected</p> <p>Jumpei Osada is an attorney at law certified in Japan with expert knowledge in corporate legal affairs. After his election, 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 knowledge as a legal expert.</p> <p>Supplementary explanation to independence</p> <p>Mr. Osada is a Partner at TMI Associates. The law firm he concurrently serves is a business partner of the Company, and the amount of transactions with the Company in the most recent business year does not exceed 1% of its annual consolidated revenue. None of the items of the "Independence Criteria for Outside Directors" apply to Mr. Osada, and he has sufficient independence.</p>		

- Notes:
1. Jumpei Osada is a candidate for substitute outside Director.
 2. There is no special interest between the candidate for substitute outside Director who is an Audit & Supervisory Committee Member and the Company.
 3. If Jumpei Osada assumes the office of Director who is an Audit & Supervisory Committee Member, the Company plans to enter into a limited liability agreement with him in accordance with laws and regulations and the Articles of Incorporation.
 - After the conclusion of the agreement, provided that the officer acts in good faith and without gross negligence regarding his or her performance of duties, when liable to make a compensation payment for damages pursuant to Article 423 of the Companies Act, the officer's liability to the Company shall be the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.
 4. If Jumpei Osada assumes the office of Director who is an Audit & Supervisory Committee Member, the Company will submit notification that he has been appointed as an independent officer as provided for by the Tokyo Stock Exchange, Inc.
 5. The Company has entered into a directors and officers liability insurance policy provided in Article 430-3, paragraph (1) of the Companies Act with an insurance company to insure all of its Directors, bearing the entire insurance premium. The insurance policy covers the insured's damages and legal expenses, etc. and, if Jumpei

Osada assumes the office of Director who is an Audit & Supervisory Committee Member, he shall be included in the insured of the said insurance policy.

Proposal No. 3: Revision of the Amount of Remuneration for Allotment of Restricted Shares to Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

At the 13th Annual General Meeting of Shareholders held on June 24, 2021, the Company received approval to set the total amount of monetary remuneration to be paid for granting restricted shares as remuneration for the allocation of restricted shares to Directors (excluding Directors who are Audit & Supervisory Committee Members and outside Directors) at no more than ¥400 million per year, and the total number of restricted shares to be allocated at no more than 400,000 shares per year. Subsequently, the Company carried out a stock split at a ratio of two shares for each share of common stock on April 1, 2022, and at a ratio of two shares for each share of common stock on December 1, 2024, and accordingly, the total number of restricted shares to be allocated has been adjusted to no more than 1,600,000 shares per year.

The Company would now like to set the total number of restricted shares to be allocated at no more than 400,000 shares per year, considering that (i) the Company will add outside Directors (excluding outside Directors who are Audit & Supervisory Committee Members; the same applies throughout this proposal) to the scope of this system to provide them with incentives to prevent damage to the Company's corporate value and maintain its credibility through shared value with shareholders, and that the Company will grant restricted shares to outside Directors if this proposal is approved; and (ii) if Proposal No. 5 is approved, restricted shares will also be granted to Directors who are Audit & Supervisory Committee Members.

The changes are as shown in the table below.

(The proposed amendments are underlined.)

	Current	Proposed Amendments
Eligible Directors	Directors of the Company (excluding <u>Directors who are Audit & Supervisory Committee Members and outside Directors</u>)	Directors of the Company (excluding <u>Directors who are Audit & Supervisory Committee Members</u>)
Monetary remuneration claims to be granted	No more than ¥400 million per year	No more than ¥400 million per year <u>(of which, no more than ¥10 million per year for monetary remuneration claims to be granted to outside Directors)</u>
Total number of restricted shares to be allocated to Eligible Directors	No more than <u>1,600,000</u> shares per year (Note)	No more than <u>400,000</u> shares per year <u>(of which, no more than 10,000 shares per year to be allocated to outside Directors)</u>

Note: The current total number of restricted shares to be allocated to Eligible Directors has been adjusted to no more than 1,600,000 shares after the stock splits carried out on April 1, 2022, and December 1, 2024.

The total amount of monetary remuneration claims to be granted is determined through comprehensive consideration of different factors such as the level of contribution of the Company's Directors (excluding Directors who are Audit & Supervisory Committee Members) and outside Directors. The Company has also established a policy for determining the details of individual remuneration, etc. for Directors at its Board of Directors meetings, as outlined in the Business Report on page 42, and has determined that the details of restricted shares are in line with policy and therefore reasonable.

The maximum number of restricted shares to be allocated in each fiscal year after the change represents a dilution rate of approximately 0.47% of the total number of issued shares (excluding treasury shares) as of March 31, 2025 (approximately 4.70% of the total number of issued shares (excluding treasury shares) if restricted shares are issued at this maximum number over a period of ten years).

The remuneration based on this proposal is not linked to performance.

Currently, there are four Directors (excluding Directors who are Audit & Supervisory Committee Members and outside Directors) who are eligible, and if Proposal No. 1 is approved, there will be seven Directors (excluding Directors who are Audit & Supervisory Committee Members) who are eligible (of which, three are outside Directors).

Proposal No. 4: Revision of the Amount of Remuneration, etc. for Directors Who Are Audit & Supervisory Committee Members

The remuneration amount for Directors who are Audit & Supervisory Committee Members of the Company was approved at no more than ¥60 million per year at the 11th Annual General Meeting of Shareholders held on June 26, 2019, and has remained unchanged; however, in order to continue appropriate monitoring activities and strengthen governance in an environment where future changes are difficult to predict, the Company would like to revise the remuneration amount for Directors who are Audit & Supervisory Committee Members to no more than ¥100 million per year. The Company deems the total amount of the above monetary remuneration to be appropriate, since it was determined by comprehensively taking into consideration various factors including the degree of contribution of the Company's Directors who are Audit & Supervisory Committee Members.

Currently, the number of Directors who are Audit & Supervisory Committee Members is three (of which, three are outside Directors).

Proposal No. 5: Determination of the Amount of Remuneration for Allotment of Restricted Shares to Directors Who Are Audit & Supervisory Committee Members

Concerning the current status of the amount of remuneration, etc. for the Company's Directors who are Audit & Supervisory Committee Members (hereinafter "Eligible Directors"), the Company received approval at the 11th Annual General Meeting of Shareholders held on June 26, 2019 to set the maximum amount of remuneration at no more than ¥60 million per year; however, if Proposal No. 4 is approved as originally proposed, the amount of remuneration, etc. will be no more than ¥100 million per year.

For the purpose of providing Eligible Directors with incentives to prevent damage to the Company's corporate value and maintain its credibility through shared value with shareholders, the Company shall propose to allot the Company's common shares subject to provisions including a certain transfer restriction period and reasons for acquisition without contribution by the Company (hereinafter "restricted shares") to the Eligible Directors as stated below.

The Company thereby proposes to provide monetary remuneration claims at the maximum amount of ¥10 million per year as remuneration, etc. for allotment of restricted shares to the Eligible Directors, separately from the aforementioned amount of remuneration for Eligible Directors. The Company deems the total amount of the above monetary remuneration claims to be appropriate, since it was determined by comprehensively taking into consideration various factors including the degree of contribution of the Eligible Directors to the Company.

In addition, the maximum number of restricted shares to be allotted in each fiscal year stated in 2. below shall account for around 0.01% of the total shares issued (excluding treasury shares) as of March 31, 2025 (approximately 0.12% of the total shares issued (excluding treasury shares) in case of issuing the said maximum number of restricted shares for ten consecutive years), causing the dilution rate to be immaterial. Consequently, the Company deems the allotment of restricted shares with the details stated below to be appropriate.

The remuneration based on this proposal is not linked to performance.

The current number of Eligible Directors is three.

