

A Conversation with the President and Outside Directors



Akio Sugihara
Former Outside Director/Independent Officer
(Audit & Supervisory Committee Member)

Akio Sugihara became an Outside Director (Audit & Supervisory Committee Member) in June 2015. In June 2024, he became the Chair of the Personnel Committee, in which role he devoted himself to strengthening corporate governance. In June 2025, he retired as Outside Director (Audit & Supervisory Committee Member).



Takaharu Yai
President, Chief Executive Officer

Takaharu Yai leads the management as President while joining the Personnel Committee. He has held the current position since April 2024.



Koji Taira
Outside Director/Independent Officer
(Audit & Supervisory Committee Member)

Koji Taira holds key posts in Toshiba Tec Corporation and TD Payment Corporation. In June 2025, he became an Outside Director (Audit & Supervisory Committee Member) and joined the Personnel Committee.

Current and Former Outside Directors and the President Discuss Progress in Governance Enhancement and TechMatrix’s Future Outlook

A conversation was held among three persons: Director Taira who was newly appointed as Outside Director (Audit & Supervisory Committee Member) on June 27, 2025; former Director Sugihara, who retired as an Outside Director (Audit & Supervisory Committee Member) on the same day; and President Takaharu Yai. This conversation covered topics such as “the roles that a newly appointed Outside Director perceives for himself” and “efforts to strengthen governance through the Personnel Committee.” Additionally, opinions were exchanged from various perspectives regarding “the challenges facing TechMatrix and its future vision,” and multifaceted insights were shared.

— I would like to ask the newly appointed Outside Director, Director Taira.
How do you feel about your role and aspirations?

Taira I am Taira, recently appointed as Outside Director. Let me share the impression of TechMatrix that I felt upon accepting office. It was a very positive impression. I knew that TechMatrix was a growing company with revenue increased for the 23rd consecutive year and profit increase for the 11th

consecutive year. I knew that the percentage of recurring revenue was high, suggesting a stable management foundation. I also felt that the company, with its highly distinctive corporate group, has excellent future prospects. I was also impressed by how TechMatrix upgraded the rolling

targets in Medium-Term Management Plan at the end of the first year of the plan. I felt honored to be an Outside Director of such an outstanding company.

I have worked for many years at Toshiba TEC Corporation, a company that delivers data application solutions to clients in the retail distribution industry, food service industry, and other sectors. Over those years, I have gained far-ranging experience and knowledge in the frontlines of sales, product development, and marketing. As a manager, I have engaged in strategic planning, strategy execution, and new business development. In other words, I identify with the perspectives of both frontline workers and management, putting me in good stead to help TechMatrix increase its corporate value.

I’ve only attended a few Board of Directors meetings, but my impression so far has been positive. The board members have



formidable experience and are active in a number of fields. Meetings have an open atmosphere conducive to discussion and raising questions. I feel there is very little distance, and I mean that in a good sense.

— I would like to ask former Director Sugihara, who recently retired as an Outside Director.
How do you review the first year under the new Yai administration?

Sugihara The previous fiscal year saw the start of Yai’s leadership and the start of a new Medium-Term Management Plan. During that year, I was of course monitoring and supervising the management as a member of the Audit & Supervisory Committee, but above all, my primary focus was to firmly support the launch of the new Yai administration and get it on track. On that score, I feel delighted that the company maintained strong performance during that year. For a number of years prior, the Personnel Committee was preparing for a leadership succession and deliberating on how to choose a successor and how the handover should be accomplished. Ultimately, the succession was open and fair. Because the ground for succession had been well prepared, no one hesitated in throwing their weight behind the new leadership. Unsurprisingly, the atmosphere of meetings has changed with Yai taking over as board chair. There is a warm and fresh vibe, and in this we are seeing Yai’s leadership style emerge, in a good way.



Moreover, with current performance progressing favorably, we were able to thoroughly advance discussions focused on the future rather than on the minute details of business progress. I believe it was very worthy year. On the topic of new business development, for instance, we’d discussed what issues needed to be addressed, gaining greater clarity on how to proceed. Furthermore, regarding the largest overseas M&A to date, we actively engaged in discussions at the Board of Directors meeting and laid the groundwork for the future, including the future management structure (global governance).

Regarding the governance structure, we have worked to enhance the functions of the Personnel Committee and, as a whole Board of Directors, have welcomed three new Outside Directors, including Ms. Taira. I feel that I was able to leave a foundation that could be handed over with peace of mind.

Yai Yes, that’s true. I really appreciate the amazing support I have received from the Outside Directors, including the three persons who retire this time. I also feel very encouraged by the three newly appointed Outside Directors, with their formidable career histories and personal attributes. TechMatrix has never had such an amazing group of members.

Outside Directors have always been good at highlighting issues and asking questions from an impartial and big-picture viewpoint. In each case, they have prompted me to reconsider the matter in question and refine my ideas about business. Likewise, I want you, Mr. Taira, to never hold back in expressing your opinions to me. In particular, strengthening the solution field through Business know-how and data

A Conversation with the President and Outside Directors

utilization is one of the themes I am most eager to tackle. We have plenty to learn when it comes to B2C data services in particular. In this area, I look forward to you

advising us on what the issues are and how we can address them.

—Please explain the background and purpose behind strengthening the governance of the Personnel Committee.

Sugihara TechMatrix established the Personnel Committee to deliberate and advise the Board of Directors on the appointment and dismissal of Directors and on criteria for matters related to Directors and other relevant personnel. It has already been mentioned that the Personnel Committee had led leadership succession planning in the years running up to the change in President last year. In conjunction with the transition in leadership, the Personnel Committee changed in some ways too. The purpose of the changes is to lay the groundwork for the future team and then manage the transition. Specifically, the committee membership has increased from three (two Outside Directors and one Internal Director) to four members (three Outside Directors and one Internal Director) and is now chaired by an Outside Director,

having been previously chaired by the President. That is how I became the Chair of the committee during the past year. The Personnel Committee worked to establish a sustainable framework for the future, including establishment of standards for Director terms, selection and development of the next-generation management team, and selection of candidates for success Outside Directors (preparation of a long list), including appointment of new female Director candidates. Having an Outside Director chair the meetings has made proposals and discussions more open. As I said earlier, the committee has also delivered great success in terms of the appointment of the new Outside Directors. The long list it formed, leveraging a number of relationships and networks, will surely prove a valuable asset in the future.

