

Independent Auditor's Report and Internal Control Audit Report

April 27, 2023

To the Board of Directors of Artner Co., Ltd.

KPMG AZSA LLC

Osaka Office

YONO Kenji, Designated Limited Liability and Engagement Partner,
Certified Public Accountant

YASUDA Tomonori, Designated Limited Liability and Engagement
Partner, Certified Public Accountant

Financial Statement Audit

Opinions

To execute audit certification pursuant to Article 193-2, paragraph (1) of the Financial Instruments and Exchange Act, we audited Artner Co., Ltd.'s financial statements for FY2023 (reporting period 61; from February 1, 2022 to January 31, 2023) shown in "Financial Information," namely the balance sheet, statement of income, statement of changes in equity, statement of cash flows, significant accounting policies, other notes, and supplementary schedule.

We acknowledge that the above financial statements comply with the business accounting standards that are generally accepted as fair and appropriate in Japan to correctly present, in all material respects, Artner's financial status as of January 31, 2023 as well as its business performance and cash flows for the fiscal year that ended on the same date.

Basis for Opinions

We conducted the audit in accordance with auditing standards that are generally accepted as fair and appropriate in Japan. Our responsibilities under these standards are described in the Responsibilities of the Auditor in a Financial Statement Audit. We are independent of Artner pursuant to relevant ethics required of professionals in Japan, and we fulfill other ethical responsibilities we have as an auditor. We are certain that we have obtained sufficient and appropriate evidence that serves as the basis for our opinions.

Major Particulars to Consider in the Audit

Major particulars to consider in the audit refer to matters that the professional auditor judged to be of special significance in the financial statement audit for the fiscal year under review. Those particulars were addressed while we audited all financial statements and formed our opinions. We are not to express our opinions about each of these particulars.

Accuracy of net sales from the engineer dispatching business	
Major particulars to consider in the audit and reasons for the decision	Course of action by the auditor
<p>Artner Co., Ltd. (hereinafter referred to as the “Company”) had net sales of JPY 9,242,360 thousand, and JPY 8,413,395 thousand of this amount came from the engineer dispatching business, accounting for 91 percent of net sales.</p> <p>As stated in “Notes (Significant Accounting Policies) 5. Recognition criteria for revenue and expenses,” the Company decided that, in the engineer dispatching business, its obligation is fulfilled with the passing of engineers’ hours of operation, and thus it recognizes sales based on engineers’ records of operation during the term. The Company multiplies the unit price in each agreement signed with its client by the hours worked by the assigned engineer to record sales.</p> <p>When sales from the engineer dispatching business are recorded, there is a risk of recording wrong figures for sales mostly for the following reasons:</p> <ul style="list-style-type: none"> - The Company enters into individual agreements with each client that specifies the price of a contract and billable hours based on the level of the engineer’s skills, and these terms differ between engineers. - The staff in charge of entering sales figures in the information system calculates billable hours out of the total hours worked based on the terms of each agreement, and the data the staff have to process are enormous. <p>For these reasons, we judged that it was particularly important to examine the accuracy of sales from the engineer dispatching business during the financial statement audit for the fiscal year under review, and thus this issue constitutes a major particular to consider in the audit.</p>	<p>We mainly took the course of action stated below to examine the accuracy of sales from the engineer dispatching business.</p> <p>(1) Evaluation of internal control</p> <p>We evaluated the validity of the design and implementation of the Company’s internal controls in connection with the process of recording sales from the engineer dispatching business. We focused particularly on the following during evaluation:</p> <ul style="list-style-type: none"> - Control on sales calculated based on the unit price specified in each agreement with a client and billable hours worked by the assigned engineer. The department in charge of entering sales figures confirms the accuracy of calculated sales, and the control and sales department approves and reports this account receivable. - When there is any difference in the payment of the receivable, the accounting department checks the rationality of the cause of the difference. <p>(2) Examination of the accuracy of sales figures</p> <p>We carried out audit procedures that include the following in order to examine whether sales from the engineer dispatching business are accurately recorded.</p> <ul style="list-style-type: none"> - We identified transactions that were potentially wrong in their recorded sales figures considering the general scale of transactions with each client, and re-calculated those figures based on the price of a contract specified in each agreement and the hours approved by the clients. We confirmed that the re-calculated figures were the same as the sales figures calculated by the Company. - Clients who had been extracted by statistical means were asked to complete and return a balance confirmation letter pertaining to accounts receivable. We obtained the completed letters directly from the clients to check them against the book balance. - We perused reports pertaining to year-end differences in payments the Company had received to see if there were any differences in payments and studied the causes of those differences, thereby checking for any significant differences that needed to be examined to identify the causes.