1. Allotment and payment of restricted shares

The Company shall provide monetary remuneration claims as remuneration relating to restricted shares to the Eligible Directors up to ¥10 million per year. Each of the Eligible Directors will receive allotment of restricted shares by way of providing all of the said monetary remuneration claims in the form of property contributed in kind.

The amount to be paid in for restricted shares shall be determined by the Company's Board of Directors on the basis of the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately before the date of resolution by the Board of Directors on issuance or disposal of the restricted shares (if there is no closing price on such date, the closing price on the closest preceding trading day) or any other amount within the extent that the amount will not be particularly advantageous to the Eligible Directors receiving the said restricted shares.

The aforementioned monetary remuneration claims shall be provided on the condition that the Eligible Director agrees to provide the said property contributed in kind and enters into restricted share allotment agreement state in 3. below.

2. The total number of restricted shares

The total of 10,000 shares of restricted shares allotted to the Eligible Directors shall be the maximum number of restricted shares allotted in each business year.

However, in cases where the Company's common shares become the subject of a share split (including allotment of the Company's common shares without contribution), a reverse share split, or other events after the date of resolution of this proposal and the total number of the restricted shares to be allotted needs to be adjusted accordingly, the total number of the said restricted shares shall be adjusted in a reasonable manner.

3. Restricted share allotment agreement

According to the resolution of the Company's Board of Directors, the restricted share allotment agreement shall be concluded, upon the allotment of restricted shares, between the Company and the Eligible Director who is scheduled to be allotted restricted shares, with details including the following items.

(1) Transfer restriction

The Eligible Director that has received allotment of restricted shares shall not transfer, create a pledge or security interest on, gift during life, bequeath, or dispose of the restricted shares allotted to the said Eligible Director (hereinafter the "allotted shares"), starting from the date of issuance of the restricted shares and ending on the date when the Eligible Director retires as director (excluding the case where he or she is reappointed as the Company's Director upon retirement) (hereinafter the "transfer restriction period") (hereinafter the "transfer restriction").

(2) Acquisition of restricted shares without contribution

The Company shall automatically acquire the allotted shares without contribution in the case where the Eligible Director dies during the transfer restriction period and he or she has none of heirs such as spouse, children (including adopted children of the Eligible Director), parents, or siblings. In addition, in any of the following cases during the transfer restriction period, the Company shall automatically acquire all of the restricted shares without contribution by notifying the Eligible Director in writing that the allotted shares shall be acquired without contribution, at the time when the said notification is received.

1. In the case where the Board of Directors of the Company judges that the Eligible Director engages in business activities that compete against any of the businesses of the Company and its subsidiaries or becomes an officer or an employee of a competing corporation or other entity (excluding the case where a prior written consent of the Company has been obtained)
2. In the case where the Board of Directors of the Company determines that the acquisition of all of the allotted shares without contribution is deemed appropriate for reasons including the Eligible Director's performance of duties (including, but not limited to, the case where the Eligible Director has violated laws, internal regulations of any of the Company's group companies, or this agreement in an important respect)

(3) Lifting of transfer restriction

At the expiration of the transfer restriction period, the transfer restriction shall be lifted on all of the allotted shares owned by the Eligible Director at the said time, on a condition that the Eligible Director has continuously been in the position of Director of the Company during the transfer restriction period.

(4) Handling in organizational restructuring, etc.

If, during the transfer restriction period, proposals relating to a merger agreement that will make the Company a disappearing company, an absorption-type demerger agreement or an incorporation-type demerger plan that will make the Company a demerging company (this shall apply only to the case where the Company provides the Company's shareholders with all or part of consideration for demerger arising from the said demerger when the demerger becomes effective), a proposal relating to a share exchange agreement or a share transfer plan that will make the Company a wholly owned subsidiary, or other organizational restructuring, etc. is approved at the Company's General Meeting of Shareholders (or the Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to the said organizational restructuring, etc.) (this shall apply only to the case where the said organizational restructuring, etc. becomes effective before the expiration of transfer restriction period) and the Eligible Director who has received allotment of the allotted shares is scheduled to retire as Director of the Company according to the said organizational restructuring, etc., the Company shall, by resolution of the Board of Directors of the Company, lift the transfer restrictions on all of the allotted shares immediately prior to the date on which the organizational restructuring, etc. becomes effective.

(Reference) Outline of Remuneration for Directors

Remuneration for the Company's Directors who execute operations consists of "monetary remuneration" and "share-based remuneration" in order to secure management personnel, improve performance in the medium to long term, and enhance corporate value. The purpose of the share-based remuneration plan is to provide the Company's Directors who execute operations with an incentive to continuously improve the Company's corporate value and to promote further shared value with the shareholders.

Remuneration for outside Directors is determined with consideration of their independent position unaffected by corporate performance. From fiscal year ending March 31, 2026, we have decided to grant restricted share remuneration to outside Directors to provide them with incentives to prevent damage to the Company's corporate value and maintain its credibility through shared value with shareholders.

An outline of remuneration, etc. for Directors in fiscal year ending March 31, 2026 is as follows:

Outline of remuneration, etc. for Directors in fiscal year ending March 31, 2026 [Plan for after this General Meeting of Shareholders]

	Director (excluding Directors who are Audit & Supervisory Committee Members and outside Directors)	Outside Director (excluding Audit & Supervisory Committee Members)	Total amount of remuneration Maximum number of shares	Supplement
Number of Directors	4	3	—	
Monetary remuneration	○*	○** (No more than ¥60 million per year)	No more than ¥500 million	
Share-based remuneration with restricted shares	○*	○** (No more than ¥10 million per year, no more than 10,000 shares)	No more than ¥400 million No more than 400,000 shares	Refer to Proposal No. 3.
Performance-linked share- based remuneration plan (share issuance trust)	○	—	Within the amount calculated by multiplying ¥300 million by the number of years of the extended trust period	Dividends accrued on shares held by the trust will be distributed. No new additional trusts will be created.

	Directors who are Audit & Supervisory Committee Members	Total amount of remuneration Maximum number of shares	Supplement
Number of Directors	3	—	
Monetary remuneration	○**	No more than ¥100 million	Refer to Proposal No. 4.
Share-based remuneration with restricted shares	○**	No more than ¥10 million No more than 10,000 shares	Refer to Proposal No. 5.

* The total amount of remuneration for Directors for the following fiscal year is determined by combining monetary remuneration and share-based remuneration, taking into account the achievement rate of performance indicators such as the amount equal to consolidated revenue less project outsourcing expenses and outflow cost, consolidated ordinary profit, and the ratings from client surveys evaluating project satisfaction (NSI).

** Not linked to performance.

(Reference) Skill Matrix [Planned After This General Meeting of Shareholders]

Under our Purpose, “Create a Beautiful Tomorrow Together,” we are engaged in sustainability-oriented management in order to contribute to the achievement of SDGs. Our Directors and Audit & Supervisory Committee Members possess qualities to support the governance structure for realizing these goals. The details are as follows.

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 CFO	Shinya Tabata	○	○		○		○	○	
Director	Shunichi Shibamura	○	○		○	○			○
Director	Sono Uchiyama	○	○			○			○
Independent Outside Director	Mariko Eguchi	○	○		○	○			○
Independent Outside Director	Komei Yamaguchi	○	○	○		○			
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 “○.”

(Attachment) Business Report (From April 1, 2024 to March 31, 2025)

I Status of the Corporate Group

1. Progress and results of the business

Japan's economy has gradually recovered, but US trade policy and other factors have led to some uncertainty. In terms of future prospects, amid the improvements in employment and income, a gradual recovery is expected owing to the effects of various policies; however, there is an increasing risk of an economic downturn due to the impact of US trade policies. In addition, ongoing rises in prices also pose a risk of causing a downturn in the Japanese economy through declining consumer sentiment and its impact on personal consumption. Sufficient heed must be paid to impacts caused by changes in the financial and capital markets, etc.