Strengthening the Governance System of the Personnel Committee

■ June 2024 Change in Personnel Committee’s membership and chair

Membership: 4 (3 Outside Directors, 1 Internal Director) Chair: Outside Director

Membership (–May 2024)	Membership (June 2024–)	Membership (June 2025–)
Takaharu Yai (Chair) Ken Takayama Ryota Miura	Akio Sugihara (Chair) Ken Takayama Ryota Miura Takaharu Yai	Hideyuki Sasaki (Chair) Hiroaki Yasutake Koji Taira Takaharu Yai

Matters discussed by
the Personnel Committee

- ▶ Establishing standards for directorship terms
 - ▶ Selecting and developing the next-generation management team
 - ▶ Selection of candidates to success Outside Directors (preparation of a long list)
- * Including the appointment of new female Director candidates

Yai We did accomplish a smooth transfer to Mr. Taira and the other new members. From a management perspective, though, a key task going forward is to select and nurture the next-generation management team. As the company proceeds with transforming its business portfolio, it will need to clarify the personal qualities that make a person suitable for top management, the skills and abilities that are required, how to nurture and uncover such talent, and how to increase the ratio of women in management positions and improve diversity in management. These are among the host of issues that must be considered.

Taira I am by no means an HR professional, but I do have experience in networking and building professional relationships. I hope to further enhance the long list that has been passed on to me. Furthermore, considering future business directions and challenges, I would like to deepen discussions with other members regarding what kind of human resources are needed to secure the next-generation management team and candidates for Outside Directors.

—How do you perceive the challenges faced by TechMatrix?

Sugihara The Board of Directors seems to be functioning well, and I can’t think of anything in particular to criticize about the executive structure headed by President Yai. The business divisions are now coming up with a host of potential investments, and a process is in place to rigorously vet the proposals and submit them for deliberation. As well as delivering excellent performance in the immediate term, TechMatrix is set to step up even further in its business portfolio, having locked on to evergreen fields where it can play a positive role in addressing social issues.

If I had to nitpick, I’d say that the corporate-level functions are a little weak. That might be because the management’s strategy has tended to focus on the business division side. Clearly, the corporate group’s overall growth is a result of the corporate and business levels both functioning dynamically and autonomously. I am not, therefore, suggesting that stronger corporate-level functions mean better outcomes. I would say, though, that the corporate-level functions should be enhanced somewhat in order to unlock greater business growth.

Yai I agree with you. If the corporate-level functions can rally together the strengths of each business division, new value will emerge. When it comes to function-specific strategies, such as a financial strategy or HR strategy, we need to take a group-wide perspective to optimize cash allocations, business portfolio management, and talent management and improve standards even further. It is particularly important to meet investors’ increasingly stringent expectations on cost of capital. That will be a big priority.

Taira In the company I’ve worked for, the weight is placed more on the corporate-level functions. I can therefore speak with some authority about the advantages and disadvantages of such. I definitely agree that corporate-level functions can sometimes be too powerful, causing harm in some cases. It depends on the scale of the company; but in TechMatrix’s case, I would say that you should bolster the corporate-level functions as far as necessary without compromising what makes TechMatrix great. As was alluded to earlier, rather than having a situation where investment budgets are allocated by the corporate side to the business division, you have a situation where the business division side proactively submit investment proposals and budgets are allocated as needed. This approach has added dynamism to your organization as a whole. However, as your company increases in scale, it will



become increasingly important, in addition to presenting growth strategies to external stakeholders, to consider both a bottom-up and top-down perspective in determining how to allocate budgets over the medium and long term. You need to find the right balance.

Sugihara This is a bit of a subtopic, but if I was to mention a further challenge, it would be the tradeoff between standardization and customization in the services you deliver to customers. Standardized services obviously enable greater efficiency, but you will always have customers who require a level of customization. The Board of Directors often has to deliberate over how far to meet customization requests and what extra fees should be added in such case. As the business scales up in the future, where should the line be drawn? What do you think, Mr. Taira?

Taira I felt the same concern in regard to services like as digital-transformation services for food service operators. You have to consider the upsides and downsides of each case. To go into detail a little, the level of customer requirements will depend on the nature of the service, the attributes of the client, and on scale, so there is no clear-cut answer. I would say, though, that there is still more to be done at a workplace level when it comes to digital and AI applications. It will be important to include in your service proposals content that helps the client with acclimatization and improving business processes so that both parties can operate more efficiently.

Yai Mr. Taira, in addition to monitoring our overarching strategy and investment leads, I would greatly appreciate your continued advice on such business-level matters, drawing upon your professional experience. Mr. Sugihara, I am grateful to you, too, for the valuable support you have given over many years. I hope that, as a former board member, you will continue to keep a watchful eye over our company.