Other Information

Other information refers to information other than the financial statements and the auditor’s report included in the Annual Securities Report. Management is responsible for preparing and disclosing other information. The Audit and Supervisory Committee is responsible for overseeing the execution of duties by directors in the designing and implementation of the process of reporting other information.

Our opinions on the financial statements do not cover other information, and we are not to express our opinions on such information.

In a financial statement audit, we are responsible for reading all the content of other information and, in this process of perusal, examining whether there are any material inconsistencies between the content of other information and the financial statements or the knowledge we had acquired during the audit. We are also responsible for paying attention to any signs of material errors in the content of other information, other than those material inconsistencies.

If we judge, based on the work we have done, that other information contains any material errors, we are required to report the fact.

Other information in this Annual Securities Report does not contain any issues we should report.

Responsibilities of management and the Audit and Supervisory Committee for financial statements

Management is responsible for preparing and correctly presenting financial statements in accordance with business accounting standards that are generally accepted as fair and appropriate in Japan. This includes designing and implementing internal control that management has decided is essential to prepare and correctly present financial statements that contain no material misrepresentations due to a wrongful act or errors.

When preparing financial statements, management is responsible for evaluating as to whether it is appropriate to prepare financial statements according to the going concern assumption, and, if matters concerning the going concern must be disclosed in accordance with business accounting standards that are generally accepted as fair and appropriate in Japan, management is also responsible for disclosing those matters.

The Audit and Supervisory Committee is responsible for overseeing the execution of duties by directors in the designing and implementation of the process of financial reporting.

Responsibilities of the auditor in a financial statement audit

The auditor is, based on the audit it has conducted, responsible for obtaining a rational guarantee as to whether the Company's financial statements as a whole contain any material misrepresentations due to a wrongful act or errors, and for expressing its opinions on the financial statements in the auditor's report from an independent viewpoint. A misrepresentation may occur due to a wrongful act or errors. It may influence decisions made by users of the financial statements on its own or when it is added up, and when such influence is likely, a misrepresentation is judged to be material.

The auditor makes professional judgments throughout an audit in accordance with auditing standards that are generally accepted as fair and appropriate in Japan, and conducts the following with professional skepticism:

- Identify and assess the risk of material misrepresentations due to a wrongful act or errors. Plan and implement audit procedures designed to manage the risk of material misrepresentation. The auditor selects and applies audit procedures at its own discretion. Also obtain sufficient and appropriate evidence that serves as the basis for the auditor's opinions.
- Although expressing an opinion about the effectiveness of internal control is not the objective of a financial statement audit, the auditor reviews internal control associated with audits in order to plan appropriate audit procedures that are suitable for the situation when it conducts risk assessment.
- Assess the accounting policies adopted by the management and the appropriateness of how the policies are applied, along with the rationality of accounting estimates made by the management and the validity of relevant notes.
- Draw conclusions about whether it is appropriate that the management prepares financial statements as the going concern assumption, and, based on audit evidence that has been obtained, whether material uncertainty is noted in connection with an event or circumstance that would raise material doubt on the going concern assumption. If there is material uncertainty related to going concern assumption, call for attention thereto in notes for the financial statements in the auditor's report is required. If making a note on the material uncertainty for the financial statements is inappropriate, the auditor is expected to present an opinion with exclusions on the financial statements. Conclusions drawn by the auditor are based on audit evidence obtained by the date of the auditor's report. Depending on future events and circumstances, the Company may become unable to continue as a going concern.
- Evaluate as to whether the presentation of the financial statements and the notes therein comply with the accounting standards that are generally accepted as fair and appropriate in Japan. Also evaluate as to whether the presentation, structure, and contents of the financial statements including relevant notes, and the financial statements, correctly present the transactions and accounting events that serve as bases.

The auditor reports to the Audit and Supervisory Committee the planned audit scope and schedule, significant audit findings that include material deficiencies in internal control identified during the audit, and other matters required by the auditing standards.