In such an environment, during the fiscal year under review, the Group worked to create value in wide range of industries and companies and to create new markets and businesses that solve social issues. In the consulting services, we define the key 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 have worked to solve corporate issues, create new value, and co-create new businesses and industries through collaboration among companies.

The consolidated financial results and key business indicators for the fiscal year ended March 31, 2025 are as follows.

	The 16th term (Fiscal year ended March 31, 2024)	The 17th term (Fiscal year ended March 31, 2025)	Comparison with the previous fiscal year	
	Amount (Millions of yen)	Amount (Millions of yen)	Amount (Millions of yen)	Rate of change
Revenue	22,410	26,293	+3,882	+17.3%
Operating profit	4,232	5,638	+1,406	+33.2%
Ordinary profit	4,338	5,876	+1,538	+35.5%
Profit attributable to owners of parent	3,232	4,394	+1,162	+36.0%

The Group's revenue for the fiscal year ended March 31, 2025 amounted to ¥26,293 million (up 17.3% year on year).

Cost of revenue stood at ¥14,561 million (up 17.4% year on year). In a response to strong demand, outsourcing expenses increased.

Selling, general and administrative expenses were ¥6,092 million (up 5.5% year on year).

Due to an increase in revenue, gross profit increased by ¥1,721 million to ¥11,731 million (up 17.2% year on year), operating profit increased by ¥1,406 million to ¥5,638 million (up 33.2% year on year). Ordinary profit increased by ¥1,538 million to ¥5,876 million (up 35.5% year on year), due in part to the contribution of gains on the sale of surplus operating assets.

Profit before income taxes came to ¥5,819 million (up 34.1% year on year), and profit attributable to owners of parent came to ¥4,394 million (up 36.0% year on year). Comprehensive income attributable to owners of parent came to ¥4,197 million (up 33.6% year on year).

Operating results by segment are as follows.

The 17th term (Fiscal year ended March 31, 2025)	Consulting business	Investment business
	Amount (Millions of yen)	Amount (Millions of yen)
Segment revenue*	26,209	263
Segment profit (loss)	7,728	(374)

* Includes internal revenue, etc.

(Consulting Business)

The financial results of the Consulting Business for the fiscal year ended March 31, 2025 shows revenue of ¥26,209 million (up 18.0% year on year) and segment profit of ¥7,728 million (up 26.5% year on year), due to strong client demand. The Consulting Business was driven by projects supporting the introduction of SaaS core systems, the promotion of digital transformation, the launch of new services and the compliance with regulations for clients targeted by industry, mainly in the transportation, finance, information communication, retail, trading, and manufacturing industries. Project satisfaction remained high at 97 points.

On the hiring front, the Company added 73 mid-career recruits and 59 new graduates in the current fiscal year. The training for new graduates has been completed successfully, and they have started working on their project delivery. The number of consultants was 625 as of the end of March 2025.

All shares of SXF Inc., a consolidated subsidiary of SIGMAXYZ Inc., were transferred. Until now, financial results of SXF Inc. have been reported in the financial results of the Consulting Business. However, as a result of this share transfer, starting with the fiscal year ending March 31, 2026, SXF Inc. will be removed from the Company's scope of consolidation.

(Investment Business)

The financial results of the Investment Business for the fiscal year ended March 31, 2025 shows revenue of ¥263 million (down 23.7% compared to the previous fiscal year), and segment loss of ¥374 million (compared to a segment loss of ¥117 million in the previous fiscal year).

The only new investment during the fiscal year under review was approximately ¥500 million in Syuppin Co., Ltd. in April 2024. We recorded impairment losses on listed shares in the second quarter and on unlisted shares in the third quarter. By the end of the third quarter, the Company sold all shares of one investee company and recorded a gain on the sale.

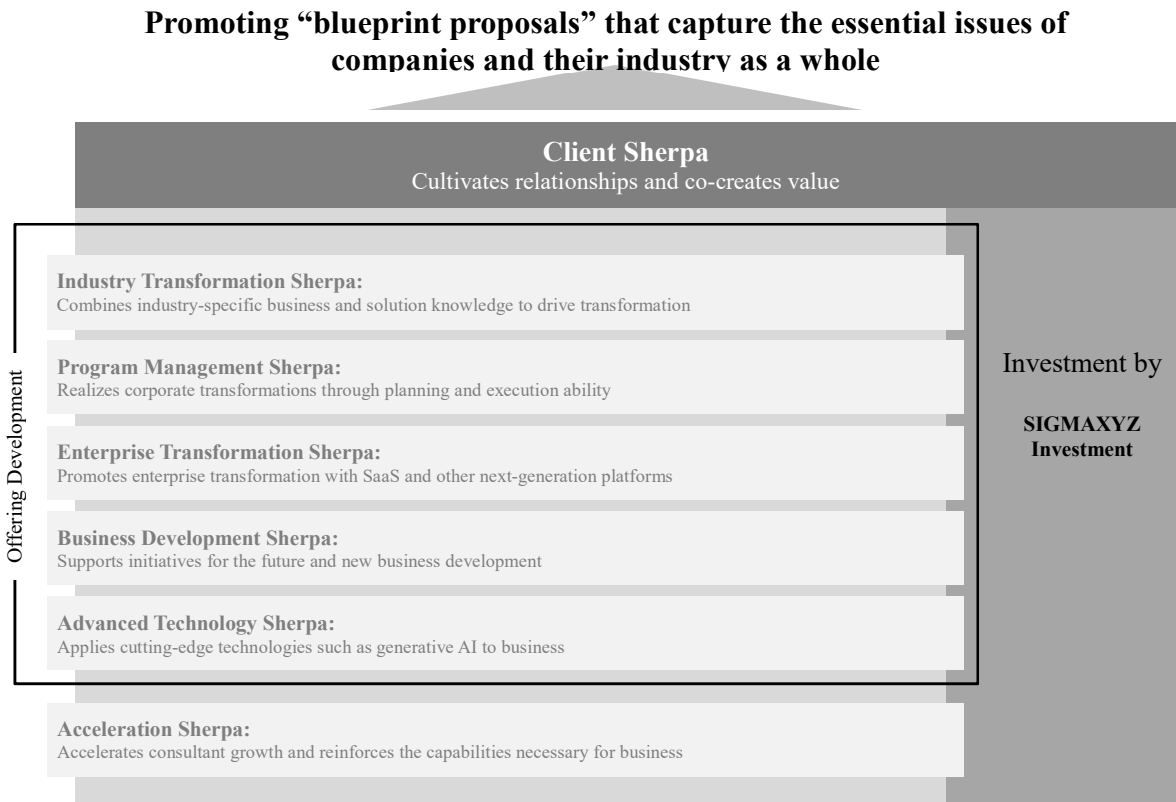
As a result, the cumulative investment balance as of March 31, 2025, including valuation differences, was approximately ¥3.7 billion.

SIGMAXYZ Group’s Business Operations Structure

During this fiscal year, the Group created value in a wide range of industries and companies and produced new markets and business to solve social issues.

In the consulting services, we have defined 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 had professionals with diverse skills who worked to solve corporate issues, create new value, and co-create new businesses and industries through collaboration among companies.

■ Business Operation System (as of April 2025)



* SIGMAXYZ Investment Inc. has suspended operations and is scheduled to be absorbed by the holding company in July 2025.

(Reference) Case Study

In the fiscal year ended March 31, 2025, the Group worked to build deeper relationships with clients and co-create value based on the concept of serving as a Sherpa*. This resulted in project satisfaction of 97, our highest level yet. The rate of repeat orders from our clients has continued to exceed 80% of revenue.