Corporate Governance

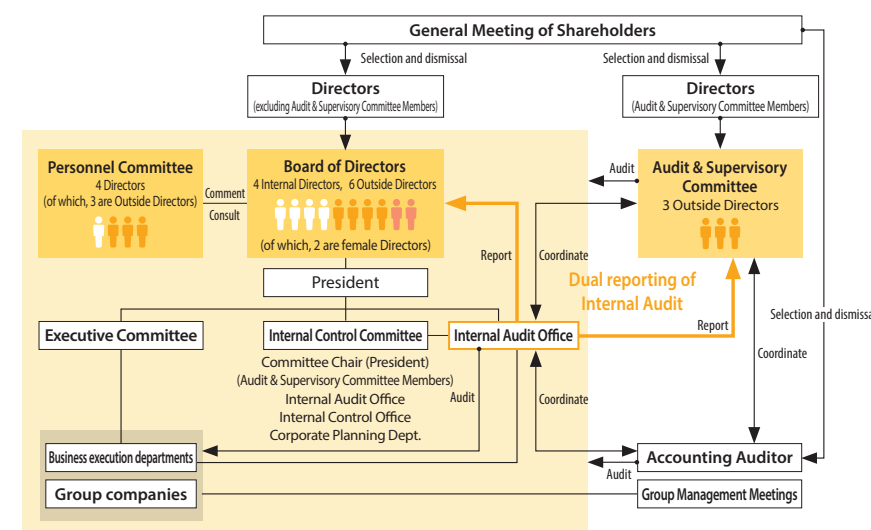
Basic Policy

The Company views increasing its corporate value as a top priority, and strives to maintain and enhance its competitiveness, as well as maximize the added value it can provide to customers. To this end, the Company believes that enhancing management transparency and improving management efficiency to enable strategic and speedy management decision-making are the foundations of corporate governance. Based on this basic policy, since it was listed on the First Section of the Tokyo Stock Exchange in 2013, the Company is working to realize a highly transparent management structure through the participation of Outside Directors and to conduct management decision-making and rapid and appropriate business execution through the separation of management decision-making and the supervision of business execution from the business execution system. The Company is also striving to realize adequate supervision and auditing of management and business execution. Moreover, the Company also believes that measures to strengthen compliance are an important priority for fulfilling its responsibilities as a corporate citizen.

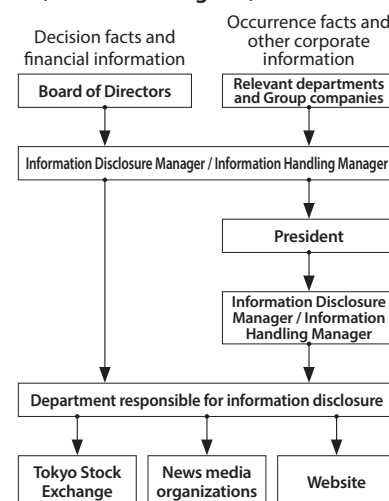
Evolving governance

[illegible]

■ Corporate Governance System (As of August 31, 2025)



Timely Disclosure System (Schematic Diagram)

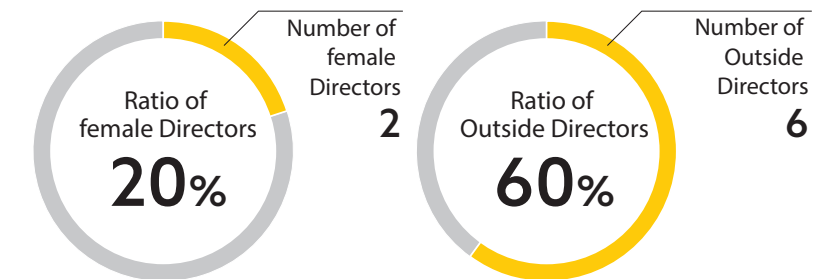


- Board of Directors (meets 13 times a year)

Outside Directors have been invited to join the Board of Directors in order to strengthen its supervisory functions. It consists of 10 members, including 6 Outside Directors. The Board of Directors holds regular meetings once a month and extraordinary meetings as necessary.

Main deliberations at the Board of Directors

- Issues related to Medium- to Long-Term Management Strategy
- Issues related to the nomination and remuneration of Directors
- Issues related to surplus and dividend policies
- Issues related to M&As and business alliance
- Issues related to new business
- Issues related to shareholder engagement
- Issues related to audit and internal control
- Issues related to the evaluation of the effectiveness of the Board of Directors
- Issues related to sustainability, etc.



* As of August 31, 2025

- **Audit & Supervisory Committee** (meets 13 times a year)

The Audit & Supervisory Committee comprises one Full-time Audit & Supervisory Committee Member and two Part-time Audit & Supervisory Committee Members. Regular Audit & Supervisory Committee meetings are held once a month and extraordinary Audit & Supervisory Committee meetings are held as necessary.

Activities	Specific details
Audit & Supervisory Committee	Meetings held 13 times a year (issues related to the execution of duties by Directors, audit of conflicts of interest, and other items)
Three types of audits	Conducted quarterly by Audit & Supervisory Committee Members, Accounting Auditor, and Internal Audit Office
Communication with the Accounting Auditor	Exchange opinions extensively on the audit plans, details of audit, KAMs, audit results, and other matters
Liaison Meeting for Corporate Auditors	Reporting and information exchange on the status of internal controls by Corporate Auditors of the Group's subsidiaries (held quarterly) Interviews with Presidents of subsidiaries in advance on a quarterly basis
On-site audits and interviews	Physical inventory taking, joint audit with internal audit, and interviews with all officers and employees
Exchange opinions with the President	Invite the President to the Audit & Supervisory Committee and exchange opinions based on the audit results and others

- Personnel Committee (meets 4 times a year)

The Personnel Committee has been established as an advisory body to the Board of Directors in order to enhance corporate governance by bolstering the fairness, transparency and objectivity of processes related to nomination and remuneration, etc. for Directors. The Personnel Committee comprises Directors selected by a resolution of the Board of Directors, with Outside Directors selected to form a majority of the members.