The auditor also reports to the Audit and Supervisory Committee the fact that it has complied with relevant ethics in Japan required of a professional regarding independence, matters that may reasonably be thought to influence the independence of the auditor, and safeguards provided to eliminate or mitigate obstructions if any.

The auditor determines that the matters discussed with the Audit and Supervisory Committee and judged to be of special significance in the financial statement audit for the fiscal year under review are major particulars to consider in the audit, and states these particulars in the audit report accordingly. However, these matters are not included in the auditor's report if laws and regulations prohibit the publication thereof, or if, in extremely rare circumstances, the auditor decides against stating the matters in the auditor's report because adverse consequences of doing so would reasonably be expected to outweigh the public interest.

Audit of Internal Control

Opinions

To execute audit certification pursuant to Article 193-2, paragraph (2) of the Financial Instruments and Exchange Act, we audited Artner Co., Ltd.'s internal control report that was current as of January 31, 2023.

We acknowledge that the above internal control report, in which Artner presents the validity of its internal controls over the financial reports as of January 31, 2023, complies with the standards for the evaluation of internal controls over financial reporting that are generally accepted as fair and appropriate in Japan to adequately present, in all material respects, the results of the evaluation of internal controls over financial reports.

Basis for Opinions

We audited Artner's internal control in accordance with standards that are generally accepted as fair and appropriate in Japan for an audit of internal controls over financial reports. Our responsibilities under these standards for an audit of internal controls over financial reports are described in the Auditor's Responsibilities for the Audit of Internal Control. We are independent of Artner pursuant to relevant ethics required of professionals in Japan, and we fulfill other ethical responsibilities we have as an auditor. We are certain that we have obtained sufficient and appropriate evidence that serves as the basis for our opinions.

Responsibilities of management and the Audit and Supervisory Committee for an internal control report

Management is responsible for designing and implementing internal controls over financial reports in order to prepare and correctly present the Company's internal control report in accordance with standards that are generally accepted as fair and appropriate in Japan for evaluation of internal controls over financial reports.

The Audit and Supervisory Committee is responsible for overseeing and verifying how the Company's internal controls over financial reports is designed and implemented.

There is a possibility that internal controls over financial reports may not completely prevent or detect all misrepresentations in financial reporting.

Responsibilities of the auditor in the audit of internal control

The auditor is, based on the audit of internal control it has conducted, responsible for obtaining a rational guarantee as to whether the Company's internal control report contains any material misrepresentations, and for expressing its opinions on the internal control report in the auditor's report on internal control from an independent viewpoint.

The auditor makes professional judgments throughout an audit in accordance with standards that are generally accepted as fair and appropriate in Japan for an audit of internal controls over financial reports, and conducts the following with professional skepticism:

- Follow the audit procedures for obtaining audit evidence for the results of the evaluation of the Company's internal controls over financial reports in the internal control report. The procedures for the audit of internal control are selected and applied at the auditor's discretion based on the materiality of the impact on the reliability of the Company's financial reporting.
- Examine the overall presentation of the Company's internal control report, including statements made by management about the scope of the evaluation of internal controls over financial reports, assessment procedures, and assessment results.
- Obtain sufficient and appropriate audit evidence for the results of the evaluation of the Company's internal controls over financial reports in the Company's internal control report. The auditor is responsible for giving instructions on, overseeing, and implementing the audit of the Company's internal control report.

The auditor reports to the Audit and Supervisory Committee the planned scope of the audit of internal control along with the audit schedule, the results of the audit of internal control, material deficiencies identified in internal control that should be disclosed, the results of rectification of these deficiencies, and other matters required by the standards for an audit of internal control.

The auditor also reports to the Audit and Supervisory Committee the fact that it has complied with relevant ethics in Japan required of a professional regarding independence, matters that may reasonably be thought to influence the independence of the auditor, and safeguards provided to eliminate or mitigate obstructions if any.

Interest that must be indicated according to the Certified Public Accountants Act of Japan

We do not have any interest in the Company that should be indicated herein according to the Certified Public Accountants Act of Japan.

END

Notes: 1. The Company (the company that has submitted the Annual Securities Report) retains the original of the auditor's report stated above.

2. XBRL data are outside the audit scope.