Below are several of the cases that we received client approval for disclosure.

- * Mountain people dwelling in the Himalayan region who serve as professional guides for mountain climbing. They carry baggage from the foot of the mountain with climbers, share in their risks, and accompany them from the summit back to the foot of the mountain.

■ Accounting operations and system standardization: Installation of SAP S/4HANA® Cloud Public Edition (ship-owning companies of Mitsui O.S.K. Lines Group)

SIGMAXYZ supported a project by MOL Information Systems to standardize accounting operations and systems through the installation of SAP S/4HANA® Cloud Public Edition for approximately 250 ship-owning companies in the MOL Group. Business processes were standardized using the Fit to Standard method, and interfaces with external systems were developed for additional operations that did not fit ERP. Clean core installation was completed according to the planned budget and timeframe (seven months).

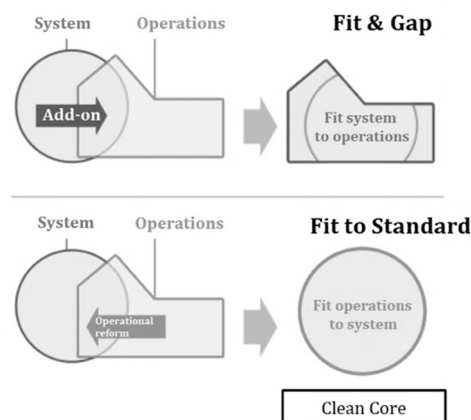


Based on SIGMAXYZ's installation experience, knowledge, and project promotion capabilities, we received the Project of the Year (excellence award) at the annual SAP Award of Excellence 2025 hosted by SAP Japan.

■ Use of SaaS to standardize core operations and data (Tokai Electronics)

Tokai Electronics completed simultaneous installation of the SaaS-based ERP SAP S/4HANA® Cloud Public Edition at its headquarters and two wholly-owned subsidiaries, TOKAI AUTOMATICS CO., LTD. and TOKAI TECHNO CENTER CO., LTD. in October 2024, in an effort to improve operational productivity and strengthen its management foundation. SIGMAXYZ supported this installation. Standardization of business processes and data was achieved through an approach to installation using the Fit to Standard method. Business functions that required changes or additions due to collaborations with business partners were developed side-by-side to achieve a “clean core” without adding on to ERP.

Currently, operations on the platform built through this initiative to speed up management decision-making are running stably. TOKAI ELECTRONICS is working to improve operational productivity in this new environment while utilizing standardized data for business and management.



■ **Business launch and product development support for XR glass manufacturer (NTT QONOO Devices)**

SIGMAXYZ supported the business launch and product development for NTT QONOO Devices, Inc., which aims to achieve a new era that integrates the real and the virtual through the development and popularization of XR glasses. NTT QONOO Devices was established in April 2023 as a joint venture between NTT QONOO, Inc. and Sharp Corporation. After its launch as a device manufacturer, the company has worked on planning and developing XR glasses as well as promotions and partner development, culminating in the release of MiRZA, XR glasses made in Japan for corporate customers and developers, as its first model in October 2024. They have also commenced development of a second model.

SIGMAXYZ leveraged its extensive knowledge in the XR field to provide broad support for NTT QONOO Devices establishment, the development of its business operation structure, product development, sales and promotion, and more.

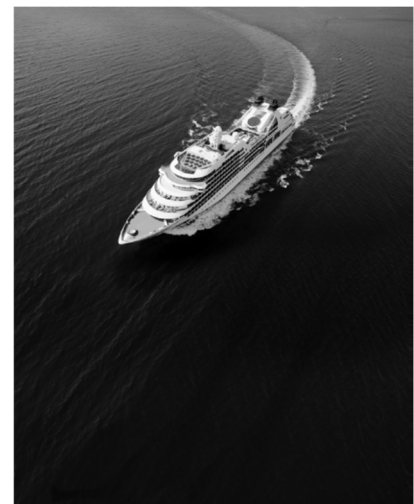


■ **Cruise business innovation program support (MOL Cruises)**

MOL Cruises, Ltd. launched the luxury class cruise ship MITSUI OCEAN FUJI in December 2024. This is the company's first new cruise ship in approximately 35 years. SIGMAXYZ provided support for the promotion of projects that included the design and implementation of onboard services, the development of onboard systems, securing and training onboard crew, and business profit management, and also served as PMO for the entire launch initiative, helping the cruise ship to the launch as scheduled.

MOL Cruises has doubled its business scale with the launch of MITSUI OCEAN FUJI and provides a replete cruise experience unique to Japan. The company has also announced plans to launch a sister ship in 2026.

(Image courtesy of MOL Cruises, Ltd.)



■ **Co-CIO Service: Organizational IT transformation support for advanced IT and digital utilization (MACNICA HOLDINGS)**

SIGMAXYZ has, through our Co-CIO Service, provided support for MACNICA HOLDINGS, INC. in its transformation into an organization of advanced IT and digital utilization.

MACNICA HOLDINGS is working to achieve Vision 2030, its long-term management vision, to serve as a "Service & Solution Company that continues to create new value by connecting the skills and knowledge of the world" through the expansion of its business using M&A and the development of new businesses, and is working to build a digital foundation through IT and DX strategies to support all of this.

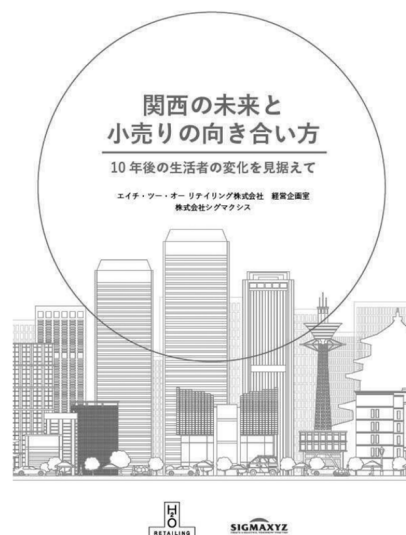
SIGMAXYZ has provided Co-CIO Service to the company's CIO and IT department since July 2021, comprehensively supporting its IT initiatives. As a Sherpa, we continue to accompany MACNICA HOLDINGS in helping to build IT governance schemes, IT strategies, and IT investment and cost management.



■ **Joint production and publication of white paper “The Future of Kansai and How Retail Should Respond” (H2O Retailing)**

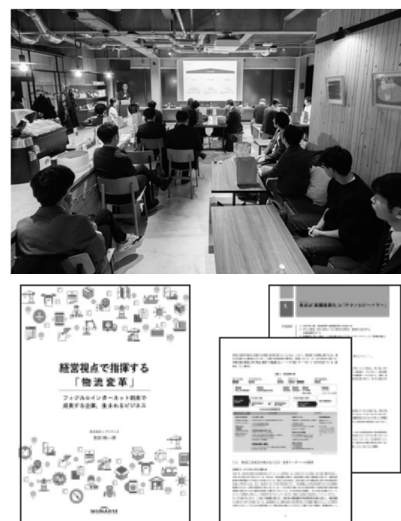
H2O Retailing Corporation and SIGMAXYZ jointly produced a white paper “The Future of Kansai and How Retail Should Respond,” a paper published on both companies’ websites on January 22, 2025, which analyzes and predicts the future of the Kansai area based on such statistical data as the national census and the national household structure survey, examines three challenges awaiting the retail industry, and makes recommendations on how to address these.

Through the publication of this white paper, H2O Retailing and SIGMAXYZ aim to promote partnerships with companies seeking to solve regional issues and improve purchasing power, contributing to the revitalization of the economy in the Kansai area and improving the satisfaction of residents.