Main deliberations at the Personnel Committee

- Issues related to the selection and dismissal of directors (matters for resolution by the general meeting of shareholders)
- Issues related to the selection and removal of representative director (matters for resolution by the Board of Directors)
- Issues related to the selection and removal of Executive Directors (matters for resolution by the Board of Directors)
- Issues related to the policy for determining the remuneration of Directors, etc.
- Issues related to the remuneration of Directors (excluding Audit & Supervisory Committee Members), etc.
- Issues related to the limit on remuneration for directors (matters for resolution by the general meeting of shareholders)
- Issues related to succession planning
- Other important management issues deemed necessary by the Board of Directors

Members

3 Outside Directors



Hideyuki Sasaki (Chair)

Hiroaki Yasutake, Koji Taira, Takaharu Yai

■ Activities of other committees

Name	Number of meetings held	Roles
Executive Committee	13 times a year	The Executive Committee evaluates key agenda issues that should be brought before the Board of Directors and reports to the Board of Directors and the President and CEO.
Internal Control Committee	24 times a year	The Internal Control Committee promotes proper operation in line with the basic policy on the development of the internal control system established by a resolution of the Board of Directors.
Group Management Meetings	4 times a year	The Group Management Meetings strive to share management-related information, discuss related issues, and strengthen collaboration across the Company and its subsidiaries.
Sustainability Committee	4 times a year	The Sustainability Committee manages the progress of the response to sustainability issues such as environment, social, and governance. The Committee works closely with the Corporate Planning Dept. to supervise measures and related planning at each business division, headquarters, department, branch, and sales office.
Information Security Committee	4 times a year	The Information Security Committee maintains and improves the information security management system by responding to audits by the certification bodies, reporting to and sharing information with the Internal Audit Office and other relevant internal departments, and serving as the secretariat for regular liaison meetings with Group companies.
Compliance Committee	Twice a year	The Compliance Committee will specifically clarify as much as possible any matters that may pose a risk of violating laws, regulations, and corporate ethics. The Committee will conduct education and awareness-raising activities for Officers and employees, as well as strive to rigorously ensure compliance with laws, regulations and corporate ethics, and make improvements as needed. It also holds extraordinary meetings as necessary.

Remuneration for Officers

Overview of Remuneration System for Officers (Directors and Audit & Supervisory Committee Members)

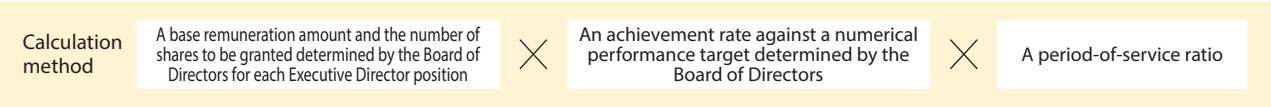
The Company's basic policy is to adopt a remuneration structure linked to shareholder interests so that the remuneration of each Director provides adequate incentive for them to achieve sustained increases in corporate value. The basic policy also calls for setting the remuneration of each individual Director at an appropriate level based on each Director's individual job responsibilities when determining such remuneration. Specifically, the remuneration of Executive Directors comprises base remuneration as fixed remuneration, as well as performance-linked monetary remuneration, post- delivery type performance-linked share remuneration and stock option remuneration as performance-linked remuneration. Outside Directors, who assume a supervisory role, are paid only base remuneration in light of their duties.

① Base remuneration

Base remuneration is provided as monthly fixed remuneration. It is determined by taking into account a comprehensive range of factors in accordance with position, job responsibilities, and years of service, while considering other companies' remuneration levels, the Company's business results, the level of employee wages, and remuneration from subsidiaries and other entities where important positions are concurrently held.

② Performance-linked remuneration

Performance-linked Monetary Remuneration and Postdelivery Type Performance-Linked Share Remuneration
Under this remuneration plan, the Company's Board of Directors establishes numerical targets in advance for a certain period it defines, and remuneration varies with the achievement rate against those numerical targets, among other criteria. A three-year restricted transfer period is established for performance-linked share remuneration



* The Board of Directors will determine the specifics of the remuneration, including details and the time period during which remuneration is provided.

Stock Compensation

The Company has introduced stock option remuneration to create a remuneration structure that is aligned with shareholder interests to ensure that the structure functions adequately as incentive for efforts to achieve sustained improvement in corporate value and shares the benefits and the risks of movements in the Company's stock price with shareholders.

* The Board of Directors will determine the specifics of the remuneration, including details and the time period during which remuneration is provided. However, these specifics are determined based on reports from the Personnel Committee.

Officer category	Base remuneration	Performance-linked monetary remuneration	Non-monetary remuneration	
			Performance-linked share remuneration	Stock Compensation
Director (excluding Audit & Supervisory Committee Members)	○	○	○	○
Outside Director	○	—	—	—

Allocation Ratio by Type and Determination Procedure for Officers' Remuneration and Related Items

The allocation ratio of Executive Directors' remuneration by type is determined based on remuneration standards that reflect as benchmarks the remuneration standards of companies with a comparable business size to the Company as well as companies affiliated with relevant industries and business formats. The amount of performance-linked remuneration and stock options (remuneration for which the value of remuneration received is linked to performance, stock price and other factors) is estimated to be between 30% and 40% of base remuneration. However, this principle shall not apply in circumstances where, for example, the Company's base remuneration is not paid because an Officer receives remuneration for holding an important concurrent position at a subsidiary or other such entity. The total amount of remuneration is determined based on reports received from the Personnel Committee (made up of a majority of Outside Directors who are Independent Officers), which is a voluntary nomination and remuneration committee, with such remuneration set to correspond to each Director's responsibilities.

In addition, the President and CEO is entrusted with the specific details of individual remuneration for Directors based on a resolution by the Board of Directors. The scope of authority of the President and CEO covers the amount of base remuneration of each Director and the number of stock options allotted to each individual Director. The performancelinked remuneration of each individual Director is paid in accordance with a standard amount and target achievement rate established in advance by the Board of Directors.

Evaluation of the Effectiveness of the Board of Directors

Effectiveness evaluation process

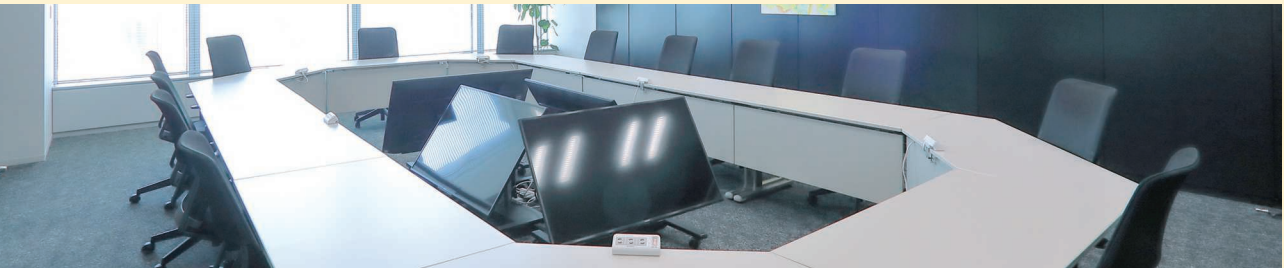
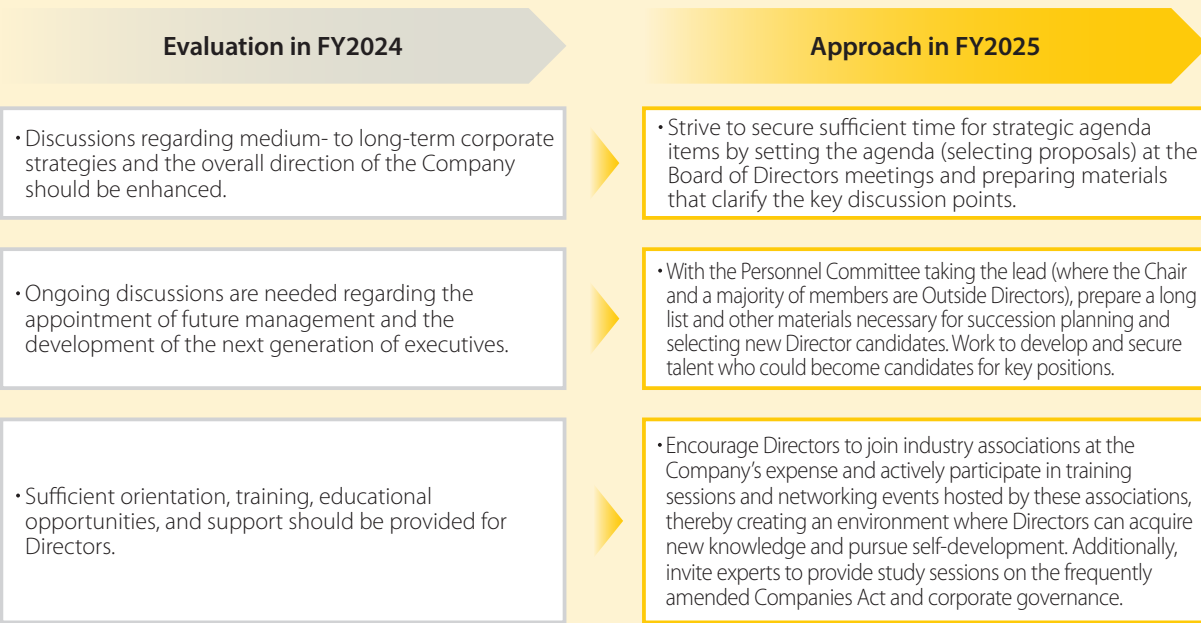
To ensure the effectiveness of the Board of Directors and improve how it functions, each year the Company conducts a questionnaire survey concerning the effectiveness of the Board of Directors as a whole. Effectiveness evaluation shown below was carried out under the advice and confirmation of external attorneys.

Evaluation process



Target Directors	All of the Directors that held office during FY2024 (11 Directors)	
Main questionnaire items	• Issues related to the composition of the Board of Directors • Issues related to the execution of duties by Directors • Issues related to the effectiveness of the Board of Directors as a whole • Issues related to support for Directors, etc.	• Issues related to the operation of the Board of Directors • Issues related to the Advisory Committee • Issues related to other key themes

Approach based on evaluation results



Internal Control, Ethics, and Compliance

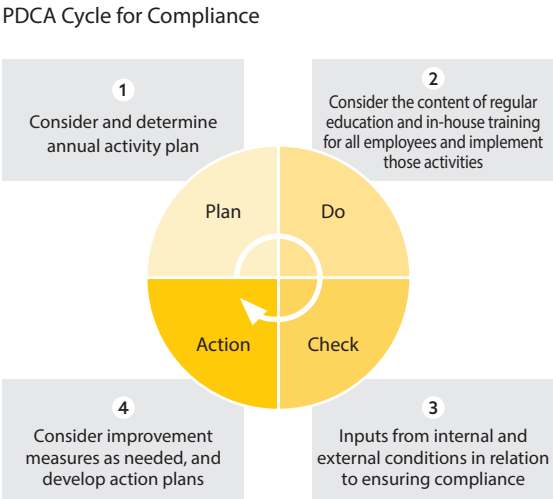
In accordance with the principles set forth in the Corporate Ethics Guidelines, the Company defines compliance as the observance of laws, regulations, rules and various policies as well as maintaining high ethics as it conducts corporate business activities. We believe that continuing sound corporate activities that comply with rules and ethics will earn the trust of our many stakeholders, including shareholders, customers, business partners, and local communities and will enhance our corporate value.

Based on the above approach, the Group has established the Compliance Standards of Conduct and is developing various systems led by the Compliance Committee, which is headed by top management.