■ **Collaboration between companies to co-create social value**
 ● **Initiatives for overall optimization of logistics**

SIGMAXYZ provides consulting services such as support for the sharing of logistics operations and systems among different companies, warehouse automation, and development of medium- to long-term plans for companies in the era of the physical internet. In 2019, we launched the Ecosystem Orchestration Network (ECO-OKE), Japan’s first community aimed at building the physical internet that brings together nearly 200 people, from students to managers in different industries, and regularly conducts discussions and information exchanges on logistics in the new era. In March 2025, we sorted the knowledge we have accumulated so far and published a white paper entitled “Leading Logistics and Supply Chain Innovation from a Management Perspective with a CLO/CSCO” as a guideline for building a new era of logistics. We also co-hosted the Global CLO Summit with the Institute of Global Production & Logistics at Waseda University. This created opportunities for lectures and exchanges among CLO workers from multiple companies.



- **Consortium for Future Innovation by Cultured Meat exhibits “Homemade Marbled Meat” at the Expo 2025 Osaka Kansai**

The Consortium for Future Innovation by Cultured Meat, in which the Graduate School of Engineering, The University of Osaka, Shimadzu Corporation, Itoham Yonekyu Holdings Inc., TOPPAN Holdings Inc., SIGMAXYZ Inc., and ZACROS Corporation participate as operating partners, exhibits actual cultured meat using 3D bioprinting technology and a meat maker (concept model) at the pavilion at the 2025 World Exposition in Osaka, Kansai, Japan (Expo 2025 Osaka Kansai). Through this exhibition, the Consortium for Future Innovation by Cultured Meat will work with the concept of changing meat from “something to buy at a store to something to make at home,” and will express the image of the “future kitchen” in which “everyone has a meat maker in their home that can create marbled steaks tailored to their individual health and preferences.” In this consortium, SIGMAXYZ promotes collaboration with companies and organizations that possess related technologies and know-how, while managing activity plans, progress, and issues, participating as a PMO to accelerate collaboration.

- **Establishment and Operation of the Japan Additive Manufacturing Society**

Osaka University Graduate School of Engineering, the University of Tokyo, and SIGMAXYZ established the Additive Manufacturing* (AM) Research Group in April 2022, to strengthen Japanese manufacturing by spreading AM technology throughout Japan using digital technology by developing AM academics and technology that go beyond the framework of industry, academia, government, or academic societies, and has held 11 committee seminars over three years, each with about 500 participants. In April 2025, the activities of this research group were transferred to the Japanese Institute of Additive Manufacturing, where they are working to strengthen further initiatives in cooperation with the Machine Parts and Tooling Industries Office of the Ministry of Economy, Trade and Industry. SIGMAXYZ continues to participate in planning and operations as a secretariat, as before, and actively shares information through contributions to the institute’s journal *AM Future* as well as speeches at seminars.

*Additive Manufacturing: Manufacturing using 3D printers



培養肉未来創造
コンソーシアム

Consortium for Future Innovation by Cultured Meat



2. Financing

The Company did not carry out any major fundraisings in the fiscal year under review.

3. Significant corporate restructuring, etc.

No applicable matters to report.

4. Issues to be addressed by the Corporate Group

We will promote our business in order to achieve our “Blueprint” toward the fiscal year ending March 31, 2030, which is the Group’s medium- to long-term growth vision.

Specifically, we will take following actions in the fiscal year ending March 31, 2026.

(1) Creating higher added value

- Realization of value co-creation with clients
- Improve consultant productivity through the use of advanced technologies, knowledge sharing, etc.

(2) Expansion of client base

- Deepening expertise and expanding areas in each industry
- Diversification of client segments

(3) Expand growth areas with competitive advantages

- Further growth in the SaaS/AI area

(4) Enhancement of value creation capabilities

- Strengthening hiring capabilities
- Accelerating skills development
- Forming alliances with external companies

(5) Leveraging capital for growth

- Absorb investment functions into the holding company, and consider M&A and business alliances for business growth

5. Property and profits or losses

(1) History of the Corporate Group's operating results and assets

Particulars		The 14th term	The 15th term	The 16th term	The 17th term (Fiscal year under review)
Revenue	(Millions of yen)	15,654	17,334	22,410	26,293
Operating profit	(Millions of yen)	2,759	3,235	4,232	5,638
Ordinary profit	(Millions of yen)	2,764	3,265	4,338	5,876
Profit attributable to owners of parent	(Millions of yen)	1,664	2,204	3,232	4,394
Profit per share	(Yen)	19.81	26.16	38.31	51.93
Total assets	(Millions of yen)	14,656	14,461	18,295	19,740
Net assets	(Millions of yen)	10,302	10,878	13,193	14,272

Notes: 1. The Company carried out two-for-one splits of its common stock, effective on April 1, 2022 and December 1, 2024, respectively. The figure for "Profit per share" was calculated on the assumption that the stock split was conducted at the beginning of the 14th term.

2. Profit per share is calculated based on the average number of shares outstanding during the period excluding treasury stock.

(2) History of the Company's operating results and assets

Particulars		The 14th term	The 15th term	The 16th term	The 17th term (Fiscal year under review)
Revenue	(Millions of yen)	9,632	5,833	5,226	7,554
Operating profit	(Millions of yen)	2,026	2,565	1,738	3,871
Ordinary profit	(Millions of yen)	2,099	2,612	1,823	4,161
Profit	(Millions of yen)	1,260	1,870	1,702	3,144
Profit per share	(Yen)	15.00	22.20	20.18	37.16
Total assets	(Millions of yen)	12,834	12,258	12,791	12,816
Net assets	(Millions of yen)	9,842	9,796	10,813	10,772

Notes: 1. The Company carried out two-for-one splits of its common stock, effective on April 1, 2022 and December 1, 2024, respectively. The figure for "Profit per share" was calculated on the assumption that the stock split was conducted at the beginning of the 14th term.

2. Profit per share is calculated based on the average number of shares outstanding during the period excluding treasury stock.

6. Primary business (as of March 31, 2025)

In the fiscal year under review, the Group created value in a wide range of industries and companies and created new markets and businesses that solve social issues.

In consulting service, 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 transform a management platform. We have professionals with diverse skills who worked to solve corporate issues, create new value, and co-create new businesses and industries through collaboration among companies.

7. Parent company and important subsidiaries

(1) Parent company

No applicable matters to report.

(2) Important subsidiaries

Company name	Share capital	Voting rights ratio	Primary business
SIGMAXYZ Inc.	¥200 million	100.0%	Consulting business
SIGMAXYZ Investment Inc.	¥425 million	100.0%	Investment business
SXD Inc.	¥25 million	100.0%	Information service business
SXF Inc.	¥30 million	100.0%	Agency service for electronic payment and others

Notes: 1. All shares of SXF Inc., a consolidated subsidiary of SIGMAXYZ Inc., were transferred as of April 1, 2025.

2. At the Board of Directors meeting held on May 8, 2025, the Company resolved to absorb and merge SIGMAXYZ Investment Inc., with the absorption merger scheduled for July 1, 2025.