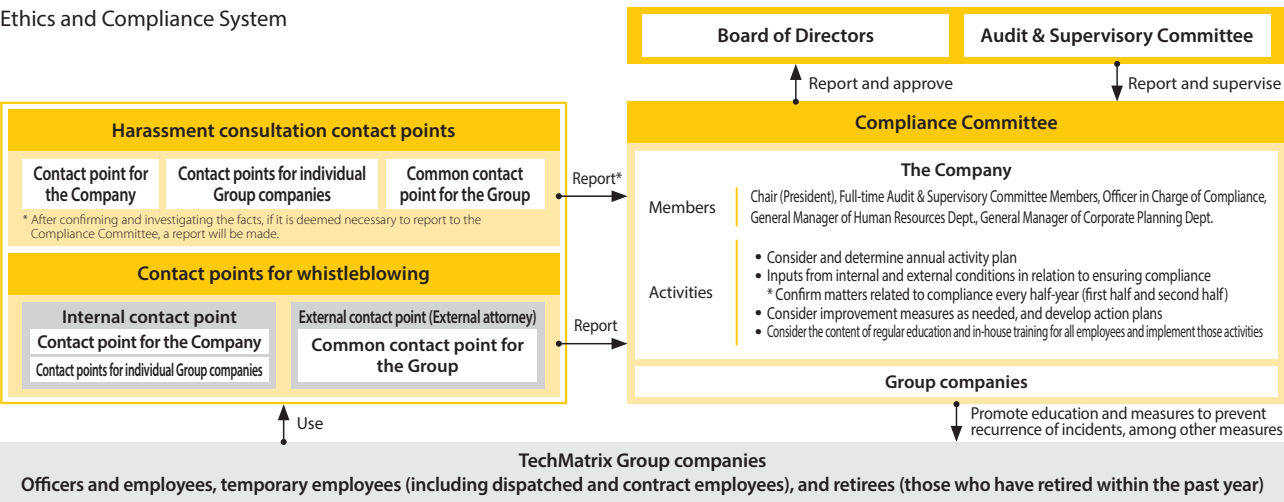
Ethics and compliance system

To ensure consistent and thorough compliance practices across the entire Group, we promote initiatives centered on the Compliance Committee and Internal Control Committee. The Compliance Committee consists of the Chair, Full-time Audit & Supervisory Committee Members, the Officer in Charge of Compliance, the General Manager of the Human Resources Dept., and the General Manager of the Corporate Planning Dept. The President, who is the general supervisor of the compliance system, has been appointed as the Chair of the Compliance Committee.

The Committee will specifically clarify as much as possible any matters that may pose a risk of violating laws, regulations, and corporate ethics during the course of corporate activities. It will conduct education and awareness-raising activities for officers and employees, as well as strive to rigorously ensure compliance with laws, regulations and corporate ethics, and make improvements as needed. In addition to regular meetings held twice a year, the Committee will hold extraordinary meetings as necessary.



Ethics and Compliance System



Whistleblowing system

At the Company, in cases where a problem has occurred, is occurring, or may occur from a compliance perspective, the problem is normally reported through worksite communication channels. However, taking into consideration cases where it may not be easy to report through the worksite communication channel for some reason, we have established a whistleblowing system that allows person who became aware of an issue to report directly to the contact points. The whistleblowing system strictly manages information and accepts anonymous reports. We also provide thorough protection for whistleblowers, which includes prohibiting adverse actions against them, such as retaliation.

Operational status of the compliance system

Compliance Committee

The Compliance Committee holds regular meetings twice a year and monitors compliance status every six months to strengthen oversight mechanisms for preventing corruption, bribery, and similar offenses. To prevent violations before they occur, the committee regularly conducts training on compliance with laws and regulations, as well as corporate ethics. This includes training on preventing insider trading and harassment, as well as vocational education and training. As part of our compliance training, we conducted training using a harassment prevention video created by our corporate lawyer. This training was completed by all employees of the Company and its Group companies. On April 1, 2023, we established and began operating the TechMatrix Group Harassment Consulting Desk. We are working to build and improve upon a system that ensures thorough compliance across the entire Group.

Internal Control Committee

The Internal Control Committee, serving as an advisory body to the President who chairs it, generally meets twice a month to deliberate and report on matters concerning the overall internal controls of the Group. Internal controls encompass all internal control activities implemented by the Company or the Group, centered on an internal control system and an ISMS. As a member of the committee, the Internal Audit Office is responsible for independently evaluating the Company and the Group's compliance framework, including its establishment and operational status. The office promotes the PDCA cycle by encouraging improvements and conducting continuous monitoring as necessary. As a member of the committee, the Internal Control Office is responsible for establishing internal controls to be implemented across all departments within the organization. In FY2024, the office's role as legal counsel was formalized, including oversight of the Company's legal affairs. We have put in place an AI-powered contract checking service to help us conduct daily contract review operations in an effective and efficient way.

Metrics	FY2021 (37th business period)	FY2022 (38th business period)	FY2023 (39th business period)	FY2024 (40th business period)
Number of whistleblowing cases	1	2	1	1
Number of inquiries to Harassment Consulting Desk	0	1	1	0

Compliance training

We believe that compliance at companies is implemented effectively when their officers and employees have a firm grasp of the significance of compliance, and act in line with it not only in corporate business activities but also in their daily lives in society. Based on this belief, we provide a variety of compliance training options.

Employees who were not affiliated with the Company at the time various training programs were offered due to the timing of when they joined the Company will receive training as needed when they join the Company. In addition to other measures, training materials are distributed to these employees.

Compliance training details	Eligible staff	Ratio of participation
Insider training	All officers and employees	100.0%
Harassment prevention	All officers and employees	100.0%
Diversity/Human rights	All officers and employees	100.0%
ISMS (information security management)	All officers and employees	100.0%
Environmental management education	All officers and employees	100.0%

Ratio of Compliance Training Participation



Prohibition of bribery

TechMatrix stipulates prohibition of bribery and other corrupt practices in the Compliance Standards of Conduct and fully communicates this to officers and employees, inside and outside of Japan. Specifically, officers and employees are, in principle, prohibited from engaging in any act that constitutes or is suspected of constituting bribery, as well as giving gifts to or entertaining civil servants.

Furthermore, the Compliance Committee implements internal education on a regular basis to prevent violation. It also develops whistleblowing system for violation to facilitate early detection of and corrective actions against corruption, bribery, and other deviation from compliance. In addition, the Committee monitors activities periodically to strengthen the monitoring system against corruption and bribery in the Group.

Selection and Dismissal of Directors and Procedures

The Company has established the Personnel Committee. This committee deliberates matters concerning the selection and dismissal of Directors and the policy on determining remuneration of Directors and related issues, and reports to the Board of Directors. The Personnel Committee is made up of three or more Directors selected by resolution of the Board of Directors, with Outside Directors selected to serve as the Committee Chair and the majority of other members.

Based on the Personnel Committee's recommendation, the Board of Directors resolves to submit the selection and dismissal of Directors to the general meeting of shareholders for approval. The composition of the Board of Directors is determined by considering the skills that the entire TechMatrix Board of Directors should possess, while ensuring a balance and diversity of skills among the Directors.

To maintain and enhance the function of Directors to supervise the execution of duties, we have appointed Independent Outside Directors who have no potential conflicts of interest with general shareholders. As of August 31, 2025, all six of our Outside Directors are designated as Independent Officers.

The Outside Directors gather information and exchange opinions at the Medium- to Long-Term Issues Discussion Meetings, which are held three times a year and attended only by Outside Directors. They also attend the monthly Board of Directors meetings and make proposals aimed at enhancing corporate value.

Standards for Selection

Candidates for Director are personnel who are well versed in the Company's business and possess strategic thinking skills, the ability to discern technological advances, and knowledge of compliance and internal control. The candidates also have abundant knowledge of the markets where the Company conducts business, experience and knowledge of corporate finance and corporate management, and are well versed in corporate legal affairs and have a high degree of specialization, among other qualities.

Selection and Dismissal Process

Candidates for the selection and dismissal of Directors are determined by the Board of Directors based on the proposals formulated by the Personnel Committee and their decisions are reflected in proposals put forward to the general meetings of shareholders.

Reasons for Selection of Outside Directors

Outside Director		Reasons for Selection and Expected Role
Hiroaki Yasutake	Independent Officer	Hiroaki Yasutake has a wealth of experience and outstanding knowledge in the Internet business and system development field. As we expect him to provide effective advice on the Company's management from a technological perspective and from a standpoint independent of the management team, we have selected him as an Outside Director.
Ari Horie	Independent Officer	Ari Horie trains women entrepreneurs from around the world and provides support for startups. She has a wealth of experience and outstanding knowledge in fostering the next-generation leaders based on entrepreneurship. As we expect her to provide effective advice on the Company's management from the perspective of women's advancement in workplace and from a standpoint independent of the management team, we have selected her as an Outside Director.
Masato Kubo	Independent Officer	Masato Kubo has a wealth of experience and insight in the field of marketing. As we expect him to provide effective advice and opinions on the Company's management from a standpoint independent of the management team and from the perspective of data marketing, an area the Company has not been able to sufficiently focus on in the past, we have selected him as an Outside Director.
Hideyuki Sasaki (Chair of the Personnel Committee)	Audit & Supervisory Committee Member Independent Officer	Hideyuki Sasaki has knowledge and experience in corporate management, internal control and international operations as well as considerable insight into finance and accounting. As we expect him to monitor the overall management and provide effective advice from a standpoint independent of the management team, we have selected him as an Outside Director.
Naho Ebata	Audit & Supervisory Committee Member Independent Officer	Naho Ebata has a high level of knowledge and experience in corporate legal affairs, corporate governance and intellectual property both in Japan and overseas as a lawyer. As we expect her to provide effective advice from a professional perspective and to contribute to strengthening the Company's corporate governance from a standpoint independent of the management team, we have selected her as an Outside Director.
Koji Taira	Audit & Supervisory Committee Member Independent Officer	Koji Taira possesses a high level of knowledge and experience in service planning, marketing and sales, as well as experience in formulating management and growth strategies. As we expect him to provide effective opinions on the Company's management from a standpoint independent of the management team, we have selected him as an Outside Director.

Messages from the New Outside Directors



Masato Kubo
Outside Director/Independent Officer
Masato Kubo has held important positions at MonotaRO Co., Ltd., including the position of Deputy President and General Manager, and has extensive experience in data marketing and risk management. In November 2024, he became the Representative Director of Bright & Keen Co., Ltd.

Leveraging my experience in corporate management and data utilization for further business growth and greater corporate value.

Over many years at MonotaRO Co., Ltd., I used data and AI applications to deliver value to clients and drive business growth. After taking on a top-management role as the company's Deputy President and General Manager, I worked to drive the company's long-term growth.

In TechMatrix's Medium-Term Management Plan for 2024 to 2026, the task of creating business by utilizing data is identified as a key strategic theme. When it comes to utilizing data, you need a deep understanding of the business domains and clients, that is "Foresight," but you also need a vast body of accumulated data. TechMatrix already has an extensive body of data, having made an early start in transferring its services to cloud (it began doing so in the 2010s). This constitutes a major asset that will drive the company's growth in the future. With the rapid pace of AI tech creating a tailwind, the company can convert the value of this data into value for the client in a speedy manner to capitalize on opportunities for significant improvement in corporate value.

As an Outside Director, I will have constructive dialogues with the management and actively advise and engage in a way that contributes to further business growth and greater corporate value.



Naho Ebata
Outside Director/Independent Officer (Audit & Supervisory Committee Member)
As a lawyer, Naho Ebata has extensive experience in corporate legal affairs and intellectual property and works as a partner of Abe, Ikubo & Katayama. She serves concurrently as an Outside Director of ABIST Co., Ltd. and an Independent Auditor of Brave group Inc.

Contributing my legal expertise to implement an intellectual property strategy and deliver robust corporate governance.

After becoming a lawyer in 2000, I gained experience in a broad range of fields, namely intellectual property rights, corporate legal affairs, business rehabilitation, and risk management.