II Status of the Company

Officers

(1) Directors (as of March 31, 2025)

Name	Position	Responsibility
Hiroshi Ota	Representative Director and President	
Shunichi Shibamura	Representative Director and Executive Vice President	
Shinya Tabata	Representative Director and CFO	
Sono Uchiyama	Director	Director in charge of Communication & Capability
Komei Yamaguchi	Director	
Makiko Yamamoto	Director	
Makiko Yoshida	Director	
Hiroshi Nakahara	Director (Audit & Supervisory Committee Member, full-time)	
Mitsuhiro Amitani	Director (Audit & Supervisory Committee Member)	
Mitsuru Komiyama	Director (Audit & Supervisory Committee Member)	

- Notes: 1. Directors Komei Yamaguchi, Makiko Yamamoto, and Makiko Yoshida are outside Directors.
2. Directors Hiroshi Nakahara, Mitsuhiro Amitani, and Mitsuru Komiyama are outside Directors who are Audit & Supervisory Committee Members.
3. The Company has selected Hiroshi Nakahara as a full-time Audit & Supervisory Committee Member in order to improve the effectiveness of audits and reinforce auditing and supervising functions through enhanced information-gathering and adequate collaboration with its internal control and other sections.
4. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Komei Yamaguchi, Makiko Yamamoto, and Makiko Yoshida, who are outside Directors, and Hiroshi Nakahara, Mitsuhiro Amitani, and Mitsuru Komiyama, who are Audit & Supervisory Committee Members, have been appointed as independent officers as provided for by the aforementioned exchange.
5. The Company has entered into a Directors and Officers (D&O) liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph (1) of the Companies Act. The scope of the insured under the said insurance contract includes directors and officers of the Company and its subsidiaries, and the insured does not bear the relevant premiums. Said insurance contract will cover the insured's damages and legal expenses.

(2) Director's remuneration, etc.

1. Policy and others on determining details of officer's remuneration, etc.

The Company has determined and resolved its policy on details of individual remuneration, etc. for Directors (excluding Directors who are Audit & Supervisory Committee Members; the same applies hereinafter) as below at the Board of Directors meetings held on March 25 and April 22, 2021, and May 22, 2025. Furthermore, the Board of Directors has deemed that this is in line with the policy on determining remuneration, etc. as it was decided after deliberations at the Remuneration Committee concerning individual remuneration, etc. for Directors in the fiscal year under review.

- (i) Policy on determining details of individual remuneration, etc. for Directors
While setting monetary remuneration as fixed remuneration, the Company shall determine individual remuneration through comprehensive consideration of a Director's position, responsibilities, its operating results and so forth with the aim of securing management personnel and enhancing its corporate value in the medium to long term.
- (ii) Policy on determining the details of performance indicators and the calculation method for working out the amount or number for performance-linked remuneration and so forth if there is any performance-linked remuneration, etc.
A trust set by the Company shall acquire the Company's shares, determine the number of points to be granted to each Director based on the following method, and allot the Company's shares equivalent to the points to Directors who execute operations. No new additional trust shall be established while the remuneration plan associated with restricted shares is in place.
 - i) Indicators
 - a. Consolidated revenue less project outsourcing expenses and outflow cost (weight: 50%)
 - b. Consolidated ordinary profit (weight: 25%)
 - c. Net Satisfaction Index (weight: 25%)
 - ii) Calculation method
Standard number of points granted \times Performance achievement rate
Maximum points granted: Standard number of points granted \times 150%
There will be no allotment if the achievement rate is less than 75%.
- (iii) Determined policy on details of non-monetary remuneration and so forth and the amount or number, or the calculation method if there is any non-monetary remuneration, etc.
 - i) Non-monetary remuneration shall be performance-linked share-based remuneration as defined in (ii) and ii) share-based remuneration with restricted shares, which can be determined through comprehensive consideration of a Director's position, responsibilities and so forth.
- (iv) Policy on determining the ratio of (i), (ii), and (iii) about individual remuneration, etc. for Directors
 - i) Directors who execute operations
It 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 a Director's position and responsibilities.
 - ii) Outside Directors
It shall be composed of monetary 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 a Director's responsibilities.
- (v) Policy on determining the timing or conditions to grant the remuneration, etc.
 - i) Monetary remuneration
Every month
 - ii) Share-based remuneration
 - a. Performance-linked share-based remuneration: Points to be granted on June 20 every year
(No new additional trust shall be established while the remuneration plan for share-based remuneration with restricted shares is in place.)
 - b. Share-based remuneration with restricted shares: To be resolved at Board of Directors meetings (Share-based remuneration with restricted shares: Within one month after the conclusion of the General Meeting of Shareholders)

- (vi) Matters related to the delegation of authority pertaining to the determination of individual remuneration, etc. for Directors

Within the limits of the above policies and the maximum amount of remuneration decided at the General Meeting of Shareholders, the Board of Directors shall delegate the authority to determine the calculation method for the remuneration etc., and the authority to determine the amount of individual remuneration to the Remuneration Committee. Matters for decision shall be determined by the committee chair, who is selected from independent outside Directors after discussions among the committee members, and be reported to the Board of Directors.

<Structure of the Remuneration Committee>

Committee chair Hiroshi Nakahara, Independent Outside Director (Audit & Supervisory Committee Member)

Committee member Hiroshi Ota, Representative Director and President

Committee member Mitsuhiro Amitani, Independent Outside Director (Audit & Supervisory Committee Member)

2. Total amount of the remuneration, etc. for the fiscal year under review

Officer type	Total amount of the remuneration (Thousands of yen)	Total amount of remuneration by type (Thousands of yen)			Number of relevant officers
		Monetary remuneration	Performance-linked share-based remuneration	Share-based remuneration with restricted shares	
Directors (excluding Audit & Supervisory Committee Members) (of which, outside Directors)	453,728 (39,000)	277,398 (39,000)	11,464 (-)	164,865 (-)	9 (4)
Director (Audit & Supervisory Committee Member) (of which, outside Directors)	59,550 (59,550)	59,550 (59,550)	- (-)	- (-)	5 (5)
Total (of which, outside Directors)	513,278 (98,550)	336,948 (98,550)	11,464 (-)	164,865 (-)	14 (9)

- Notes: 1. Remuneration for Directors who execute operations consists of monetary remuneration (not performance-linked) and two types of share-based remuneration of a. performance-linked share-based remuneration (performance-linked) and b. share-based remuneration with restricted shares (not performance-linked), while remuneration for outside Directors is monetary remuneration only (not performance-linked) with consideration given to their independent position unaffected by corporate performance.
2. Basic indicators for performance-linked remuneration are consolidated revenue less project outsourcing expenses and outflow cost, consolidated ordinary profit, and NSI (Net Satisfaction Index: Indexed scores from 0 to 100, with 100 being the best and 0 the lowest, based on the ratings from client surveys evaluating project satisfaction). 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 NSI, which is an evaluation indicator of client satisfaction, is an important indicator for continuing and expanding the services going forward.
3. Share-based remuneration for Directors who execute operations is calculated by multiplying the base number of shares by the achievement rate of performance evaluation indicators (there is no share-based remuneration if the achievement rate is less than 75%; the maximum rate is 150%).
4. Targets and actual results of the indicators for performance-linked remuneration for the fiscal year ended March 31, 2025 are as follows.
Consolidated revenue less project outsourcing expenses and outflow cost: Target ¥16,770 million / Actual result ¥17,210 million
Consolidated Ordinary profit: Target ¥3,850 million / Actual result ¥4,338 million
NSI: Target 90 / Actual result 93
5. The date of resolution at the General Meeting of Shareholders on the monetary remuneration for the Company's Directors was June 24, 2021. Then the amount of the monetary remuneration for Directors (excluding those who are Audit & Supervisory Committee Members) was resolved to be no more than ¥500 million per year (of which, no more than ¥60 million per year for outside Directors). The amount of remuneration for Directors (excluding those who are Audit & Supervisory Committee Members) does not include any employee salaries for Directors who serve concurrently as employees. As of the closure of this Annual General Meeting of Shareholders, the number of Directors (excluding those who are Audit & Supervisory Committee Members) is ten (of which, four are outside Directors). The date of resolution at the General Meeting of Shareholders on remuneration for Directors who are Audit & Supervisory Committee Members was June 26, 2019. The amount of monetary remuneration for Directors who are Audit & Supervisory Committee Members was resolved there to be no more than ¥60 million per year. As of the closure of this Annual General Meeting of Shareholders, the number of Directors who are Audit & Supervisory Committee Members is three (of which, three are outside Directors). The date of resolution at the General Meeting of Shareholders on the share-based remuneration for the Company's Directors was June 24, 2021, when it was resolved that monetary remuneration claims of up to ¥400 million per year to Directors (excluding those who are Audit & Supervisory Committee Members and Outside Directors, hereinafter referred to as "Eligible Directors") as remuneration, etc. for the allotment of restricted shares be granted. As of the closure of this Annual General Meeting of Shareholders, the number of Eligible Directors who execute operations is six.
6. The Board of Directors delegates the authority to determine the calculation method for the remuneration etc., and the authority to determine the amount of individual remuneration to the Remuneration Committee (Committee chair: Hiroshi Nakahara, Audit & Supervisory Committee Member and independent outside Director / Committee members: Hiroshi Ota, Representative Director and President, Mitsuhiro Amitani, Audit & Supervisory Committee Member and independent outside Director). The reason for delegating the authority to determine the calculation method for the remuneration etc., and the authority to determine the amount of individual remuneration to the Remuneration Committee is that the Company can secure objectivity and transparency by leaving a decision to the Remuneration Committee, in which independent outside Directors constitute the majority (and the committee chair is also an independent outside Director).