Having assumed my new role as Outside Director (Audit & Supervisory Committee Member) , I will keep a close watch over the management and contribute to stronger corporate governance in order to safeguard the interests of shareholders and other stakeholders and to drive long-term value creation. My supervision activities will obviously include monitoring legal compliance and developing the internal control system, but Outside Directors also have an important role to play in encouraging the company to take appropriate risks. If the company is to expand in the medical systems sector, it will need to implement an intellectual property strategy that has both offensive and defensive modes. With the pace of AI quickening, the company needs a flexible and imaginative approach, untethered by conventional values. I will leverage my accumulated experience and insights, while not unlimited, to the full to sustain the company's growth. I look forward to engaging with you.



Koji Taira
Outside Director/Independent Officer (Audit & Supervisory Committee Member)
Having served as a Vice President and Deputy Managing Director of Toshiba Tec Corporation, Koji Taira has extensive experience in service planning and sales. He now serves as President and Chief Executive Officer of TD Payment Corporation.

Capitalizing on my experience in business planning to help the Company brave the challenges necessary for sustaining growth.

I have spent many years on the frontlines of sales, product planning, and marketing. Throughout that time, I have engaged in the development of products and services and in planning and executing business-growth strategies, taking into account market changes and listening carefully to customer feedback and concerns raised in the workplace.

I have also played a role in funding startups (with corporate venture capital, for example), creating new businesses, forming alliances with other companies, and other roles involving transformation and challenge.

TechMatrix is an organization with considerable social value, one that uses its technological expertise and excellence in strategic implementation to tackle head on the societal issues in sectors underpinning social infrastructure such as healthcare, digital platforms, and education.

It will become all the more important in the years ahead for the company to engage in the medium- to long-term themes of deploying human capital, going digital, and building public confidence.

As an Outside Director, I will be monitoring the management from an impartial perspective. I will also be channeling my workplace-grounded practical intuitions to advise the management in relation to strategy, human resources, and governance, contributing to higher corporate value.



Management Members’ Skills Matrix Judgment criteria (3 years or more)

Names	Gender	Corporate management	Finance/Accounting	Legal/Risk management	Sales/Marketing	Industry knowledge/Technology	Internationalism	Human resources development/Diversity
		Management experience or experience as a full-time director	Finance/ accounting knowledge and experience	Legal, risk management, internal control, and audit experience	Sales or marketing experience	Experience working in the Company's business markets or related markets	Experience in transactions with foreign countries or experience as an officer in an overseas company	Experience in human resources development and training or promoting diversity
Takaharu Yai	Male	●			●	●	●	
Yoshihisa Yoda	Male	●			●	●	●	
Takeshi Suzuki	Male	●			●	●	●	
Takeya Shiga	Male				●	●	●	
Hiroaki Yasutake	Male	●			●	●	●	●
Ari Horie	Female	●			●	●	●	●
Masato Kubo	Male	●		●	●			
Hideyuki Sasaki	Male	●	●	●	●		●	
Naho Ebata	Female			●			●	
Koji Taira	Male	●			●	●		

Takaharu Yai

President, Chief Executive Officer
Current position since April 2024
● 13/13 (Number of Board of Directors meetings attended)
Significant concurrent positions
Director, CROSS HEAD
Director, OCH Co., Ltd.
Firmus Sdn. Bhd. Director

Yoshihisa Yoda

Director, Senior Executive Operating Officer
Head of Medical System Business Unit
Current position since June 2022
● 13/13
Significant concurrent positions
Chief Executive Officer, PSP Corporation

Takeshi Suzuki

Director, Senior Operating Officer
Head of Application Services Business Unit and Manager of CRM Solutions Division
Current position since June 2022
● 13/13
Significant concurrent positions
Director, CASAREAL, Inc.
Director, WISESIGHT (THAILAND) Co., Ltd.
Director, Choco Card Enterprise Co., Ltd.
Director, TechMatrix Asia Co.,Ltd.
Director, Mobilus Corporation

Takeya Shiga

Director, Senior Operating Officer
Head of Information Infrastructure Business Unit, Manager of Network Security Division, and Head of Network Security Sales Division
Current position since June 2024
● 10/10
* Attendance since assuming office on June 28, 2024
Significant concurrent positions
Firmus Sdn. Bhd. Director

Hiroaki Yasutake

Outside Director Independent Officer

Outside Director/Independent Officer
Current position since June 2013
● 13/13
Significant concurrent positions
Representative employee, Cardinal LLC
CEO, Junify Corporation
External Director, Money Forward, Inc.
Outside Director, Novarca Inc.

Ari Horie

Outside Director Independent Officer

Outside Director/Independent Officer
Current position since June 2020
● 12/13
Significant concurrent positions
Founder and Chief Executive Officer, Women's Startup Lab, Inc.
Director, Japan Innovation Network
Representative Director, Women's Startup Lab Impact Foundation Japan

Masato Kubo

Outside Director Independent Officer

Outside Director/Independent Officer
Current position since June 2025
Significant concurrent position(s)
Representative Director, Bright & Keen Co., Ltd.

Hideyuki Sasaki

Outside Director Independent Officer

Outside Director/Independent Officer
(Audit & Supervisory Committee Member)
Current position since June 2017
● 13/13

Naho Ebata

Outside Director Independent Officer

Outside Director/Independent Officer (Audit & Supervisory Committee Member)
Current position since June 2025
Significant concurrent position(s)
Partner, Abe, Ikubo & Katayama
Outside Director (Audit & Supervisory Committee Member), ABIST Co., Ltd.
Independent Auditor, Brave group Inc.
Outside Director, Yamaha Corporation

Koji Taira

Outside Director Independent Officer

Outside Director/Independent Officer (Audit & Supervisory Committee Member)
Current position since June 2025
Significant concurrent position(s)
Executive Advisor of Retail Solutions Business Group, Strategic Planning Division, and CVC Office, Toshiba Tec Corporation
President and Chief Executive Officer, TD Payment Corporation