- Amounts in this report are rounded down to the specified unit.

Consolidated Financial Statements

Consolidated Balance Sheet (As of March 31, 2025)

(Thousands of yen)

Item	Amount	Item	Amount
Assets		Liabilities	
Current assets	14,073,977	Current liabilities	4,781,485
Cash and deposits	6,945,511	Accounts payable - trade	513,108
Notes and accounts receivable - trade, and contract assets	2,949,592	Accounts payable - other	1,372,260
Operational investment securities	3,797,562	Income taxes payable	1,238,732
Other	381,310	Allowance for bonuses	898,300
Non-current assets	5,666,852	Provision for share awards	497,176
Property, plant and equipment	575,020	Other	261,906
Buildings	375,270	Non-current liabilities	687,307
Other	199,749	Lease liabilities	16,262
Intangible assets	324,597	Provision for share awards	329,981
Software	244,887	Provision for share awards for directors (and other officers)	75,789
Software in progress	75,024	Asset retirement obligations	187,132
Other	4,685	Other	78,140
Investments and other assets	4,767,235	Total liabilities	5,468,792
Investment securities	3,024,643	Net assets	
Deferred tax assets	756,416	Shareholders' equity	14,239,304
Other	986,175	Share capital	3,000,000
		Capital surplus	2,516,524
		Retained earnings	12,486,582
		Treasury shares	(3,763,801)
		Accumulated other comprehensive income	32,732
		Valuation difference on available-for-sale securities	32,732
		Total net assets	14,272,037
Total assets	19,740,830	Total liabilities and net assets	19,740,830

Consolidated Statement of Income (From April 1, 2024 to March 31, 2025)

(Thousands of yen)

Item	Amount	
Revenue		26,293,590
Cost of revenue		14,561,835
Gross profit		11,731,755
Selling, general and administrative expenses		6,092,836
Operating profit		5,638,918
Non-operating income		
Interest income	3,171	
Gain on sale of investment securities	204,888	
Miscellaneous income	47,882	255,942
Non-operating expenses		
Interest expenses	578	
Commission for purchase of treasury shares	4,523	
Non-deductible consumption tax, etc.	7,413	
Loss on investment securities	4,957	
Miscellaneous losses	486	17,957
Ordinary profit		5,876,902
Extraordinary income		
Gain on sale of non-current assets	935	935
Extraordinary losses		
Loss on retirement of non-current assets	57,520	
Other	770	58,291
Profit before income taxes		5,819,546
Income taxes - current	1,707,300	
Income taxes - deferred	(282,416)	1,424,883
Profit		4,394,662
Profit attributable to owners of parent		4,394,662

Sustainability

Top Commitment

The Group believes that the value of a company is a synthesis of financial and non-financial value, and place 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 “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 value co-creators 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 we are progressing with various initiatives.

We will continue to achieve high governance and all group employees will strive to solve social issues through value co-creation activities based on collaboration that combines diverse human assets, knowledge, capabilities, and technology.

Hiroshi Ota, Representative Director and President

Human Assets Policy (Established in March 2023)

Employees are human assets, not human resource

The growth and value creation of employees is the source of the organization’s growth. In other words, employees are assets.

SIGMAXYZ Group aims to establish a work environment where diverse human assets can demonstrate their abilities with high motivation, and work on value creation in their own way, while growing sustainably.

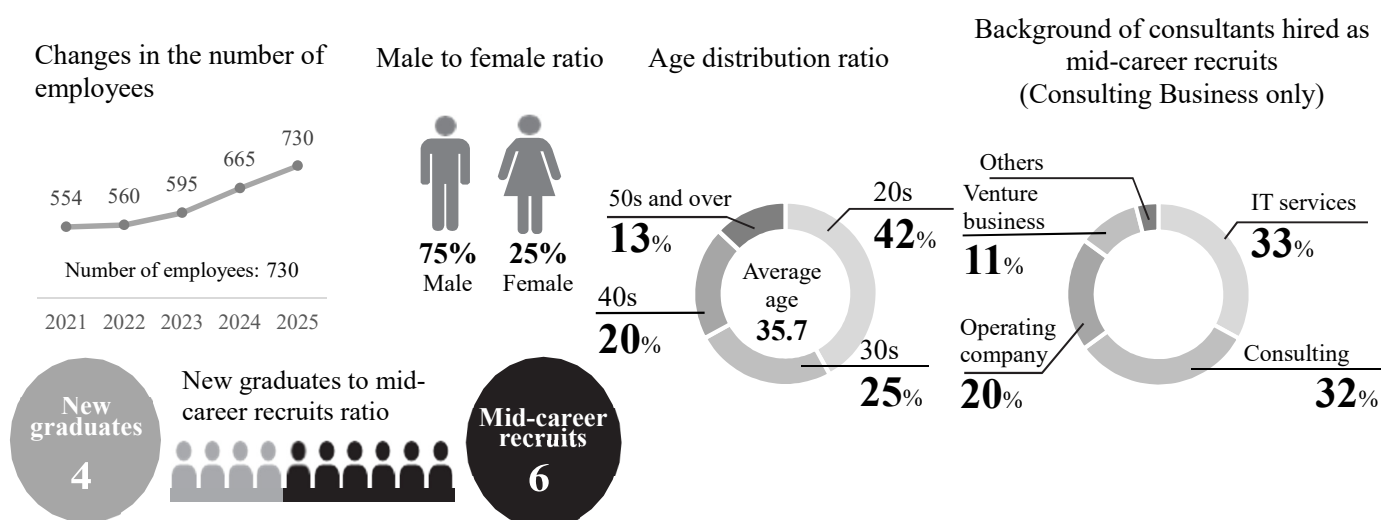


Creating an environment where human assets with diverse personalities can create value with vitality

SIGMAXYZ Group believes that value co-creators 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. Therefore, we have defined our work style as "Professional & Collaboration," and pursue 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.

Specifically, we implement a variety of initiatives such as consultant skill development through capability development frameworks and learning programs, developing environments that support value co-creation such as digital and mobile workplaces and free-address offices, and enhancing benefits and health management programs. This environment allows human assets with diverse personalities to come together and work on efforts aimed at growth as professionals while maintaining life-work balance.

Changes in the number of employees and the details (as of the end of March 2025, consolidated)



	Results for fiscal year ended March 31, 2023	Results for fiscal year ended March 31, 2024	Results for fiscal year ended March 31, 2025
Proportion of women in management positions	50 (20%)	54 (21%)	54 (21%)
Proportion of mid-career personnel recruited in management positions	202 (82%)	217 (82%)	209 (80%)
Proportion of foreigners in management positions	1 (0.4%)	1 (0.4%)	3 (1.3%)
Proportion of employees taking childcare leave, etc.*	53%	50%	100%
Gender pay gap (SIGMAXYZ Inc. only)**	73%	79%	77%

* The proportion of employees taking childcare leave, etc. for the fiscal year ended March 31, 2024 temporarily decreased due to high ratio of eligible employees taking maternity leave.

** The criteria for determining class and pay are the same for both men and women.

Each of the indicators above is calculated based on the provisions of the Act on the Welfare of Workers Who Take Care of Children or Other Family Members Including Child Care and Family Care Leave and the Act on the Promotion of Women's Active Engagement in Professional Life.

For details on our initiatives for human assets, visit <https://www.sigmaxyz.com/en/company/hc.html>

Environmental and Climate Change Initiatives

- In addition to our own initiatives, the Group contributes through collaboration with partners through business efforts such as promoting corporate transformation.
 - SIGMAXYZ Inc. participates in the “Working Group (WG) on Carbon Neutrality” of the Japan Association of New Economy.
 - Energy analysts and consultants specializing in decarbonization proactively share information through book writing, journal contributions, media interviews, and seminar presentations.



GX Business Creation and Entry Strategy

Author: SIGMAXYZ (Published by Nikkei BP)
Published in April 2025

- The entire SIGMAXYZ Group is promoting efforts to go paperless for internal communication. In addition, we have completely eliminated the provision of beverages bottled in plastics within our premises, have fully switched ceiling lighting to LED lighting, and have switched from clear plastic folders to paper folders. We have procured FIT Non-Fossil Certificates at our headquarters and distributed their environmental value according to the electricity usage of other offices, meaning all of our offices can be deemed as using electricity derived from renewable energy sources, and are otherwise working to reduce our environmental impact. Our environment-related KPIs are as follows.

	Results for fiscal year ended March 31, 2023	Results for fiscal year ended March 31, 2024	Results for fiscal year ended March 31, 2025	Targets for fiscal year ending March 31, 2051
Greenhouse gas emissions (Scope 1 and 2)	127.91t	61.09t	26.79t	Net zero

	Results for fiscal year ended March 31, 2023	Results for fiscal year ended March 31, 2024	Results for fiscal year ended March 31, 2025
Electricity usage*1	180,590kWh	160,260kWh	226,238kWh
Renewable energy procured*2	—	83,333kWh	302,107kWh
Paper usage*3	1,360Kg	1,300Kg	1,380Kg
Waste*3	6,021Kg	6,021Kg	6,188Kg
Amount recycled*4	2,480Kg	2,880Kg	2,890Kg

*1 Headquarters, Harajuku office, and Kamiyacho Training Center

*2 FIT Non-Fossil Certificates

*3 Headquarters only

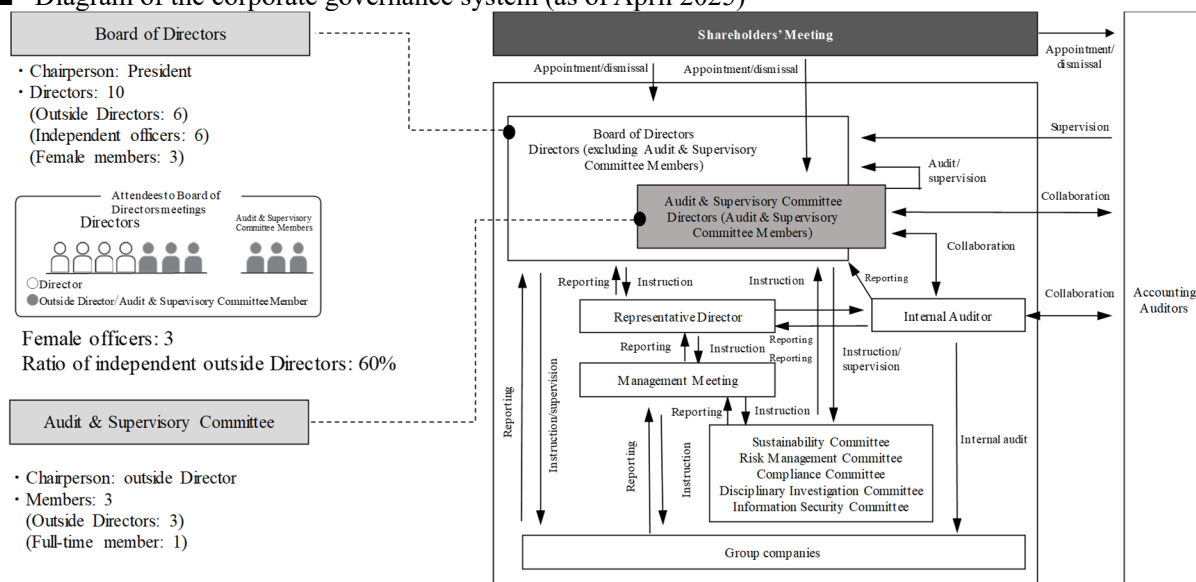
*4 Headquarters and Harajuku office

For details about our sustainability and environmental and climate change initiatives, please visit
<https://www.sigmaxyz.com/en/company/sdgsesg.html>

Corporate Governance System

We have adopted the following system based on the belief that, in order to further enhance our corporate governance framework, 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.

■ Diagram of the corporate governance system (as of April 2025)



	Results for fiscal year ended March 31, 2023	Results for fiscal year ended March 31, 2024	Results for fiscal year ended March 31, 2025
Number of Directors	13	12	10
Number of Outside Directors	7	7	6
Number of Independent Officers	7	7	6
Number of Female Directors	2	3	3
Number of Audit & Supervisory Committee Members	3	3	3

How to Confirm General Meeting of Shareholders' Content / Information about Accepting Questions in Advance

The General Meeting of Shareholders' documents are provided via posting to websites following the implementation of the electronic provision system under the revised Companies Act. Please access the link in this notice to confirm the details.



Easily view the convocation notice or exercise your voting rights from a computer or smartphone
The main content can be viewed on a computer or smartphone.
<https://p.sokai.jp/6088/> (in Japanese)



Information about accepting questions in advance

Regarding matters to be reported and matters to be resolved at the 17th Annual General Meeting of Shareholders, we will accept questions and comments in advance from our shareholders via the inquiry form on the Company's website. Please note that there is a limit of two questions and comments per person.

We will post answers on the Company's website regarding questions and comments that were sent by many shareholders.

Reception period:
Tuesday, June 3, 2025,
10:00 a.m. to Tuesday,
June 10, 2025, 6:00 p.m.
(JST)

Feedback and question form
https://www.sigmaxyz.com/form/ja/agree_01.html (in Japanese)



Response to preliminary questions

Scheduled to be released at 10:00 a.m. on Tuesday, June 17, 2025 (JST)

Video Streaming of the Business Report

Video Streaming of the General Meeting of Shareholders

Scheduled to be released at 10:00 a.m. on Thursday, July 3, 2025 (JST)

Videos will be streamed on the Company's website:
<https://www.sigmaxyz.com/ja/ir.html>



General Meeting of Shareholders Venue Information

Trust City Conference Kamiyacho
4-1-1 Toranomon, Minato-ku, Tokyo, Japan
Tokyo World Gate
(Kamiyacho Trust Tower) 2nd floor
Tel. +81-3-5208-1210 (main switchboard)



NAVITIME

出発地から株主総会会場までスマートフォンがご案内します。下図を読み取りください。

